



# The Social Network of Graduates Constitution

(ABN 60 733 754 401)

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## Part 1: Preliminary

### 1.1 The Association

1. The name of the Association is The Social Network of Graduates ABN 60 733 754 401) (the Association).
2. The Association is a not-for-profit association, limited by guarantee.
3. The Association is established as a charity and is to continue operating as a charity.
4. The assets and income of the Social Network of Graduates must only be applied in furtherance of the Objects of the Association. No portion of the assets and income is to be distributed, whether directly or indirectly, to Members or Officers of the Social Network of Graduates, except as bona fide compensation for goods or services rendered, or expenses properly incurred, at fair and reasonable rates on behalf of the Social Network of Graduates.
5. The guarantee is the Membership fee paid by each Member upon the completion of a successful Membership application.
6. The Social Network of Graduates is established in accordance with the Associations Incorporation Act 1991 (ACT) and the Associations Incorporation Regulation 1991 with these Objects:
  - a. to connect Australian Graduates who reside in the Australian Capital Territory and its surrounds;
  - b. to support and provide information to Graduates who have relocated to the Australian Capital Territory and its surrounds;
  - c. to foster both Graduates' personal friendships and professional networks and empower them to sustain and continue these connections;
  - d. to promote Graduates' personal and professional development; and
  - e. to facilitate the Committee to run events and activities designed to achieve these Objects.
7. The Association has the power to do all things that help it to achieve these Objects.
8. The Association and its Committee may only exercise their powers and use the income and assets of the Association for the purposes of the Association.

## 1.2 Definitions and Interpretation

9. In this Constitution, unless otherwise provided, the following definitions apply.

<b>the Act</b>	means the <i>Associations Incorporation Act 1991 (ACT)</i> . <sup>1</sup>
<b>APS</b>	means the Australian Public Service.
<b>Business Day</b>	means any day which is not a weekend or a Public Holiday announced in the Australian Capital Territory gazette.
<b>Calendar year</b>	means any given year commencing on 1 January and ending on 31 December.
<b>Delegate</b>	means a Member to whom the Executive Committee or an Officer delegates some or all of their functions to the extent this Constitution allows.
<b>Executive Committee</b>	means the Committee of Full Members elected to hold office (and constituted by such positions, as defined by Part 3 of this Constitution or the By-Laws).
<b>Financial Year</b>	means a year commencing on 1 March of a year and ending of the last day of February of the immediately following year.
<b>Graduate</b>	means a person employed in a graduate or similar position, whether or not in a formal graduate program.
<b>Member</b>	means a member of the Association who is not an office-bearer.
<b>Officer(s)</b>	means the Officer(s) listed in this Constitution.
<b>the Seal</b>	means the common seal of the Association.
<b>Secretary</b>	means the person holding office under this Constitution as the Secretary of the Association or, if no such person holds that office, the Vice-President of the Association or such person as the Executive Committee appoints.
<b>SNoG</b>	means the Social Networks of Graduates.
<b>Sub-committee</b>	means any committee established by an Executive Committee Member for the purpose of fulfilling that Executive Committee Member's role or function
<b>the Regulation</b>	means the <i>Associations Incorporation Regulation 1991 (ACT)</i> .

10. In this Constitution and any subsequent documents, unless the contrary intention appears:

- a. a reference to a function includes a reference to a power, authority and duty.
- b. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- c. words importing a gender include any other gender.
- d. words in the singular include the plural and words in the plural include the singular.

<sup>1</sup> See s155 of the *Legislation Act 2001 (ACT)*

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- e. headings are inserted for convenience only and have no effect in limiting or extending the language of provisions to which they refer.
- f. a reference to a person includes a body politic, body corporate or a legal partnership.
- g. a reference to any legislation, legislative provision, or instrument made under legislation includes any statutory modification, substitution or re-enactment of such legislation, legislative provision, or instrument.
- h. where any word or phrase is given a defined meaning, any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- i. a reference to a clause includes a reference to a sub-clause or paragraph in that clause.
- j. the word “include” in any form is not a word of limitation.
- k. a reference to a Party includes that Party’s administrators, successors, and permitted assigns, including any person to whom that Party novates any part of their rights or obligations.
- l. if the last day of any period prescribed for the doing of an action falls on a day which is not a Business Day, the action must be done no later than the end of the next Business Day.

## Part 2: Memberships

### 2.1 Membership Qualifiers and Application

11. A person
  - i. may apply for; or
  - ii. may register for; or
  - iii. may cancel, or
  - iv. may terminate; or
  - v. otherwise cease to hold;  
their Membership with the Association.
12. A person is eligible to apply for Membership if the Executive Committee determines that person to be so eligible.
13. A person who, having applied for Membership, and who is eligible under the By-Laws, will become either:
  - a. a Full Member of the Association; or
  - b. a Member of any other category specified in the By-Laws;if and when:
  - c. the Executive Committee approves their application for membership;
  - d. the Membership fee has been fully paid; and
  - e. the Secretary has entered the applicant's details into the members' register.
14. The Executive Committee may determine a schedule of fees payable by a Member for various purposes.
15. Applicants must pay the membership fee within one (1) month of their application. If a Member does not pay in time, their membership will be suspended. When membership is suspended, a Member cannot exercise their rights, such as voting at the Annual General Meeting (AGM).
16. Membership commences immediately upon being approved for membership, pay their membership fee and having their details entered into the members' register.
17. The Executive Committee can approve or reject a membership application. If the Executive Committee rejects an application, it is not required to give reasons for that decision, but it must return the membership fee and advise the applicant that their application has been rejected.

18. A right, privilege or obligation which a person has because of membership cannot be transferred or transmitted to another person and ceases on the termination of a person's membership.

## 2.2 Membership Cessation or Termination

19. The By-Laws may specify when membership ceases or terminates.
20. A person ceases to hold membership with the Association if that person:
- a. dies;
  - b. for a corporation, is wound up;
  - c. resigns from membership;
  - d. is expelled from the Association by the Executive Committee; or
  - e. fails to renew their expired membership.
21. Membership may only be resigned if:
- a. a Member has paid all amounts or debts payable by the Member to the Association.
  - b. the Member's intention to resign is conveyed to the Executive Committee consistent with section 9(b).
  - c. the Executive Committee accepts the resignation.
22. The Association will not refund any membership fees already paid by Members who then later resign or cease to hold their membership, if the Executive Committee determines that a Member has:
- a. refused or neglected to comply with a provision of this Constitution, the By-Laws, or other reasonable directions of the Executive Committee; or
  - b. wilfully acted in a manner prejudicial to the Association or its interests.
- the Executive Committee may:
- c. expel the Member; or
  - d. suspend the Member from membership for a period of time; or
  - e. take other such reasonable steps as the Executive Committee may determine.

## Part 3: Executive Committee

### 3.1 Executive Committee powers and functions

23. There is to an Executive Committee of the Association, comprised of elected Officers, who are Full Members of the Association, pursuant to section 19, which will have the power of, and will be responsible for, the management of the affairs of the Association.
24. The Executive Committee can exercise all powers and functions of the Association (consistent with this Constitution, the By-Laws, the Act and the Regulation), except for powers and functions that the Members are required to exercise at a general meeting (under this Constitution, the By-Laws, the Act or the Regulation).
25. The Executive Committee must decide on the responsible financial management of the Association, including;
  - a. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved; and
  - b. any suitable written delegation of power.
26. The Officers of the Association are:
  - a. the President, who is responsible for the leadership of the Executive Committee, including chairing meetings of the Executive Committee;
  - b. the Vice-President, who is to deputise for and otherwise assist the President;
  - c. the Secretary, who is responsible for the maintenance of appropriate records of the affairs of the Association, and
    - i. must be over 18 years of age, and live in Australia;
    - ii. if the Secretary stops living in Australia, they cannot remain the Secretary;
    - iii. if the Secretary stops being the Secretary for whatever reason, the Committee must appoint a new Secretary within 14 days;
  - d. the Assistant Secretary, who may deputise for and otherwise assist the Secretary;
  - e. the Treasurer, who is responsible for the maintenance of the Association's finances, including the development of a budget and annual financial report;
  - f. the Assistant Treasurer, who may deputise for and otherwise assist the Treasurer; and
  - g. any number of other Officers as specified in the By-Laws
27. An Officer who the Executives Committee determines to:
  - a. have acted in contravention of the Objects mentioned in 1.1 (s4); or
  - b. be guilty of serious misconduct

must immediately cease to be an Officer and will not be indemnified by the Association for any action or omission.

28. Officers must comply with their duties as the Executive Committee under the Act and the Regulation, other relevant legislation and common law, and with the duties described in this Constitution and By-Laws, which are (but not limited to):
- a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of a company;
  - b. to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association;
  - c. not to misuse their position as an Officer;
  - d. not to misuse information they gain in their role as an Officer;
  - e. to disclose any perceived or actual material conflicts of interest;
  - f. to ensure that the financial affairs of the company are managed responsibly; and,
  - g. not to allow the Association to operate while it is insolvent.
29. The By-Laws may specify:
- a. the method of election or of appointment of each Officer;
  - b. the term of office for each Officer;
  - c. the grounds on which an Office becomes vacant;
  - d. the method of filling a casual vacancy in an Office;
  - e. the number of Officers which constitutes a quorum of the Executive Committee; and
  - f. the procedure, if any, to be followed at meetings of the Executive Committee.

## 3.2 Delegation

30. The Executive Committee may delegate those powers which it considers necessary to:
- a. an Officer; or
  - b. a Sub-Committee comprised of at least one (1) Officer, who will be the Chair of the Sub-Committee, and any number of Members as determined by the Executive Committee.

The delegation must be in writing and can be revoked by the Executive Committee in writing.

31. A Sub-committee may not delegate any power delegated to it.

## Part 4: General Meetings

### 4.1 General Meetings

32. The Executive Committee, upon providing a reasonable period of notice to Members, may, subject to the Associations Act, call a General Meeting of the Association at any time.
33. If an Executive Committee Member receives the petition of one hundred (100) Full Members to call a General Meeting, the Executive Committee must call a General Meeting upon providing a reasonable period of notice to Members.

### 4.2 Chair

34. The President, or in the President's absence, an Officer of the Executive Committee must chair General Meetings.

### 4.3 Voting rights

35. Only Full Members present at the General Meeting will be entitled to one vote at that General Meeting, and no Member will be entitled to vote by proxy or by agent.
36. Those Members who are not Full Members will not be entitled to vote at, but may observe and speak at, General Meetings.

### 4.4 Quorum

37. Seven (7) Full Members will constitute a quorum for the purposes of holding a General Meeting.

### 4.5 Other Procedures

38. The By-Laws may specify other procedures to be followed at General Meetings, including the time within which notices of motion are to be given, published, or circulated.

## Part 5: Miscellaneous

### 5.1 Financial Management and Record Keeping

39. The funds of the Association may be derived from Membership fees, donations, bank interest, sponsorship, and any other sources which the Executive Committee may determine.
40. The Executive Committee may determine the procedure by which the funds of the Association are to be managed, drawn on, and handled.
41. Financial records must be kept and stored for seven (7) years, and in accordance with any other applicable laws.

### 5.2 Administration

42. The Seal of the Association will be held in the custody of the Secretary on behalf of the Executive Committee, and must only be used as determined by the Executive Committee.
43. The books, documents, and securities of the Association must be held in the custody of one or more appropriate Officers on behalf of the Executive Committee.
44. A Member who requests to inspect the books or documents of the Association is entitled to do so if the Executive Committee determines the request to be reasonable.
45. The Association may serve notice on a Member in any reasonable way, including by electronic publication on a website owned or otherwise operated by the Association.

### 5.3 Liabilities of Members and Officers

46. Members have rights and liabilities as set out in this Constitution, the By-Laws, the Act and the Regulation.
47. The liability of a Member must not exceed the value of any amounts owing by that Member as a debt.
48. Any liability incurred by an Officer (who incurred that liability whilst acting as an authorised Officer in a manner consistent with the Objects mentioned in section 5) must be met by the Association.

## 5.4 Indemnity

49. The Association indemnifies each Officer out of its assets, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an authorised Officer of the Association.

- a. In this clause, 'to the relevant extent' means:
  - i. to the extent that the Association is not precluded by law (including the *Corporations Act 2001 (Cth)*) from doing so; and
  - ii. for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- b. The indemnity is a continuing obligation and is enforceable by an Officer, even though that person is no longer an Officer of the Association.

## 5.5 Insurance

50. To the extent permitted by law (including the *Corporations Act 2001 (Cth)*), and if the Executive Committee consider it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Association against any liability incurred by the person as an Officer.

## 5.6 Dissolution

51. In the event of the Association being dissolved, its assets which remain after such dissolution and the satisfaction of all debts and liabilities must be transferred to another organisation (whether incorporated or not) with purposes similar to the Objects mentioned in section 1 and which has rules prohibiting the distribution of its assets and income to its Members.

## 5.7 Amending the Constitution

52. Amendments to the Constitution must be approved by passing a Special Resolution.

## 5.8 By-Laws

53. The Executive Committee may pass By-Laws to give effect to this Constitution.
54. The Executive Committee and Members must comply with By-Laws as if they were part of this Constitution.
55. The By-Laws may be maintained on a register in the custody of the Secretary on behalf of the Executive Committee.



# The Social Network of Graduates

## By-Laws

(ABN 60 733 754 401)

## 1. Authority and Powers

### 1.1 Constitutional Basis

1. These By-Laws are made consistent with the Constitution of the Social Network of Graduates, incorporated in the Australian Capital Territory under the *Associations Incorporation Act 1991 (ACT)* and the *Associations Incorporation Regulation 1991*.

### 1.2 Power to Create By-Laws

2. The Executive Committee of the Social Network of Graduates is empowered to create By-Laws under Part 5.7 (s53 and s54) of the Constitution.

## 2. Memberships<sup>2</sup>

### 2.1 Memberships

3. A person may apply for membership of the Social Network of Graduates (the Association):
  - a. in writing; or
  - b. verbally.
4. A person may resign membership of the Association:
  - a. in writing; or
  - b. verbally.
5. The following table lists in the first column the categories of membership of the Association which a person may hold, in the second column the eligibility requirements for that category, and in the third column the rights, privileges, and obligations belonging to each category.

<b>Category of membership</b>	<b>Eligibility requirements for membership</b>	<b>Rights, privileges and obligations</b>
Full Member	A Graduate employed in the Australian Capital Territory or its surrounding areas.	All rights, privileges, and obligations for the financial year of membership, and all rights, privileges, and obligations afforded to an Associate Member from the point of membership approval to the end of the financial year of membership.

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<sup>2</sup> Please refer to Constitution (Part 2: Memberships)

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Associate Member	Consistent with the Objects, a friend, partner, spouse, family member of a Graduate, or someone who the Executive Committee believes may otherwise benefit from Membership of the Association, living in the Australian Capital Territory or its surrounding areas.	The right and privilege to attend the Association's events and activities only and all obligations for the period from the point of the approval of Membership up to and including the Financial Year of Membership application
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### 2.2 Schedule of Fees

6. The following table lists in the first column the categories of membership of the Association, in the second column the fees ordinarily payable by a person on application for that membership, in the third column the fees payable in special circumstances, and in the fourth column any relevant explanatory notes.

<b>Category of membership</b>	<b>Fees – Ordinarily payable</b>	<b>Fees – Specifically payable</b>	<b>Explanatory notes</b>
Full Member	Twenty Dollars (\$20)	Fifteen Dollars (\$15)	The Executive Committee may, at its discretion, offer a special rate if a number of people apply for membership in bulk.
Associate Member	Twenty Dollars (\$20)	Fifteen Dollars (\$15)	The Executive Committee may, at its discretion, offer a special rate if a number of people apply for membership in bulk.

## 2. Other Officers and Sub-committees

7. In addition to the Executive Committee members listed in the Constitution (Part 3.1 *Executive Committee Powers and Functions s26*), there are six (6) other officers, who may Chair, or be involved in separate Sub-committees. These officers are:
- a. Ball Chair, who is the Officer elected or appointed to arrange and hold the Association's annual ball. The Ball Chair may create a Ball Sub-Committee, comprised of a number of Full Members as determined by them, to assist them in this role.
  - b. Ski Chair, who is the Officer elected or appointed to arrange and hold the Association's annual ski trip. The Ski Chair may create a Ski Sub-Committee, comprised of a number of Full Members as determined by them, to assist them in this role.
  - c. Communications Director, who is the Officer elected or appointed to develop and manage the Association's communication with Members across all media. The Communications Director may create a Media and Liaison Sub-committee, comprised of a number of Full Members as determined by them, to assist them in this role.
  - d. Social Chair, who is the Officer elected or appointed to lead the developing and management the Association's social agenda and management and running of social events. The Social Chair will be assisted in this role by the Assistant Social Chair and the Sports Chair. The Social Chair may create a Social Sub-committee to assist them in this role. This Sub-committee will be comprised of a number of Full Members as determined by the Social Chair, however, the Assistant Social Chair and Sports Chair will be automatic members of the Sub-committee.
  - e. Assistant Social Chair, who is the Officer elected or appointed to assist the Social Chair in developing and managing the Association's social agenda and the managing and running of social events. The Assistant Social Chair will also be the Association's Corporate Social Responsibility Officer and will have the power to develop the Association's Corporate and Social Responsibility agenda, to ensure all of the Association's events are open to all and inclusive, and to arrange and hold charitable events. The Assistant Social Chair will be an automatic member of the Social Sub-committee if it is created by the Social Chair.
  - f. Sports Chair, who is the Officer elected or appointed to assist the Social Chair in developing and managing the Association's social agenda and the managing and running of social events. The Sports Chair will primarily focus on the development and management of the Association's sporting events and agenda but will also be available

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to assist the Social Chair will wider social responsibilities. The Sports Chair be an automatic member of the Social Sub-committee if it is created by the Social Chair.

8. The following table lists in the first column the Sub-committees of the Social Network of Graduates, in the second column, the membership of that Sub-committee, and in the third column, the powers delegated to that Sub-committee.

<b>Sub-Committee</b>	<b>Membership</b>	<b>Delegated Powers</b>
Administrative Sub-committee	The President, who is the Chair, the Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.	Power to run the Association in between Executive Committee meetings and manage all of the Association's administrative, money and legal affairs, including any Budget or Operating Plan.
Membership Sub-committee	The Assistant Secretary, who is the Chair, and any number of Full Members as determined by the Chair.	Power to manage the Association's membership records and to deal with new membership applications.
Ball Sub-committee	The Officer or appointed Ball Chair and any number of Full Members as determined by the Chair.	To assist the Ball Chair in the completion of their roles and responsibilities as described in s7(a) of the By-laws.
Ski Sub-committee	The Officer or appointed Ski Chair and any number of Full Members as determined by the Chair.	To assist the Ski Chair in the completion of their roles and responsibilities as described in s7(b) of the By-laws.
Media and Liaison Sub-committee	The Officer or appointed Communications Director and any number of Full Members as determined by the Chair.	To assist the Communications Director in the completion of their roles and responsibilities as described in s7(c) of the By-laws.
Social Sub-committee	The Officer(s) elected or appointed Social Chair (who is the Chair), Assistant Social Chair and Sports Chair and any number of Full Members as determined by the Chair.	To assist the Social Chair, Assistant Social Chair and Sports Chair in the completion of their roles and responsibilities as described in s7(d-f) of the By-laws.

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9. The Sub-committees listed in section 8 of the By-laws must report on their dealings and activities regularly to the Executive Committee.

## 3. Terms of Office

### 3.1 Cessation of Office

10. Each Officer will hold Office until immediately following the meeting where the Executive Committee declares that office vacant.

### 3.2 Manner of election or appointment

11. Each Officer will be either:
  - a. elected by Members entitled to vote; or
  - b. appointed by the Executive Committee such that a general election for all Offices must be called by the end of each Financial Year; or
  - c. if there is no nomination for an Office, the Executive Committee may appoint a Full Member to an Office.
12. If an election is to be held, the Executive Committee must appoint an Officer to be the Returning Officer to conduct the election and another Officer to be the Assistant Returning Officer who is to assist the Returning Officer.
13. Neither the Returning Officer nor the Assistant Returning Officer may stand for any Office.
14. The Returning Officer must give all Members entitled to vote clear notice of an election and provide them with appropriate information about standing as a candidate.
15. The Returning Officer must invite nominations for Offices to be elected.
16. Following the nomination period, the Returning Officer must either declare an Office elected because the number of nominations is equal to the number of Offices to be elected, or conduct a ballot of Members entitled to vote.
17. The Returning Officer may prescribe how the ballot is to be conducted and must ensure that the ballot is conducted fairly and in accordance with the principles of optional casting of preferences.
18. Following a ballot, the Returning Officer must count the votes and declare elected the candidate for each Office who has received a majority of votes.
19. In the event that a candidate would be elected to multiple Offices in a multiple ballot, the Returning Officer must seek their preferred Office, declare them elected to that Office, and then exhaust all votes for that candidate in ballots for other Offices and continue counting the votes until a new candidate receives a majority of the remaining votes.

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20. When the Returning Officer has declared elected all Offices to be elected, the Returning Officer and Assistant Returning Officer must provide a Returning Officer's Report to the Executive Committee detailing the declarations.
21. A candidate is elected when the Returning Officer's Report is approved by the Executive Committee.
22. If an Office is to be appointed, the *Executive Committee* may appoint a *Full Member* to an Office.
23. If an office is vacated or a casual vacancy occurs in the Executive Committee, the Executive Committee may appoint a Full Member to fill the vacancy and the appointed Member is to hold office, subject to the Constitution and these By-laws, until the conclusion of the term of office. A casual vacancy occurs if the Member:
  - a. dies;
  - b. ceases to be a Member;
  - c. becomes insolvent under administration with the meaning of the *Corporations Act 2001 (Cth)*;
  - d. resigns office by notice in writing given to the Secretary;
  - e. is removed from office;
  - f. becomes a mentally incapacitated person;
  - g. is absent without consent of the Executive Committee from three (3) consecutive meetings of the Executive Committee;
  - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
  - i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Cth)*.
24. Subject to the *Act*, the Executive Committee in a general meeting may, by resolution, remove any member of the Executive Committee from their office before the end of the Officer's term of office.

## 4. Meetings

### 4.1 Executive Committee Meetings

25. Notice of Executive Committee Meetings must normally be made at least three (3) days in advance, unless the business to be discussed is pressing. An Executive Committee meeting may include an agenda of all business to be debated.
26. The Secretary or the Assistant Secretary must issue notice to other Officers of a Meeting if any Officer requests one.
27. The quorum for meetings of the Executive Committee is one half of the total number of Officers.
28. The Standing Orders under Annexure A apply to Executive Committee Meetings.

### 4.2 General Meetings

29. Notice of a General Meeting must be made at least two (2) weeks in advance and must include an agenda of all business to be debated.
30. The Secretary or the Assistant Secretary must issue notice to Members entitled to vote at General Meetings.
31. Only business included on the agenda may be debated at a General Meeting.
32. The Standing Orders under Annexure A apply to General Meetings, except that Special Resolutions require a majority of seventy-five percent (75%) of the votes cast.
33. An Annual General Meeting will be called within one (1) month of the end of the Social Network of Graduates Financial Year and will consider the following:
  - a. An Executive Committee Report;
  - b. An Annual Statement of Accounts; and
  - c. An Auditor's Report.

## Annexure A – Standing Orders

1. The Constitution and By-Laws of the Social Network of Graduates must be adhered to at all times.
2. These Standing Orders may be suspended for a period of time.
3. Substantive, amendment, and foreshadowed motions will only be debated if they are placed on the agenda or, except in the case of General Meetings, if they are seconded.
4. If a substantive motion is proposed and seconded, the debate must proceed as follows:
  - a. Right to propose: the proposer of the substantive motion is entitled to speak to the substantive motion first for up to five (5) minutes;
  - b. Right to second: the seconder of the substantive motion is entitled to speak to the substantive motion second for up to three (3) minutes;
  - c. Right to debate: others may speak to the substantive motion for up to three (3) minutes; and
  - d. Right of reply: the proposer of the substantive motion may speak last for up to two (2) minutes

except that no one may speak twice on a motion save the proposer, who may speak twice by invoking their right to propose and their right of reply, and no one who moves a procedural motion which concerns the substantive motion may speak on the substantive motion.
5. Whilst a substantive motion is being debated (after it is seconded and before it is put to a vote), it may be amended subject to paragraph 3, and unless it is amenable to the proposer and seconder, debate must proceed to the amendment motion and be concluded before debate may resume on the substantive motion.
6. Whilst a substantive motion is being debated (after it is seconded and before it is put to a vote), it may be foreshadowed subject to paragraph 3, and if the substantive motion is put to a vote and is not carried, subject to paragraph 7, the foreshadowed motion must immediately be put to a vote.
7. When a motion is to be put to a vote, the Chair must state the motion, and may, if necessary, briefly clarify the consequences of the motion being carried.
8. A Member entitled to vote at a meeting may move a procedural motion about something as follows:
  - a. That the meeting objects to consideration of something;
  - b. That the meeting postpones debate on something;
  - c. That the meeting lays something on the table;

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- d. That the meeting refers something to a Sub-Committee;
  - e. That the meeting postpones debate on something indefinitely;
  - f. That the meeting proceeds to the next item of business;
  - g. That the motion not now be put;
  - h. That the speaking list be closed;
  - i. That the debate close after a certain speaker;
  - j. That the motion now be put;
  - k. That the meeting takes something from the table;
  - l. That the meeting amends something;
  - m. That the meeting rescinds something;
  - n. That the meeting reconsiders something;
  - o. That the meeting adopt the rules of formal debate;
  - p. That the meeting cease to adopt the rules of formal debate;
  - q. That several things be considered en bloc;
  - r. That several things cease to be considered en bloc;
  - s. That a division be taken;
  - t. That a poll be taken;
  - u. That a secret ballot be taken;
  - v. That a point of order be raised; and
  - w. That the ruling of the Chair be dissented from  
except that the Chair may allow other procedural motions.
9. If a procedural motion is proposed and the Chair allows it, all other debate is paused and the Chair must state the motion and put it to a vote under paragraph 10, except that none may abstain from a vote on a procedural motion.
10. A vote may be taken:
- a. on the voices, where the Chair calls for vocal support and objection to determine whether a motion is carried or not carried;
  - b. by show of hands, where the Chair calls for a show of hands in support and in objection to determine whether a motion is carried or not carried;
  - c. by division, where the Chair appoints a teller in support and a teller in objection to both count the number of votes in support and in objection to determine whether a motion is carried or not carried;
  - d. by poll, where the Chair orders all those voting to record their names and votes to determine whether a motion is carried or not carried; and

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- e. by secret ballot, where the Chair issues authorised ballot papers to all voters, issues a time limit for their return, and counts the votes returned in support and in objection to determine whether a motion is carried or not carried, noting that any voters who did not speak on a motion may observe the counting of votes by the Chair.
11. The Chair, having the power to chair and preside, has authority to rule on any business to be conducted at a meeting except where their ruling is dissented from under paragraph 8(w).
  12. The Chair has the sole power to recognise a speaker except where their ruling is dissented from under paragraph 8(w).
  13. Subject to paragraph 3, the substantive motion 'That there be no confidence in the Chair' requires the Chair to immediately vacate their power to chair and preside in favour of another of whom the meeting approves so that debate may ensue, and:
    - a. when carried, must remove the Chair from their power to chair and preside at the meeting, at which point the meeting must immediately proceed to elect a new chair; or,
    - b. when not carried, the Chair must immediately resume their power to chair and preside