

THE HARVARD CLUB OF AUSTRALIA INCORPORATED

CONSTITUTION 2018

(APPROVED AT SPECIAL GENERAL MEETING ON 12 JUNE 2018)

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

chapter means a branch or sub-division of the Club formed in a specific state or region by at least ten (10) members resident in that region.

committee means the body governing or has management of the club and may also be known as the board.

convenor means the member appointed by a chapter which has chosen not to elect a committee.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

Program for Leaders or P4L means the Australia-based week-long course sponsored by the club and taught by Harvard professors.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the association means the Harvard Club of Australia Incorporated (HCA Inc) which is also known as the club.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty, and
- (c) a reference to membership includes a reference to members and associate members.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 Mission

(1) The mission of the club is to make a difference as a Harvard community in Australia across the following:

- (a) For Harvard – to enhance Harvard’s reputation in Australia;
- (b) For Members – to extend the unique Harvard experience through life’s journey; and,
- (c) For Australia – to make worthwhile contribution to Australian society.

(2) The mission is predicated on the club’s core values of:

- (a) Inclusiveness – Harvard family “down-under”;
- (b) Empowerment – a club full of leaders;
- (c) Excellence – high quality in everything;
- (d) Integrity – how not just what; and
- (e) Generosity – giving beats receiving.

Part 2 Membership

3 Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person is a graduate of Harvard University, or
 - (c) the person is or has been employed at Harvard University for a minimum of one (1) year, whether permanent or otherwise, at one of the faculties or colleges; or
 - (d) the person has studied at Harvard University, whether receiving a degree or not, for a minimum of six (6) weeks duration; or
 - (e) the person is a recipient of a scholarship or fellowship funded or part funded by the club, where the individual has successfully completed the program for which the scholarship or fellowship was awarded; or
 - (f) the person is or has held the position of chair of Australian Studies at Harvard University; or
 - (g) the person has been given a special designation, such as life time member or crimson member, by the committee; and
 - (h) the person has applied and been approved for membership of the association in accordance with clause 4.
- (2) A person is eligible to be an associate member of the association if:
 - (a) the person has completed a minimum one (1) week program taught by Harvard faculty on the Harvard campus or in Australia; or
 - (b) the person is currently studying at Harvard University; or
 - (c) the person is a member of the Harvard Club of Victoria; or
 - (d) the person has attended the club's Program for Leaders; and
 - (e) the person has applied and been approved for membership of the association in accordance with clause 4.
- (3) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (4) A person is taken to be a member or associate member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

4 Application for membership

- (1) An application by a person for membership of the association:
 - (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
 - (b) must be lodged (including by electronic means, if the committee so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
 - (b) if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member or associate member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member or associate member of the association.

5 Cessation of membership

A person ceases to be a member or associate member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 9 (2) within three (3) months after the fee is due.

6 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member or associate member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

7 Resignation of membership

- (1) A member or associate member of the association may resign from membership of the association by first giving to the secretary written notice of at least one (1) month (or any other period that the committee may determine) of the member's or associate member's intention to resign and,

on the expiration of the period of notice, the member or associate member ceases to be a member.

- (2) If a member or associate member of the association ceases to be a member or associate member under subclause (1), and in every other case where a member or associate member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member or associate member ceased to be a member.

8 Register of members

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

9 Fees and subscriptions

- (1) A member or associate member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

- (2) In addition to any amount payable by the member or associate member under subclause (1), a member or associate member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member or associate member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- (3) A member given special designation by the committee per clause 3(1)(g) may not be required to pay subscriptions if in accordance with that designation.

10 Members' and associate members' liabilities

The liability of a member or associate member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member or associate member in respect of membership of the association as required by clause 9.

11 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members or associate members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

12 Disciplining of members or associate member

- (1) A complaint may be made to the committee by any person that a member or associate member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member or associate member concerned, and

- (b) must give the member or associate member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member or associate member in connection with the complaint.
- (4) The committee may, by resolution, expel the member or associate member from the association or suspend the member or associate member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member or associate member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member or associate member of the action taken, of the reasons given by the committee for having taken that action and of the member's or associate member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member or associate member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member or associate member exercises the right of appeal, unless and until the association confirms the resolution under clause 13,
 whichever is the later.

13 Right of appeal of disciplined member or associate member

- (1) A member or associate member may appeal to the association in general meeting against a resolution of the committee under clause 12, within seven (7) days after notice of the resolution is served on the member or associate member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member or associate member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member or associate member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member or associate member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

14 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association, and
- (d) call as appropriate, meetings of members of the association, and
- (e) may pass resolutions without general meetings as long as consistent with the Act, the Regulation and this constitution.

15 Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, each of whom is to be elected at the annual general meeting of the association under clause 16.
Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.
- (2) The total number of committee members is to be a maximum of eight (8) members.
- (3) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) a maximum of six (6) vice-presidents, and
 - (c) the treasurer.
- (4) A committee member may hold up to two (2) offices (other than both the offices of president and vice-president).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office, except for that of president which is limited to one (1) term in any 10-year period.
- (6) The term of office for the president is two (2) years.
- (7) The office of president may be occupied by two individuals who will, in such circumstance, both serve as president for the term of their appointment.
- (8) The term of office for the vice-presidents is three (3) years, except if the committee determines otherwise to facilitate the staggering of terms to ensure continuity of association procedures.
- (9) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election and is eligible for re-election except as provided for in subclause (5).

16 Election of committee members

- (1) The committee shall appoint a nomination subcommittee to recommend candidates for election to the committee.
- (2) Nominations of candidates for election to the committee:
 - (a) must be made in writing, signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or committee member of the association must be a member of the association. Associate members are not eligible for election to the committee.

17 Secretary

- (1) For purposes of the association, the public officer will fulfil the role of secretary.
- (2) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (3) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (4).

18 Treasurer

- (1) It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association, and
- (c) that a minimum of two (2) authorised signatories under clause 43 are appointed, and
- (d) that appropriate delegations of authority to commit the association to purchases or payments are submitted to the committee for approval.

19 Nomination sub-committee

- (1) The nomination sub-committee is appointed by and serves at the pleasure of the president.
- (2) It is the duty of the nomination sub-committee to:
 - (a) Recommend candidates for president, vice-presidents and program leaders, and
 - (b) Ensure appropriate succession of the club leadership, and
 - (c) Recruit from the members or associate members of the association persons who are willing and able to perform the role, and
 - (d) Recommend to the president members of the association deserving of recognition, and
 - (e) Recommend to the president members of the association suitable for receiving the annual Clive Gard Scholarship including any other members of the association who should be considered for club subsidised attendance at the Program for Leaders, and
 - (f) Recommend members whose membership record equals or exceeds 25 years taking into account any periods as member of the Harvard Club of Victoria and any other affiliate organisation for recognition as Crimson Fellows of the association.
- (3) The nomination sub-committee shall consist of the immediate past president and up to six (6) members of the association having regard to diversity in gender, age and Harvard affiliation.

20 Program leader

- (1) A program leader is appointed by the committee upon recommendation of the nomination sub-committee.
- (2) Program leaders serve for a term of three (3) years and may be reappointed by agreement of the committee.
- (3) It is the duty of a program leader to:
 - (a) Develop a program plan in conjunction with their relevant vice-president, and
 - (b) Plan, perform or operate their function in accordance with their program plan, and
 - (c) Attend council meetings as called by the committee.

21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may either appoint or request that the nomination sub-committee recommend a member of the association to fill the vacancy

and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 22, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 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* of the Commonwealth.

22 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral, written, or electronic notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business

which the committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president with the greatest number of years of continuous membership is to preside, or
 - (b) if the president and the vice-president with the greatest number of years of continuous membership are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

24 Appointment of members of the association as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

25 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

26 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.

- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

27 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

28 Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

29 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

30 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 10% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

31 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the

meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

32 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Nine (9) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

33 Presiding member

- (1) The president or, in the president's absence, the vice-president with the greatest number of years of continuous membership, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president with the greatest number of years of continuous membership are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

34 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn

the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 40 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

37 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

- (5) An associate member is not entitled to vote at any general meeting of the association.

38 Proxy votes permitted

- (1) Proxy voting may be undertaken at or in respect of a general meeting.
- (2) Proxy votes must be made in writing (in print or by electronic means) by a member to a member of the committee at least 24 hours prior to the commencement of the general meeting.
- (3) All proxy votes provided to committee members must be given to the chairperson of the general meeting prior to the commencement of the general meeting in order to be added to the votes by those present and tallied at the general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

39 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

40 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

41 Insurance

The association may effect and maintain insurance.

42 Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

43 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic payment instructions must be signed by two (2) authorised signatories.

44 Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

45 Winding up of association

- (1) Subject to the Act and the Regulations, in the winding up of the association:
 - (a) The assets and income of the association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.
 - (b) The association may be dissolved at any time upon a resolution of a special general meeting convened for that purpose, at which meeting at least one-fifth of the members of the association eligible to vote thereon shall be present and vote in person.
 - (c) On a dissolution of the association the amount which remains after such dissolution and the satisfaction of all debts and liabilities of the association shall be donated to the Harvard Club of Australia Foundation and if it does not exist, another scholarship fund supporting

Australian students studying at Harvard University or failing that to any organisation which has similar objects.

46 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to the Harvard Club of Australia Foundation and if it does not exist to another organisation with similar objects and which is not carried on for the profit or gain of its individual members or associate members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

47 Change of name, objects and constitution

- (1) Any change to the name of the association, objects or constitution shall be first approved by the committee and then ratified by at least 75% of the members present and voting in person at a general or special general meeting.
- (2) Notice of such change or changes shall be supplied to the members of the association not less than 21 days immediately preceding the day of the meeting.
- (3) An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

48 Custody of books etc

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines),
or
 - (b) if the association has no premises, at the association's official address, in the custody of the public officer.

49 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

50 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

51 Financial year

- (1) The financial year of the association is:
 - (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
 - (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

END