



CHARTER OF THE GRADUATE RECRUIT ALUMNI SOCIETY INC.

July 2021

What is the Graduate Recruit Alumni Society Inc.?

The Graduate Recruit Alumni Society Inc. (GRAS) is a not-for-profit members' association, first established in 1998. Our Committee of volunteers works with and for our community to support a stronger social and professional network for graduates and graduate alumni in the Victorian Public Service (VPS).



Through our commitment to diversity and equality, we are actively engaged in promoting and maintaining a safe and inclusive environment for all our members.

In GRAS, we acknowledge the Traditional Owners throughout Victoria and pay respects to their Elders past and present.

Endorsement


I adopt the Charter of the Graduate Recruit Alumni Society on behalf of the Graduate Recruit Alumni Society.

.....

/ /

President

Revisions Table

Version	Description of amendments	Date of Approval	Name and Signature of GRAS President
2	Major revisions: to meet the requirements for an incorporated association. Sundry revisions: for style and clarity.	1 June 2018	Miles Hutchison 
3	Major revisions: <ul style="list-style-type: none"> • Changes to committee structure • Changes to goals and purpose statement • Alignment to Consumer Affairs Victoria's Model Rules Sundry revisions: for style and clarity.	X July 2021	Trinity Woodman

Contents

What is the Graduate Recruit Alumni Society Inc.?	2
Endorsement	3
Revisions Table	3
PART 1 PRELIMINARY	7
1. Name	7
2. Purposes	7
3. Financial year	7
4. Definitions and Interpretation	7
PART 2 POWERS OF ASSOCIATION	8
5. Powers of Association	8
6. Not for profit organisation	8
PART 3 ABOUT GRAS	9
7. Goals	9
8. Values	9
PART 4 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	9
9. Minimum number of members	9
10. Who is eligible to be a member	9
11. Application for membership	10
12. Consideration of membership	10
13. New membership	10
14. General rights of members	10
15. Associate members	11
16. Rights not transferable	11
17. Ceasing membership	11
18. Resigning as a member	11
19. Register of members	11
20. Grounds for taking disciplinary action	12
21. Disciplinary subcommittee	12
22. Notice to member	12
23. Decision of subcommittee	13
24. Appeal rights	13
25. Conduct of disciplinary appeal meeting	14
26. Application	14
27. Parties must attempt to resolve the dispute	14

28.	Appointment of mediator	14
29.	Mediation process	15
30.	Failure to resolve dispute by mediation	15
PART 5	GENERAL MEETINGS OF GRAS	15
31.	Annual general meeting.....	15
32.	Special General Meetings	16
33.	Special general meeting held at request of members.....	16
34.	Notice of general meetings.....	17
35.	Proxies.....	17
36.	Use of technology	18
37.	Quorum at general meetings	18
38.	Voting at general meeting	18
39.	Special resolutions	18
40.	Minutes of general meeting.....	19
PART 6	COMMITTEE	19
41.	Role and powers	19
42.	Delegation.....	19
43.	Composition of GRAS Committee	20
44.	General Duties	20
45.	President	21
46.	Secretary	21
47.	Treasurer.....	21
48.	Who is eligible to be a Committee member	22
49.	Position to be declared vacant.....	22
50.	Nominations.....	22
51.	Election of President, Secretary and Treasurer	22
52.	Election of ordinary members	23
53.	Ballot	23
54.	Terms of Office.....	24
55.	Vacation of office	24
56.	Filling casual vacancies.....	24
57.	Meetings of Committee	25
58.	Notice of meetings.....	25
59.	Urgent meetings	25
60.	Procedure and order of business.....	25
61.	Use of Technology.....	25

62.	Quorum	26
63.	Voting	26
64.	Conflict of interest	26
65.	Minutes of meeting.....	26
66.	Leave of absence.....	27
PART 7	FINANCIAL MATTERS.....	27
67.	Source of funds	27
68.	Management of funds.....	27
69.	Financial records	28
70.	Financial statements	28
PART 8	GENERAL MATTERS	28
71.	Registered address.....	28
72.	Notice requirements	28
73.	Custody and inspection of books and records.....	29
74.	Winding up and cancellation	29
75.	Alteration of Rules	30

PART 1 PRELIMINARY

1. Name

- (1) The name of the incorporated association Graduate Recruit Alumni Society Inc. (GRAS).

2. Purposes

- (1) The purpose of GRAS is to undertake member development in a way that is proactive and approachable to extend connections and encourage inclusion.

3. Financial year

- (1) The financial year of GRAS is each period of 12 months ending on June 30.

4. Definitions and Interpretation

- (1) In these Rules—

- **absolute majority** of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
- **associate member** means a member referred to in rule 15(1);
- **Chairperson**, of a general meeting or committee meeting, means the person chairing a meeting as required under rule 45;
- **Committee** means the Committee having management of the business of GRAS;
- **committee meeting** means a meeting of the Committee held in accordance with these Rules;
- **committee member** means a member of the Committee elected or appointed under Division 3 of Part 6;
- **disciplinary appeal meeting** means a meeting of the members of GRAS convened under rule 24(3);
- **disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 23;
- **disciplinary subcommittee** means the subcommittee appointed under rule 21;
- **financial year** means the 12 month period specified in rule 3;
- **general meeting** means a general meeting of the members of GRAS convened in accordance with Part 3 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- **member** means a member of GRAS.

- **member entitled to vote** means a member who under rule 14(2) is entitled to vote at a general meeting;
- **special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- **the Act** means GRASs Incorporation Reform Act 2012 and includes any regulations made under that Act;
- **the Registrar** means the Registrar of Incorporated Associations.

PART 2 POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, GRAS has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), GRAS may–
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) GRAS may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) GRAS must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent GRAS from paying a member–
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member–

if this is done in good faith on terms no more favourable than is the member was not a member.
- (3) GRAS does not form part of the public sector.
- (4) The GRAS Committee is made up of volunteers.

PART 3 ABOUT GRAS

7. Goals

- (1) The goals of GRAS are to:
 - (a) broaden GRAS members' networks and connections through a focus on inclusion and the breaking down barriers between cohorts and groups;
 - (b) encourage a reflective culture which focuses on teamwork and member development to create a supportive, fun and collaborative environment; and
 - (c) deliver a well-known program which is proactive, approachable, and meets the needs of its members and alumni.

8. Values

- (1) Members are expected to observe and adhere to GRAS's values:
 - (a) leadership;
 - (b) building and maintaining relationships;
 - (c) collaboration and cooperation;
 - (d) lifelong learning;
 - (e) transparency and openness; and
 - (f) diversity, inclusion and equality.
- (2) Members are expected to respect and promote the public sector values provided in section 7 of the *Public Administration Act 2004* (Vic):
 - (a) responsiveness;
 - (b) integrity;
 - (c) impartiality;
 - (d) accountability;
 - (e) respect;
 - (f) leadership; and
 - (g) human rights.

PART 4 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

9. Minimum number of members

GRAS must have at least 5 members.

10. Who is eligible to be a member

Any person who is a public sector graduate ('graduates') or former public sector graduate ('alumni), or has completed a public sector internship, is eligible for membership.

- (1) GRAS can approve members who do not meet the eligibility criteria if they:
 - (a) are nominated by a committee member; and
 - (b) the nomination is approved by the President.

11. Application for membership

- (1) GRAS can prescribe the form in which requests for membership to GRAS can be made.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

12. Consideration of membership

- (1) Requests for membership will be accepted when:
 - (a) GRAS has received and approved of a request for membership; and
 - (b) full payment of the membership fee is received.
- (2) If the Committee rejects a request it must, as soon as practicable, notify the applicant in writing and provide reasons for its decision.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.

13. New membership

- (1) A person becomes a member of GRAS and, subject to rule 14(2), is entitled to exercise their rights of membership from the date, whichever is the later, on which—
 - (a) the Committee approves the person's membership; or
 - (b) the person pays the joining fee.
- (2) Accepting membership constitutes a commitment to abide by the GRAS Charter.
- (3) Upon request, the Committee must make the GRAS Charter available to new members when their application for membership is accepted.

14. General rights of members

- (1) A member of GRAS who is entitled to vote has the right—
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and

- (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of GRAS as provided under rule 73; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since they became a member of GRAS; and
 - (c) the member's membership rights are not suspended for any reason.

15. Associate members

- (1) Associate members of GRAS include—
- (a) any members under the age of 15 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

16. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

17. Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of GRAS, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

18. Resigning as a member

- (1) A member can resign by giving notice in writing to GRAS.

Note

Rule 72(3) sets out how notice may be given to GRAS. It includes by post or by handing the notice to a member of the committee.

- (2) A member is taken to have resigned if—
- (a) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
 - (b) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

19. Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
- (a) for each current member—

- (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.
- (3) Members are responsible for informing GRAS of any changes to their email address.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2 – Disciplinary action

20. Grounds for taking disciplinary action

GRAS may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of GRAS; or
- (c) has engaged in conduct prejudicial to GRAS Leadership.

21. Disciplinary subcommittee

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
- (a) may be Committee members, members of GRAS or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

22. Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
- (a) stating that GRAS proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that they may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

23. Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from GRAS.
- (3) The disciplinary subcommittee may not fine the member.
- (4) 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.

24. Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from GRAS under rule 23 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of GRAS who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

25. Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 – Grievance procedure

26. Application

- (1) this Division applies to disputes under these Rules between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and GRAS.
- (2) 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.

27. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute within 14 days of the dispute coming to their attention.

28. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (c) if the dispute is between a member and the Committee or GRAS—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of GRAS but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

29. Mediation process

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

30. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 5 GENERAL MEETINGS OF GRAS

31. Annual general meeting

- (1) The Committee must convene an annual general meeting of GRAS to be held within 5 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) Members must be given at least 14 days' notice of an annual general meeting.

- (4) The ordinary business of the annual general meeting includes:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Committee on the activities of GRAS during the preceding financial year; and
 - (ii) the financial statements of GRAS for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Committee;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee
 - (e) considering amendments to the GRAS Charter.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
- (6) An officer bearer that is removed for cause in an annual general meeting still retains their GRAS membership.
- (7) GRAS' annual report must be released to the members within one month of the annual general meeting.

32. Special General Meetings

- (1) Any general meeting of GRAS, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee can convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 34 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 34 and the majority of members at the meeting agree.

33. Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.

- (3) If the Committee 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.
- (4) A special general meeting convened by members under subrule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) GRAS must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).
- (6) An officer bearer that is removed for cause in a Special General Meeting still retains their GRAS membership.
- (7) A special resolution is required to amend the GRAS Charter or wind up GRAS.

34. Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of GRAS—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 35(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

35. Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.

- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 34 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by GRAS no later than 24 hours before the commencement of the meeting.

36. Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

37. Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 36) of seven members entitled to vote.

38. Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to subrule (3), each member who is entitled to vote has one vote;
 - (b) members may vote personally or by proxy; and
 - (c) the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the President has a second or casting vote.
- (3) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 25.

39. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

40. Minutes of general meeting

- (1) The Secretary must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 35(6); and
 - (c) the financial statements submitted to the members in accordance with rule 31(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of GRAS; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 6 COMMITTEE

Division 1 – Powers of Committee

41. Role and powers

- (1) The business of GRAS must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of GRAS except those powers that these Rules or the Act require to be exercised by general meetings of the members of GRAS.
- (3) The Committee may—
 - (a) establish subcommittees consisting of members with terms of reference it considers appropriate.

42. Delegation

- (1) The Committee may delegate to a member of the Committee, or a subcommittee, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 – Composition of Committee and duties of members

43. Composition of GRAS Committee

- (1) The Committee comprises of
 - (a) a president;
 - (b) a secretary; and
 - (c) a treasurer; and
 - (d) ordinary members (if any) elected under rule 52.
- (2) The GRAS committee will function in an AGILE format.
- (3) Within the AGILE format, committee members will fluidly take on the roles of:
 - (a) Project Owner; and
 - (b) Development Team Member.

44. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that GRAS complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of GRAS; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to GRAS.
- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) GRAS Committee members can undertake projects and events. The GRAS Committee member will be the Project Owner for the project or event, and so responsible for the outcome of a project.
- (8) The duties of the Project Owner are:

- (a) plan timelines and final outcome of project;
 - (b) establish the tasks needed to complete the project and prioritise these;
and
 - (c) delegate the tasks needed to complete the project and ensure these are completed on time.
- (9) It is the responsibility of all Committee Members and Executive Officers to support the Project Owner and help to deliver a high-quality product within the agreed timelines.
- (10) The Project Owner can be any member of the committee.
- (11) GRAS Executive Officers are responsible for ensuring Committee projects fit within GRAS's long term goals (see clause X).

45. President

- (1) The president of GRAS is the leader of the GRAS Committee
- (2) The duties of the President include:
- (a) acting as a representative of GRAS;
 - (b) calling general meetings;
 - (c) chairing meetings of the GRAS Committee unless the committee has agreed to other chairing arrangements;
 - (d) signing for any withdrawal of funds from GRAS' bank account;
 - (e) reviewing and approving of event funding applications; and
 - (f) managing the finances and governance of GRAS.

46. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
- (a) maintain the register of members in accordance with rule 19; and
 - (b) keep custody of the common seal (if any) of GRAS and, except for the financial records referred to in rule 69(3), all books, documents and securities of GRAS in accordance with rule 73; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give the Registrar notice of their appointment within 14 days after the appointment.

47. Treasurer

- (1) The Treasurer must—
 - (a) receive all moneys paid to or received by GRAS and issue receipts for those moneys in the name of GRAS; and
 - (b) ensure that all moneys received are paid into the account of GRAS within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of GRAS from GRAS's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
 - (a) ensure that the financial records of GRAS are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of GRAS and their certification by the Committee prior to their submission to the annual general meeting of GRAS.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of GRAS.

Division 3 – Election of Committee members and tenure of office

48. Who is eligible to be a Committee member

- (1) A member is eligible to be elected or appointed as a committee member if the member—
 - (a) is a public sector graduate, former public sector graduate, or has completed a public sector internship;
 - (b) is entitled to vote at a general meeting.

49. Position to be declared vacant

- (1) GRAS must make a formal call for applications to the Committee.

50. Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of GRAS may—
 - (a) nominate themselves; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51. Election of President, Secretary and Treasurer

- (1) At the annual general meeting, separate elections must be held for each of the following positions—

- (a) President;
 - (b) Secretary;
 - (c) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
 - (3) If more than one member is nominated, a ballot must be held in accordance with rule 53.
 - (4) On their election, the new President may take over as Chairperson of the meeting.

52. Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53. Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (4) The election must be by secret ballot.
- (5) The returning officer must receive a vote from—
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.
- (6) If the ballot is for a single position, the voter must name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
 - (a) the voter indicates the name of each candidate for whom they wish to vote;
 - (b) the voter must not indicate the names of more candidates than the number to be elected.

- (8) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (9) If the returning officer is unable to declare the result of an election under subrule (8) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with subrules (4) to (8) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

54. Terms of Office

- (1) Subject to subrule (3) and rule 55, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of GRAS may—
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of GRAS to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of GRAS (not exceeding a reasonable length) and may request that the representations be provided to the members of GRAS.
- (5) The Secretary or the President may give a copy of the representations to each member of GRAS or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55. Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if they:
 - (a) cease to be a member of GRAS; or
 - (b) otherwise cease to be a committee member by operation of section 78 of the Act.

56. Filling casual vacancies

- (1) The Committee may appoint an eligible member of GRAS to fill a position on the Committee that—
 - (a) has been vacant under rule 54; or
 - (b) was not filled by election at the last annual general meeting.

- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 53 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4 – Meetings of Committee

57. Meetings of Committee

- (1) The Committee must meet at least six times each financial year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of GRAS at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.
- (4) A meeting agenda must be provided to all Committee members prior to the meeting.

58. Notice of meetings

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

59. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Procedure and order of business.

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

61. Use of Technology

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 61) of a majority of the committee members holding office.

63. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the President has a second or casting vote
- (5) Voting by proxy is not permitted.

64. Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit GRAS is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of GRAS.

65. Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.

- (2) The minutes must record the following—
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 64.

66. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 7 FINANCIAL MATTERS

67. Source of funds

- (1) The funds of GRAS may be derived from fees, subscriptions, grants, donations, revenue, interest, and other such sources.
- (2) Members must pay a one-off membership-fee and any other fees set and approved by the Committee.
- (3) Membership fees are subject to periodic review by the Committee.
- (4) If it is necessary to set a date, fees will be due on a date determined by the Committee.

68. Management of funds

- (1) GRAS must open an account with a financial institution from which all expenditure of GRAS is made and into which all of GRAS' revenue are deposited.
- (2) Subject to any restrictions imposed by a general meeting of GRAS, the Committee may approve expenditure on behalf of GRAS.
- (3) The President may authorise the Treasurer to expend funds on behalf of GRAS (including by electronic funds transfer) up to a specified limit without requiring approval from the President for each item on which the funds are expended.
- (4) The Treasurer can maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction and all funds are deposited into the financial account of GRAS as soon as practicable after receipt.
- (5) GRAS can transfer funds from one bank account directly to another by electronic transfer.
- (6) The funds of the organisation are to be applied solely in furtherance of GRAS' goals and no portion shall be distributed directly or indirectly to the members of

the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of GRAS.

69. Financial records

- (1) GRAS must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) GRAS must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

70. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of GRAS are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of GRAS;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 8 GENERAL MATTERS

71. Registered address

- (1) The registered address of GRAS is—
 - (a) the address determined from time to time by resolution of the Committee;
or
 - (b) if the Committee has not determined an address to be the registered address – the postal address of the Secretary.

72. Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or

- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to GRAS or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of GRAS or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of GRAS.

73. Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the register of members
 - (b) the endorsed minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of GRAS, including of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of GRAS that relate to confidential, personal, employment, commercial, or legal matters or where to do so may be prejudicial to the interests of GRAS.
- (3) The Committee must on request make copies of the these rules available to members and the applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of GRAS referred to in this rule and GRAS may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of GRAS and includes the following—

 - (a) its membership documents;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of GRAS.

74. Winding up and cancellation

- (1) GRAS may be wound up voluntarily by special resolution.

- (2) In the event of the winding up or the cancellation of the incorporation of GRAS, the surplus assets of GRAS must not be distributed to any members or former members of GRAS.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to GRAS and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

75. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of GRAS.