

Constitution of

NAGCAS (AUST) INC

The National Association of Graduate Careers Advisory Services

Incorporated in the State of Queensland on 11 January 1997

Incorporation Number 1A17713

1.0 PRELIMINARIES

- 1.1 The name of the organisation shall be NAGCAS (Aust.) Inc., herein referred to as the "Association". The Association is Australia's national association of careers advisory services and career practitioners operating within post-secondary education sector institutions operating throughout Australia.
- 1.2 All references in the Constitution to the "Act" means the *Associations Incorporation Act. 1981 (Qld)* and the *Associations Incorporations Regulations 1982 (Qld)*.
- 1.3 All references in the Constitution to post-secondary education shall include all universities and other tertiary educational institutions which are members of the Unified National System, all Commonwealth funded Colleges, the Australian Maritime College, Avondale College, Batchelor College, Marcus Oldham Farm Management College and all private universities such as Bond University and the University of Notre Dame Australia; and all TAFE colleges.
- 1.4 All references to Careers Services in the Constitution shall include all Career Services, or organisational units or entities established within post-secondary educational institutions which have career development and employment services at their core, and which provide career development and employment services to students and graduates, and which form an integral part of the institutions' activities.

2.0 OBJECTIVES

- 2.1 The purpose of the Association is to promote the professional role of Careers Services and career development practitioners in the post-secondary education sector and within individual institutions, in accordance with the strategic objectives of each institution.
- 2.2 In serving this overall purpose, the objectives are:
 - 2.2.1 To encourage the development of a broad range of professional skills and knowledge and the achievement of high professional standards of performance in Careers Services in post-secondary education.
 - 2.2.2 To foster and promote understanding of the professional role of Careers Services and career development practitioners in the post-secondary sector (defined as a variety of roles that function toward the career development of the client) and the complex needs of the various clients of these services;
 - 2.2.3 To promote career development and employability as an integral element of post-secondary education through connection, collaboration and advocacy;
 - 2.2.4 For those staff in Professional (CICA accredited) career development roles, they must adhere to the Professional Standards for Australian Career Development Practitioners as adopted by CICA and its member associations. These standards are regarded as the minimum required by Australian career development practitioners from 1 January 2012.
 - 2.2.5 To maintain close liaison and co-operation with appropriate industry and employer bodies in accordance with these objectives;
 - 2.2.6 To support best practice for career development learning and positive employment outcomes

- 2.2.7 To provide a professional viewpoint in appropriate forums, including national and international level, on policy issues relating to career development and graduate outcomes;
- 2.2.8 To promote professional co-operation amongst members of the Association and maintain appropriate links with other professional colleagues and associations in Australia, New Zealand and in overseas countries;
- 2.2.9 To encourage and facilitate professional development for members in all areas of skills and knowledge appropriate post-secondary career practitioners work;
- 2.2.10 To promote applied, policy and inter-disciplinary research relevant to the provision of professional Careers Services amongst the members of the Association. To provide mechanisms for the professional accreditation of members within Australia;
- 2.2.11 To carry out all the activities of the Association through democratic processes ensuring maximum participation of its members;
- 2.2.12 To support the objectives of the Career Industry Council of Australia (CICA) and comply with attendant regulations of being a Member Association of CICA.

3.0 INDIVIDUAL MEMBERSHIP

- 3.1 Individual Membership of the Association is open to all individuals who are committed to the aims and objectives of the Association and seek to affiliate with the Association's activities. The majority of members work in a post-secondary educational institution and provide a range of career education and development services to students or graduates of that institution and relevant stakeholders. Individual Membership is differentiated on the basis of qualifications and the requirement for Continuing Professional Development (CPD) varies depending on membership level. Professional (CICA) or Associate (CICA) membership is in accordance with the policies and procedures of the Career Industry Council of Australia (CICA) and its Professional Standards for Australian Career Development Practitioners. The classes of membership are as follows:
- 3.1.1 **Subscription:** Entry level membership is open to all individuals who are committed to the aims and objectives of the Association and seek to affiliate with the Association's activities. There are no specific requirements for qualifications and membership fees can be accepted immediately upon receipt of a Subscription Membership application. Subscriptions members hold all rights and privileges of the Association as an Individual Member, but may not vote in official meetings, may not hold offices of the Association, including committee roles. CPD requirement = 0 hours
 - 3.1.2 **Associate (CICA):** individuals are employed or contracted to work within the post-secondary education sector and have completed and had recognised minimum Certificate IV qualifications in Career Development OR alternate pathway to Associate status as may be approved case by case in line with NAGCAS policy by the Management Committee and thus meet the requirements for Associate Career Development Practitioner as defined by the Professional Standards for Australian Career Development Practitioners and its associated policies and procedures. Associate (CICA) members hold all rights and privileges of the Association and may vote in official meetings and may hold offices of the Association. CPD requirement = 15 hours
 - 3.1.3 **Associate:** individuals are employed or contracted to work within the post-secondary education sector and have completed and had recognised minimum Certificate IV qualifications OR alternate pathway to Associate status as may be approved case by case in line with NAGCAS policy by the Management Committee. Associate members hold all rights and privileges of the Association may vote in official meetings and may hold offices of the Association. CPD requirement = 15 hours
 - 3.1.4 **Professional (CICA):** individuals are employed or contracted to work within the post-secondary education sector and have completed and had recognised minimum Graduate Certificate or Vocational Graduate Certificate qualifications OR alternate pathway to Professional (CICA) status as may be approved case by case in line with NAGCAS policy by the Management Committee and thus meet the requirements for Professional Career Development Practitioner as defined by the Professional Standards for Australian Career Development Practitioners and its associated policies and procedures. Professional (CICA) members hold all rights and privileges of the

Association may vote in official meetings and may hold offices of the Association. CPD requirement = 30 hours

3.1.5 **Professional:** individuals who are employed or contracted to work within the post-secondary education sector and have completed and had recognised minimum Bachelor degree or Graduate Certificate or Vocational Graduate Certificate qualifications OR alternate pathway to Professional status as may be approved case by case in line with NAGCAS policy by the Management Committee. Professional members hold all rights and privileges of the Association may vote in official meetings and may hold offices of the Association. CPD requirement = 30 hours

3.2 Honorary Membership and Honorary Life Membership

3.2.1 **Honorary life** membership may be awarded to persons who have given outstanding and meritorious service in furthering the objectives of the Association. This may be awarded to current or previous Individual Members.

3.2.2 **Honorary** membership may be awarded for a period of two years to persons who have made a significant contribution to furthering the objectives of the Association. This may be awarded to current or previous Individual Members. The Vice President must note the start date of the honorary membership for record-keeping purposes. CPD requirement is in accordance with the individual level of membership.

3.2.3 For the purpose of participating in general meetings and Management Committee meetings, all references to “financial members” will include all Honorary Members.

3.3 Subject to this Constitution, all Individual, Honorary Life, and Honorary Members shall have equal rights, privileges and obligations in the Association. For the purpose of participating in general meetings and Management Committee meetings, all references to “financial members” will include all Honorary Members.

3.4 Subject to this Constitution and the lawful procedure of the meeting, only those members who are financial members at the time and excepting for Subscription members shall be entitled to be nominated for any position on the Management Committee or sub-committee, vote upon any motion at any committee meeting or general meeting of the Association.

3.5 Individuals requesting recognition of overseas qualifications to enable recognition of CICA status in Australia are required to:

3.5.1 Provide recognition of Australian equivalent of their qualification through official channels.

3.5.2 Provide details of the content of the qualification (to ensure is relevant to Australian standards) plus any other information they feel will support their case (e.g. recognised by an overseas equivalent of NAGCAS).

4.0 INSTITUTIONAL MEMBERSHIP

4.1 In addition to Individual Membership, NAGCAS will provide for institutional representation through the Institutional Representatives Committee. Each representative on the Institutional Representatives Committee will be a person who satisfies the qualifications suitable for individual membership as defined in section 3 of this Constitution within a post-secondary educational institution with the responsibility for the co-ordination of the provision of such services.

4.2 The institution has the right to nominate their representative. An institution may have one or more campuses but only one person can be nominated as Representative of that Institution. The nomination of a Representative is an internal matter for the Institution, so that each institution may only have one vote.

5.0 ORGANISATIONAL MEMBERSHIP

- 5.1 Interested organisations may register for Organisational Membership of the Association. Ordinarily, but not limited to, an Organisational Member will be an employer organisation, business or government body or representative body. They will have a recognised relationship or potential relationship with Careers Services within a post-secondary educational institution and will be committed to the aims and objectives of the Association and seek to affiliate with the Associations' activities. Organisational Members hold all rights and privileges of the Association as an Organisational Member, but may not vote in official meetings.
- 5.2 Where there is a potential or perceived conflict of interest between an Organisational Member and the values and goals of NAGCAS the Organisation is to declare in writing the conflict of interest. This declaration will be presented at the next Management Committee meeting where appropriate action will be determined. This action will be determined on a case to case basis and can include the noting of the conflict of interest through to the Organisation sustaining from all activity where the conflict of interest may impact the goals and values of NAGCAS.
- 5.3 For the purposes of the registration of the Organisation, an organisation may nominate a number of organisational members however only one person can be nominated as the Organisational Representative for that Organisation.
- 5.4 Organisational Representatives may apply to represent Organisational Members on the Organisational Representatives' Sub Committee.

6.0 ADMISSION TO MEMBERSHIP

- 6.1 Admission to Membership will be made on an annual basis in a form and manner laid down in the By-Laws of the Association and which will include provision for:
 - 6.1.1 The names and other particulars, including professional qualifications , of the individual members; and
 - 6.1.2 The name of the person nominated as the Representative on the Institutional Representative Committee; and
 - 6.1.3 The names and other particulars, of the Organisation and the name of the person nominated as the Organisational Representative for the Organisation
- 6.2 Admission to Individual Membership will be made in a form and manner laid down in the By-Laws of the Association where the applicant can apply direct to the Association and is subject to the same membership criteria as detailed in section 3.0 above. Members may be ratified via meetings or email vote by the Management Committee.
- 6.3 Admission to Institutional Membership will be made in a form and manner laid down in the By-Laws of the Association where the applicant can apply direct to the Association and is subject to the same membership criteria as detailed in section 4.0 above. Members may be ratified via meetings or email vote by the Management Committee.
- 6.4 Admission to Organisational Membership will be made in a form and manner laid down in the By-Laws of the Association where the organisation can apply direct to the Association and is subject to the same membership criteria as detailed in section 5.0 above. Members may be ratified via meetings or email vote by the Management Committee.
- 6.5 At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any type and/or classification of membership, such application shall be considered by the Management Committee which shall thereupon determine upon the admission or rejection of the applicant.
- 6.6 Applicants may be admitted to membership subject to the admission being approved by a majority of votes of the members of the Management Committee present at the meeting at which such application is being considered.

6.7 The acceptance or rejection of the person or organisation nominated will be determined in accordance with this section and by the Management Committee. Upon acceptance or rejection of an application for any type and/or classification of membership the Vice President shall forthwith give the applicant notice in writing of such acceptance or rejection, and if rejected such notice shall include information as to the right to appeal under Section 10.0 of this Constitution.

6.8 Honorary membership and Honorary Life membership of the Association may be made by a resolution passed unanimously by all members of the Management Committee eligible to vote in accordance with this Constitution.

7.0 REGISTER OF MEMBERS

7.1 The Management Committee shall cause a register to be kept in which shall be entered the names, titles of occupation and postal addresses and the dates of admission of all persons and organisations admitted to the different types and classification of membership of the Association in accordance with this of this Constitution. The register shall include particulars as required under Section 6.1 as above.

7.2 Particulars shall also be entered into the register of the leave (such as parental leave) death, resignation, termination and reinstatement of membership and any further particulars as the Management Committee or the members at the general meeting may require from time to time. This register must include the identification of members and memberships within each Division or Branch in accordance with this Constitution.

7.3 The Register of Members shall be available for inspection in such a manner as the Management Committee decide and laid down in the By-Laws of the Association.

8.0 ANNUAL SUBSCRIPTIONS AND FEES

8.1 Membership subscription and registration fees (if any) for the Individual Members, Institutional Membership and Organisational Members shall be such sums as may be determined for the subsequent financial year by the Management Committee and ratified at the Annual General Meeting.

8.2 There shall be an annual subscription fee which will be payable on the first day of the financial year which will begin on 1st January each year and close on 31st December. A part year subscription fee of 50 percent of the annual membership subscription shall apply to members joining the Association between 1st June and 31^s December in the same year. This reduction shall not apply to past members who have ceased to be financial in the same financial year.

8.3 To remain a financial member of the Association, and where proper notice of the annual subscription and registration (if any) fees has been communicated before the 1st of January, the service or member must have paid such fees on or before the 1st March in the same year.

8.4 A member who is more than four months in arrears with his or her annual subscription, and has been notified of this, shall, unless payment is made within one calendar month of such notification, cease to be a member of the Association. Subsequent renewal of such membership shall be in accordance with the procedure for a new application for membership.

8.5 Subject to this Constitution, payment of the membership subscriptions and registration fees (if any) shall be made in the form and manner as determined by the Management Committee and laid down in the By-Laws of the Association.

9.0 TERMINATION OF MEMBERSHIP

- 9.1 A member may resign from the Association at any time by giving notice in writing to the Vice President.
- 9.2 Such resignation shall take effect at the time such notice is received by the Vice President unless a later date is specified in the notice when it shall take effect on that later date.
- 9.3 The Management Committee shall consider whether the member's membership shall be terminated if a member:
 - 9.3.1 Is convicted of an indictable offence; or
 - 9.3.2 Fails to comply with any of the provisions of these rules; or
 - 9.3.3 Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 9.4 The member concerned under this section shall be given a full and fair opportunity of presenting the member's case in writing to the Management Committee. If the Management Committee resolves to terminate the membership, it shall instruct the Vice President to advise the member in writing accordingly.

10.0 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Vice President written notice of the person's intention to appeal against the decision of the Management Committee.
- 10.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Vice President shall convene a Special General Meeting to determine the appeal.
- 10.3 At any such Special General Meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- 10.4 The appeal shall be determined by the vote of the members present, including proxies, at such meetings.
- 10.5 Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Treasurer shall forthwith refund the amount of any fee paid.

11.0 DIVISIONS AND BRANCHES

- 11.1 All members of the Association will be members of the appropriate division or Branch of the Association.
- 11.2 Divisions shall be formed initially within each of the following five regions:
 - 11.2.1 NSW & ACT Division (New South Wales and the Australian Capital Territory);
 - 11.2.2 SA Division (South Australia)
 - 11.2.3 QLD & NT Division (Queensland and Northern Territory)
 - 11.2.4 VIC & TAS Division (Victoria and Tasmania);
 - 11.2.5 WA Division (Western Australia).
- 11.3 Subject to this Constitution, each Division or Branch shall have authority to organise their own affairs in any way deemed appropriate by each Division or Branch.

- 11.4 Each Division or Branch will elect its President to represent the Division on the Association's Management Committee, ideally the elections of the President of the Division or Branch shall take place every two years in the alternate year to that of the Executive Office Bearers of the Association. Voting for such positions will be by those members located in their own Division or Branch as appearing in the Register of Members.
- 11.5 Each division may elect a Divisional Management Committee comprising a President, General Secretary, /Treasurer, PD Coordinator and other representatives as it sees fit. Where a Division has elected a Divisional Management Committee, additional written rules will be drawn up by the Division and submitted to the Association's Management Committee for ratification within three months of such elections. Such Divisional rules will be subject to this section, in accordance with the objectives and rules of membership of the Association and sufficient to satisfy the requirements of the Act. The principal responsibility for satisfying these requirements rests with the Association's Management Committee.
- 11.6 NAGCAS (Aust) Inc will operate a national financial system for the organisation and its subsidiary divisions. Where the division has cause to establish its own bank account or other financial instrument under the direction of its divisional Management Committee such funds are, under the Act, the property of the Association and subject to the same legal, accounting and audit requirements as applies to the Association's financial activities.
- 11.7 A Divisional or Branch report, including the President's report and an audited set of accounts, where a division operates its own bank account, will be presented at the Annual General Meeting of the Association.
- 11.8 Subject to this section, elections of the President of the Division or Branch shall take place in the same manner as laid down in section 14.0.
- 11.9 Sub-section 11.8 will not apply where the rules of the Division or Branch specify such elections are to be held at a Divisional or Branch Annual General Meeting which must be held between two months before and two months after the Annual General Meeting of the Association.
- 11.10 At the discretion of the Division, each Division shall have authority to become a Branch incorporated under the Act with its own separate Constitution which must be in accordance with the objectives and the rules of membership of the Association and this section of the Constitution.
- 11.11 The Divisional boundaries as outlined above can only be changed by Special Resolution in accordance with this Constitution.

12.0 MANAGEMENT

- 12.1 The general control, management and administration of the Association shall be by a Management Committee consisting of:
- 12.1.1 Six Executive Office Bearers – President, Vice President, Immediate Past President, Secretary/Public Officer, Treasurer and Professional Development Co-ordinator; and
 - 12.1.2 Divisional Branch Presidents' representative nominated by the Divisional Branch Presidents' subcommittee; and
 - 12.1.3 National VET Representative; and
 - 12.1.4 Up to two co-opted persons, as agreed by the management committee.
- 12.2 Subject to section 14 of this Constitution, an Executive Office Bearer cannot fill the role of any non-Executive positions on the Management Committee.
- 12.3 All persons filling the roles as in section 12.1 in this Constitution shall have equal rights, privileges and obligations on the Management Committee. Unless the co-opted member is a member of the Association in accordance with the Constitution, these rights, privileges and obligations are restricted to membership of the Management Committee and any sub-committee delegated under

this Constitution. Co-opted members who may also be members of the Association cannot fill the role of any other position on the Management Committee or any sub-committee.

- 12.4 Such co-opted members will be appointed for a period of two years and in such manner as determined by the Management Committee with such appointments being ratified at the next general meeting.
- 12.5 Subject to this Constitution, the Management Committee shall have the power to appoint any Individual Member or Honorary member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting whereupon such position will be declared vacant for elections.
- 12.6 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.
- 12.7 Subject to this Constitution and the *Act*, the duties and responsibilities of the Executive Office Bearers will be determined by the Management Committee and laid down in the By-Laws of the Association.
- 12.8 Upon receiving the certificate of incorporation, the members of the Management Committee must ensure that the Association takes out the prescribed insurance under the *Act* and that such insurance is current at all times.

13.0 SECRETARY/ PUBLIC OFFICER

- 13.1 In accordance with the *Act*, the Association must elect or appoint a "Secretary" who for the purposes of the Constitution will be named the "Public Officer". As the Secretary must reside in Queensland or within 65 kilometres of the Queensland border the Queensland Branch/Divisional President will ex officio become the NAGCAS Secretary.
- 13.2 The Secretary will also represent NAGCAS as the Public Officer for ATO purposes. If a vacancy happens in the office of the Secretary/Public Officer, the members of the Management Committee must appoint or elect a Secretary/Public Officer within 14 days after the vacancy happens. After an election or appointment of the Secretary/ Public Officer, the members of the Management Committee must notify the Queensland OFT within one month of the change of Secretary and the ATO of the change of Public Officer. The Secretary/Public Officer must be an individual over the age of 18 years residing in the state of Queensland who is:
 - 13.2.1 A member of the Association elected by the Association as Secretary/Public Officer; or
 - 13.2.2 A member of the Association's Management Committee appointed by the committee as Secretary/Public Officer; or
 - 13.2.3 Appointed by the Management Committee as Secretary/Public Officer (whether or not the individual is a member of the Association).
- 13.3 The Management Committee may appoint and remove the Secretary/Public Officer at any time.
- 13.4 The specific role of the Secretary/Public Officer is to be responsible for the registration with and notifying the chief executive in accordance with the *Act*.
 - 13.4.1 Changes of membership of the offices of the President, Treasurer and Secretary/Public Officer must be notified within one month of the vacancy occurring;
 - 13.4.2 All changes to rules in the Constitution within one month of the changes taking place;
 - 13.4.3 The taking of the insurance required under the *Act* within 14 days.
- 13.5 Any appointment or election of the Secretary/Public Officer will be for a period of two years.

14.0 ELECTIONS OF MANAGEMENT COMMITTEE MEMBERS

- 14.1 Subject to this Constitution elections for vacant positions on the Management Committee shall take place at the Annual General Meeting.
- 14.2 At the Annual General Meeting members of the Management Committee who retire from office shall be eligible upon nomination for re-election.
- 14.3 Subject to section 14 of this Constitution, the election of Office Bearers and other members of the Management Committee as outlined in the Constitution, except the Immediate Past President, shall take place in the following manner:
- 14.3.1 The term of office of all members of the Management Committee shall be for two years.
 - 14.3.2 That the terms on the Management Committee, in any one role, be restricted to two terms.
 - 14.3.3 Where any position on the Management Committee has become vacant or has been filled as casual vacancy, this position must be declared vacant at the next Annual General Meeting. The term of such position shall be for the period remaining for that position.
 - 14.3.4 Candidates who accept nomination to stand for office must be financial members and must be proposed and seconded by financial members;
 - 14.3.5 The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Vice President at least 14 days before the annual General Meeting at which the election is to take place;
 - 14.3.6 A list of the candidates' names in alphabetical order, the proposers' and seconders' names, shall be posted in a conspicuous place at the place of the Annual General Meeting of the Association prior to the meeting;
 - 14.3.7 Balloting lists shall be prepared (if necessary) by the Vice President containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - 14.3.8 At the commencement of such meeting, should there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting;
 - 14.3.9 Elections for all positions on the Management Committee will be by show-of-hands unless by resolution at the Annual General Meeting that some other method be adopted for the meeting;
 - 14.3.10 The Management Committee may provide further details regarding procedures for elections and include same in the By-Laws of the Association.
- 14.4 Notwithstanding anything in this Constitution:
- 14.4.1 The appointment of co-opted members of the Management Committee will be for a period of two years and will be ratified at the next general meeting of the Association:
and

15.0 RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

- 15.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Vice President but such resignation shall take effect at the time such notice is received by the Vice President unless a later date is specified in the notice when it shall take effect on that later date.
- 15.2 Any member of the Management Committee may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the members case.
- 15.3 The question of removal shall be determined by the vote of the members present, including proxies, at such general meeting.

15.4 There is no right of appeal against a member's removal from office under this section.

16.0 FUNCTIONS OF THE MANAGEMENT COMMITTEE

16.1 Except as otherwise provided by this Constitution and subject to resolutions of the members of the association carries at any general meeting, the Management Committee:

16.1.1 Shall have the general control and management of the administration of the affairs, property and funds of the Association; and

16.1.2 Shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these are silent.

16.2 The Management Committee may exercise all the powers of the Association:

16.2.1 To borrow or raise or secure the payment of money in such a manner as the members of the Association may think fit and secure the same or the payment of performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise, charged upon by all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

16.2.2 To borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to use debentures and other securities whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

16.2.3 To invest in such a manner as the members of the Association may from time to time determine.

16.3 For sub-section 16.2.2 the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:

16.3.1 The financial institution for the Association; or

16.3.2 If there is more than 1 financial institution for the Association: the financial institution nominated by the Association.

17.0 MEETINGS OF THE MANAGEMENT COMMITTEE

17.1 The Management Committee shall meet at least once every 2 calendar months to exercise its functions in face-to-face, teleconference, or other electronically operated meetings.

17.2 The Management Committee must decide how a meeting is to be called.

17.3 Notice of a meeting is to be given in the way decided by the Management Committee and laid down in the By-Laws.

17.4 A special meeting of the Management Committee shall be convened by the Vice President on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

17.5 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected, co-opted and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

17.6 Subject to this Constitution, the Management Committee may meet together and regulate its proceedings as it thinks fit.

17.7 However, questions arising at any meeting of the Management Committee shall be decided by a resolution of majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

- 17.8 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the members is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 17.9 Not less than 14 days 'notice shall be given by the Vice President to the members of the Management Committee of any special meeting of the Management Committee.
- 17.10 Such notice shall clearly state the nature of the business to be discussed thereat.
- 17.11 The President shall preside as Chairperson at every meeting on the Management Committee, or if there is no President, or if at any meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- 17.12 If within half an hour from the time appointed the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
- 17.13 In any other case it shall stand adjourned to the same day in the week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18.0 DELEGATION OF POWERS TO SUB-COMMITTEES

- 18.1 The Management Committee shall have the power to appoint sub-committees for specific purposes. The President shall be an ex-officio member of all sub-committees.
- 18.2 Any sub-committee shall have the power to make recommendations to the Management Committee.
- 18.3 The Management Committee shall, at all times, retain the right to review or revoke any decision of its sub-committee or officers.

19.0 INSTITUTIONAL REPRESENTATIVES' SUB-COMMITTEE

- 19.1 The Institutional Representatives Committee, as a sub-committee of the Management Committee, shall consist of:
- 19.1.1 Chair of the sub-committee appointed from the Management Committee; and
 - 19.1.2 The President.
- 19.2 This sub-committee must meet at least once per annum and at any time at the request of at least 25% of the members registered on this committee, with such request being made in writing to the Chair. Subject to this section, the sub-committee will meet at times and in such a manner as determined by the sub-committee.
- 19.3 One third of the membership of the Institutional Representatives Committee membership shall constitute a quorum.
- 19.4 The function of the Institutional Representatives Committee shall be to:
- 19.4.1 Facilitate and promote the professional role of Careers Services and career practitioners in post-secondary education and within individual institutions, in accordance with the strategic objectives of each institution. In particular, Object 2.2.1 to 2.2.5, including profiling NAGCAS when profiling individual institutions;

- 19.4.2 Provide advice and recommendations to the Management Committee on relevant issues of national significance;
- 19.4.3 Report to the Annual General Meeting on the activities of the sub-committee.

20.0 DIVISIONAL BRANCH PRESIDENTS' SUB-COMMITTEE

- 20.1 The Divisional Branch Presidents' Committee, as a sub-committee of the Management Committee, shall consist of:
 - 20.1.1 Chair of the sub-committee, nominated for a two-year term from one of the Ex officio Divisional/Branch Presidents; and
 - 20.1.2 The National President.
- 20.2 This sub-committee must meet at least twice per annum and at any time at the request of at least 60% of the members registered on this committee, with such request being made in writing to the Chair. Subject to this section, the sub-committee will meet at times and in such a manner as determined by the sub-committee.
- 20.3 Sixty percent of the membership of the Divisional/Branch Presidents' sub-committee membership shall constitute a quorum.
- 20.4 The function of the Divisional/Branch Presidents' Representatives Committee shall be to:
 - 20.4.1 Facilitate and promote the professional role of Careers Services and career practitioners in post-secondary education and within individual institutions, in accordance with the strategic objectives of each institution. In particular, Object 2.2.1 to 2.2.5, including profiling NAGCAS when profiling individual institutions;
 - 20.4.2 Provide advice and recommendations to the Management Committee on relevant issues of national significance;
 - 20.4.3 Report to the Annual General Meeting on the activities of the sub-committee.
- 20.5 The nomination of the Chair of the Divisional Branch Presidents' Representative Committee shall take place at the first meeting of the Committee after the NAGCAS Annual General Meeting. The Chair of this sub-committee shall be appointed from nominations received from members elected to this sub-committee.
 - 20.5.1 Provide advice and recommendations to the Management Committee on relevant issues of national significance;
 - 20.5.2 Report to the Annual General Meeting on the activities of the sub-committee.

21.0 ORGANISATIONAL REPRESENTATIVES' SUB COMMITTEE

- 21.1 The Organisational Representatives Committee, as a sub-committee of the Management Committee, shall consist of:
 - 21.1.1 Chair of the sub-committee appointed from the Management Committee
 - 21.1.2 The President.
 - 21.1.3 Up to 20 Organisational Representatives
- 21.2 This sub-committee must meet at least once per annum and at any time at the request of at least 25% of the members registered on this committee, with such request being made in writing to the Chair. Subject to this section, the sub-committee will meet at times and in such a manner as determined by the sub-committee.
- 21.3 The function of the Organisational Representatives Sub-Committee shall be to:
 - 21.3.1 Provide advice and recommendations to the Management Committee on relevant issues of national significance;

21.3.2 Report to the Annual General Meeting on the activities of the sub-committee.

22.0 PROFESSIONAL DEVELOPMENT SUB-COMMITTEE

- 22.1 The Professional Development committee, as a sub-committee of the Management Committee, shall consist of:
- 22.1.1 Professional Development Co-ordinator and President;
 - 22.1.2 Professional Development Co-ordinator or nominee from each Division or Branch;
 - 22.1.3 Up to three persons co-opted by the sub-committee.
- 22.2 The function of the sub-committee shall be to:
- 22.2.1 Facilitate and promote at a national level the objectives of the Association which relate to the professional development of individual members, in particular Objects 2.2.5 to 2.2.9
 - 22.2.2 Provide recommendations to the Management Committee on relevant matters.
 - 22.2.3 Report to the Annual General Meeting on the activities of the sub-committee.
- 22.3 The Professional Development Co-ordinator will be the Chair of the sub-committee.
- 22.4 The sub-committee shall meet at least once per year.

23.0 GENERAL MEETINGS OF THE ASSOCIATION

- 23.1 The Annual General Meeting of the Association shall be held within four (4) months after the close of the financial year
- 23.2 The business to be transacted at every Annual General Meeting shall be:
- 23.2.1 The receiving of the Management Committee's report and the balance and statement of accounts for the preceding financial year.
 - 23.2.2 The receiving of the Auditor's report upon the books and accounts for the preceding financial year.
 - 23.2.3 The election of the members of the Management Committee.
 - 23.2.4 The appointment of an auditor will be decided by the Management Committee by an electronic vote before the end of the financial year.

At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.22.4 The Vice President shall convene all general meetings of the Association by giving not less than twenty one days' notice of such meetings. The manner by which such notice is given shall be determined by the Management Committee and laid down in the By-Laws of the association.

24.0 SPECIAL GENERAL MEETING

- 24.1 The Vice President shall convene a Special General meeting by sending out notice of the meeting within ninety (90) days,
- 24.1.1 Or sooner, when directed to do so by the Management Committee; or
 - 24.1.2 Upon being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of Professional members of the Association which equals double the number of members presently on the Management Committee plus one; or
 - 24.1.3 Being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

- 24.2 A requisition under section 23.1.2 shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.
- 24.3 The Management Committee will decide on the venue, names or form of the Special General Meeting whether as a face-to-face meeting, teleconference with the Divisions and/or Branches, or in some other practical and reasonable manner.

25.0 PROCEDURES AT GENERAL MEETING

- 25.1 Unless otherwise provided this Constitution at every general meeting:
- 25.1.1 The President shall preside as Chairperson, or if there is no President, the Vice-President shall be Chairperson or if the Vice-President is not present then the members present shall choose one of their number to be Chairperson.
- 25.1.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 25.1.3 Every question or matter requiring an ordinary resolution shall be decided by a majority of votes of the members.
- 25.1.4 Every member present shall be entitled to one vote and the Chairperson shall have a casting vote in addition to a deliberative vote.
- 25.1.5 Voting shall be by a show-of-hands or a division of members, unless the majority of the financial members present resolve to hold a secret ballot at that meeting. If so resolved, the Chairperson shall appoint two members to conduct the secret ballot in such a manner as shall be determined by the Management Committee and laid down in the By-Laws of the Association and the result of that ballot as declared by the Chairperson shall be deemed to be the decision of the meeting.

26.0 MINUTES OF MEETINGS

- 26.1 The Vice President shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book or electronic format to be open for inspection at all reasonable times by any financial members who previously applies to the Vice President for that inspection.
- 26.2 For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be approved by the Management Committee at the next succeeding Management Committee verifying their accuracy.
- 26.3 The minutes of every general meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding general meeting.
- 26.4 The minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.
- 26.5 A copy of the minutes of all Management Committee meetings and all general meetings shall be forwarded by the Vice President to the relevant Office Bearer of each Division or Branch within one month of such a meeting being held.

27.0 PROXIES

- 27.1 The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer attorney duly authorised.
- 27.2 A proxy need not be a member of the Association; and

30.2 However an amendment, revision or addition is valid only if it is registered by the chief executive in accordance with the Act.

31.0 COMMON SEAL

31.1 The Management Committee shall provide for a common seal and for its safe custody.

31.2 The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary/Public Officer or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

32.0 FUNDS

32.1 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Management Committee.

32.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

32.3 All moneys shall be deposited as soon as practicable after receipt thereof.

32.4 Schedule 5 Section 3 of the Associations Incorporated Regulations 1999 states that payments of \$100 or more must be made by cheque or Electronic Funds transfer signed by any two of the President, Vice President, Treasurer or other member authorised from time by the Management Committee.

32.5 Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.

32.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

32.7 All expenditure shall be approved or ratified at a Management Committee meeting or via Management Committee email voting, in accordance with procedures for the authorisation of such expenditures as laid down in the By-Laws of the association. Such procedure shall include specification of the levels and nature of expenditure prior to the incurring of any liability on behalf of the Association of any of its officers.

32.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:

32.8.1 The income and expenditure for the financial year just ended; and

32.8.2 The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

32.9 The income and property of the Association must be used to solely in promoting the Association's Objects and exercising the Association's powers.

33.0 DOCUMENTS

33.1 The Management Committee must ensure that accounting requirements and records specified under the Act are properly kept.

33.2 The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

34.0 AUDIT

34.1 The books of account shall be open to the inspection of the members of the Management Committee as soon as practical after the end of the financial year and whenever requested by the President.

34.2 All financial statements prepared by the Treasurer under section 31.8 of the Constitution shall be examined by a person who is a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants in Australia or a person approved under the *Act*. The auditor shall report thereon to the Association.

34.3 The members of the Management Committee must ensure the presentation of the audited statement to the Annual General Meeting for adoption.

34.4 The auditor must not be the Public Officer, a co-opted member of the Management Committee or a member of the Association.

35.0 FINANCIAL YEAR

35.1 The financial year of the Association shall be from 1st January to 31st December.

36.0 DISSOLUTION

36.1 The Association shall be dissolved:

36.1.1 If the membership is less than ten members; or

36.1.2 If a special resolution to that effect is carried at a general meeting.

36.2 Property and other assets of the Association remaining after the payment of all expenses and other liabilities shall be handed over to an entity having similar objectives to those of the Association as the Majority of members present at such general meeting by resolution may decide.

36.3 Property, income and other assets of the Association must not be distributed among the Members of the Association.

36.4 Any surplus assets of the Association must not be distributed among the Members of the Association.

37.0 INTERPRETATION

36.1 Notwithstanding anything herein before or implied, in any of the provisions of the Constitution shall at any time be in conflict with the *Act* which makes the provision for the incorporation, administration and control of the associations or of any law in force in the State of Queensland then, while the conflict shall exist, such of the provisions of this Constitution as shall be in conflict with the *Act*, or other law, shall not apply to this Association and the Management Committee shall not be bound to comply with the provisions of the Constitution in so far as they conflict with the *Act* or other law.

