



The Constitution

of

Arc @ UNSW Limited

Approved by the Members of Arc @ UNSW Limited on:

16 March 2016

CONTENTS

1.	Definitions and Interpretation	1
1.1	Definitions	1
1.2	Interpretation	3
1.3	Corporations Act	3
2.	Status of Arc	3
2.1	Nature of Arc	3
2.2	Replaceable Rules	3
2.3	Amendment to Constitution	3
3.	Powers of Arc	3
3.1	Powers	3
3.2	Application of Income and Property of Arc	3
3.3	Restriction on Powers	3
3.4	Payments in Good Faith	4
4.	Guarantee of Members	4
5.	Objects of Arc	4
6.	Membership	4
6.1	Minimum and Maximum Numbers	4
6.2	Admission to Membership	5
6.3	Categories of Membership	5
6.4	Rights and Obligations of Members	5
6.5	Address of Member	6
6.6	Application to Become a Member	6
6.7	Notification of Acceptance	6
6.8	Applicant to Agree to be bound	6
6.9	Members Subscriptions	6
6.10	Non-payment of Subscription	6
6.11	Cessation of Membership	7
6.12	Effect of Cessation	7
7.	Meetings of Members	7
7.1	Calling Meetings by Directors	7
7.2	Calling of General Meetings by Directors When Requested by Members	7
7.3	Failure of Directors to Call General Meeting	7
7.4	Calling of General Meetings by Members	7
7.5	Date of Meeting	8
7.6	Notice to Remove a Director or Auditor or Amend Constitution	8
7.7	Resolution to amend Constitution	8
7.8	Resolution to amend Regulations	8
7.9	Written Notice	8

7.10	Methods of Notice	8
7.11	Post and Other Electronic Means	8
7.12	Auditor Entitled to Notice and Other Communication	8
7.13	Contents of Notice of Meeting	9
7.14	Notice of Adjourned Meetings.....	9
7.15	Members' Rights to Put Resolutions at the General Meeting.....	9
7.16	Technology	9
7.17	Quorum	9
7.18	Determining Presence of Quorum	9
7.19	Adjournment of Meeting.....	9
7.20	Chairing Meetings of Members.....	10
7.21	Auditor's Right to be heard at Meetings of Members	10
7.22	Authorised Representative of Auditor	10
7.23	Proxies	10
7.24	Voting at Meetings of Members	10
7.25	Objections to Right to Vote	10
7.26	How Voting is carried out.....	10
7.27	Declaration by Chair	10
7.28	Recording Votes	11
7.29	Standing Orders.....	11
8.	Annual General Meetings (AGM).....	11
8.1	Requirement to Hold AGM.....	11
8.2	Other Meetings	11
8.3	Extension of Time for AGM.....	11
8.4	Consideration of Reports at AGM.....	11
8.5	Business of the AGM	11
8.6	Questions by Members of the Association	11
8.7	Questions by Members of Auditors.....	11
9.	Directors.....	12
9.1	Number	12
9.2	Composition	12
9.3	Board Diversity.....	12
9.4	Election of Directors.....	12
9.5	Term of Office – Ex Officio Directors	12
9.6	Term of Office – Other Directors.....	13
9.7	No Alternate Directors	13
9.8	Other Offices Held by Directors	13
9.9	Director Resignation	13
9.10	Resolution to Remove a Director.....	13
9.11	Vacation of Office of Director	13

9.12	Remuneration of Directors	14
9.13	Expenses	14
9.14	Requirements of the Act	14
9.15	Additional Services	14
10.	Management of Business by Directors	14
10.1	Powers	14
10.2	Board's Powers to Exercise	14
11.	Directors' Meetings	14
11.1	Frequency	14
11.2	Calling Directors' Meetings	14
11.3	Technology	14
11.4	Chair	14
11.5	Quorum at Directors' Meetings	15
11.6	No quorum	15
11.7	Passing of Directors' Resolutions	15
11.8	Chair's Vote	15
11.9	Circulating Resolutions	15
12.	Appointment of Secretary	15
13.	Arc Student Bodies	15
13.1	Student Development Committee	15
13.2	Student Representative Council	16
13.3	Postgraduate Council	16
14.	Winding Up	16
14.1	No participation by Members	16
14.2	Distribution of Assets	17
15.	Indemnity	17
15.1	Liability to another Person	17
15.2	Directors' Discretion	17
15.3	Indemnity Against Costs and Expenses	17
15.4	Contract Between Arc and Parties	17
16.	Contract of Insurance	18
Schedule 1 – Form of Proxy		19

Arc @ UNSW Limited CONSTITUTION

1. Definitions and Interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires:

Academic Day means a day during the first or second session of the University's academic year which is not a Saturday, Sunday, public holiday or University holiday.

AGM means an Annual General Meeting of Arc.

Alternate Representative means a person appointed by an authorised representative to exercise some or all of their power for a specified period.

Alumni Director means a UNSW alumnus (graduate of UNSW) appointed as a Director in accordance with this Constitution.

Arc means Arc @ UNSW Limited (ACN 121 239 674).

ASIC means the Australian Securities and Investments Commission.

Associate Member means a Member who meets the requirements of and is admitted as an Associated Member of Arc under this Constitution.

Auditor means the Auditor appointed by Arc from time to time.

Authorised Representative means a person nominated as such by a Member.

Board or Governing Board means the Board of the Directors of Arc.

CEO means Arc's Chief Executive Officer (including any person who acts in that position).

Chair means the person nominated or elected to be the chair of meetings of Directors or the chair of meetings of Members (as applicable).

Constitution means the Constitution of Arc.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director means an individual elected or appointed to the office of Director of Arc from time to time.

General Meeting means a meeting held in accordance with Article 8 of this Constitution.

Government Representative means an official representative of a state or federal government of Australia, including government instrumentalities or other government-funded bodies.

Guarantee means the maximum amount each Member agrees to pay to Arc in accordance with Article 4 of this Constitution.

Honorary Life Member means Member awarded Honorary Life Membership of Arc as decided by the Board from time to time.

Life Member means member awarded Life Membership of Arc as decided by the Board from time to time.

Member means a person admitted as a Member under this Constitution and the Corporations Act and whose name is entered on the Register of Members.

Non-Student means a person who is not a candidate proceeding to the award of a degree, diploma or certificate at UNSW.

Ordinary Member means a Member who meets the requirements of and is admitted as an ordinary member of Arc under this Constitution.

Postgraduate Council or PGC means the elected student body that is responsible for Postgraduate student representation.

Postgraduate Student means a student who is a candidate for a higher award than a bachelor's degree.

Register of Members means the register of members to be kept pursuant to the Corporations Act.

Regulations mean the regulations for the internal administration of Arc and its constituent parts, adopted in accordance with this Constitution.

Secretary means the Company Secretary and includes the assistant or acting secretary or any delegate for the Secretary.

Simple Majority means the next whole number higher than one half of the total number of Directors or committee members eligible to attend and vote at a meeting.

Special Resolution means:

- (a) With respect to a resolution of the Board, where at least 75% of the total number of Directors present and entitled to vote on the resolution vote in favour of the resolution; or
- (b) With respect to a resolution of Members, where at least 75% of the total number of Members present and entitled to vote at a General Meeting, vote in favour of the resolution. A minimum of 200 Members must be present at a General Meeting where a special resolution is tabled.
- (c) With respect to a resolution of the SDC where at least 75% of the total number of SDC members present and entitled to vote on the resolution vote in favour of the resolution; or
- (d) With respect to a resolution of the SRC where at least 75% of the total number of SRC members present and entitled to vote on the resolution vote in favour of the resolution.
- (e) With respect to a resolution of the PGC where at least 75% of the total number of PGC members present and entitled to vote on the resolution vote in favour of the resolution.

Student means a person who is a candidate for the award of a degree, diploma or certificate at UNSW.

Student Development Committee or SDC means the elected student body that advises the Student Development Department.

Student Director means a Student(s) who is elected or appointed as a Director on the Governing Board.

Student Representative Council or SRC means the elected student body that is responsible for Undergraduate student representation and representation on matters universal to all students.

Tharunka means Arc publication by this name.

University or UNSW means the University of New South Wales.

University Council means the governing body of the University of New South Wales.

University Director means a Director(s) who is appointed to the Board in accordance with this Constitution.

Undergraduate Student means a student who is a candidate for the award of a bachelor's degree.

Woman means a person who identifies as a woman.

1.2 Interpretation

Words importing:

- (a) (Singular/Plural): The singular includes the plural and conversely.
- (b) (Gender): A gender includes all genders, unless specifically indicated in a provision of the Constitution or Regulations.
- (c) (Person): A reference to a person includes a body corporate, an unincorporated body, enterprise, firm, trust, joint venture, syndicate or other entity and conversely.

1.3 Corporations Act

Any capitalised term used in this Constitution that has a particular meaning in the Corporations Act has the same meaning as in the Corporations Act.

2. Status of Arc

2.1 Nature of Arc

Arc is a public company limited by guarantee.

2.2 Replaceable Rules

The Replaceable Rules applicable to a public company contained in the Corporations Act from time to time do not apply to Arc.

2.3 Amendment to Constitution

This Constitution can only be amended by a Special Resolution passed at a duly convened meeting of Members in accordance with section 7.6.

3. Powers of Arc

3.1 Powers

Arc has the legal capacity and powers of an individual, both in and outside Australia. Arc also has all the powers of a body corporate other than those powers denied by the Corporations Act to a company limited by guarantee.

3.2 Application of Income and Property of Arc

The income and property of Arc must be applied towards the promotion of the objectives of Arc as set out in this Constitution and the Regulations. No part of the income or property of Arc may be applied to, and the business of Arc may not be carried on for the purpose of, the profit or gain of any Member.

3.3 Restriction on Powers

Arc does not have the power to:

- (a) issue shares of any kind; or
- (b) apply, pay or transfer, whether directly or indirectly, any portion of the profits and property of Arc for the benefit of, or to, a Member.

3.4 Payments in Good Faith

The restriction under section 3.3 does not prevent the payment in good faith of:

- (a) remuneration as provided for in sections 9.12 to 9.13;
- (b) reasonable proper rent, remuneration or return for any premises of a Member occupied by Arc.

4. Guarantee of Members

Each Member undertakes to contribute a maximum of one dollar (A\$1.00) to Arc for payment of:

- (a) the debts and liabilities of Arc;
- (b) the costs, charges and expenses of any winding up; and
- (c) the adjustment of the rights of Members among themselves,
- (d) in the event that Arc is wound up;
- (e) while the Member is a Member; or
- (f) within one year after the Member ceases to be a Member.

5. Objects of Arc

The objects for which Arc is established are:

- (a) to promote the wellbeing of Members, improve the quality of student life and enhance the student experience at UNSW;
- (b) to promote the participation of Members in the UNSW community and be the voice of the students;
- (c) to provide a relevant and responsive range of educational, cultural and social facilities which advance the interests of Members;
- (d) to be a forum for promoting the development of transferable skills and capabilities of Members;
- (e) to encourage diversity amongst the UNSW student community and to build networks, experiences and create opportunities for Members to socialise and have fun; and
- (f) to provide ancillary services and facilities, including commercial activities, that serve the purpose of supporting and furthering Arc's strategic plan as determined from time to time.

Arc acknowledges that through advancing the interests of its Members, Arc is advancing the interests of all students and the UNSW community.

6. Membership

6.1 Minimum and Maximum Numbers

There must be at least one Member. There shall be no limit on the maximum number of Members.

6.2 Admission to Membership

The Board may at its discretion admit any person, association, organisation, institution, body, entity or Government Representative that is eligible for membership under section 6.3 as a Member on the terms and conditions it prescribes from time to time.

6.3 Categories of Membership

(a) Ordinary Members

All Undergraduate and Postgraduate students of the University are eligible for Ordinary Membership of Arc and may become Members on payment of the relevant subscription fee set by the Board from time to time.

(b) Associate Members

The following persons are eligible for Associate Membership of Arc and may become members on payment of the relevant subscription fee set by the Board from time to time:

- (i) alumni of the University;
- (ii) staff of Arc;
- (iii) staff of the University;
- (iv) other members of the University community.

(c) Other Members

- (i) Life members; and
- (ii) Honorary Life Members, being persons so designated by the Board from time to time.

6.4 Rights and Obligations of Members

(a) Ordinary Members

All Ordinary Members (where eligible under this Constitution and the Regulations) have the following rights:

- (i) to receive notices required to be given to Members under this Constitution and the Corporations Act;
- (ii) to attend, be heard and vote at General Meetings;
- (iii) to run for elected positions within Arc;
- (iv) to vote in Arc elections;
- (v) benefit from Arc's activities as determined by the Board from time to time;
- (vi) to attend all meetings of any body of Arc (except meetings, or part thereof, held in camera or otherwise restricted by this Constitution or the Regulations), on 2 days prior written notice to the Chair of the meeting, or at the Chair's discretion.

(b) Associate Members

All Associate Members have the following rights:

- (i) to receive notices required to be given to Members under this Constitution and the Corporations Act;
- (ii) to attend and be heard at General Meetings;
- (iii) benefit from Arc's activities, with the exception of student support services, as determined by the Board from time to time;

- (iv) to attend all meetings of any body of Arc (except meetings, or part thereof, held in camera or otherwise restricted by this Constitution or the Regulations), on 2 days prior written notice to the Chair of the meeting, or at the Chair's discretion.

(c) Other Members

All Life Members and Honorary Life members have the following rights;

- (i) to receive notices required to be given to Members under this Constitution and the Corporations Act;
- (ii) to attend and be heard at General Meetings;
- (iii) to benefit from Arc's activities with the exception of student support services, as determined by the Board from time to time;
- (iv) to attend all meetings of any body of Arc (except meetings, or part thereof, held in camera or otherwise restricted by this Constitution or the Regulations), on 2 days prior written notice to the Chair of the meeting, or at the Chair's discretion.

6.5 Address of Member

- (a) Each Member shall provide to Arc, details of an address where Arc can send notices.
- (b) These details will be recorded on the Arc Member register.
- (c) Where a Member provides an email or other electronic address, Arc discharges its obligation to serve notice on that member under the Constitution or the Corporations Act by sending a copy of any notice required to that email or other electronic address. Members may elect to receive no other correspondence from Arc to this address.

6.6 Application to Become a Member

Every application to become a Member shall be made to Arc in the form prescribed by the Board from time to time and containing such information and undertakings as the Board may reasonably require.

6.7 Notification of Acceptance

Any Member who satisfies the eligibility criteria set out in section 6.3, and who follows the procedure prescribed by section 6.6, will automatically become a Member on payment of the required subscription fee (if any).

6.8 Applicant to Agree to be bound

Every person admitted to membership of Arc shall be deemed to have agreed to be bound by the Constitution and the Regulations and by any other rules, regulations or by-laws of Arc from time to time in force.

6.9 Members Subscriptions

Each Member must pay the subscription fee determined by the Board from time to time (if any).

6.10 Non-payment of Subscription

- (a) If any subscription fee of a Member remains unpaid for more than eight (8) weeks the CEO may suspend all or any privileges of membership of that Member until payment is received in full.
- (b) If any subscription fee of a Member remains unpaid for more than four (4) months the CEO may terminate the membership of that Member and may elect to recover this debt and all additional administrative costs associated with debt recovery.
- (c) A Member may submit in writing to the CEO, an application for waiver of 6.10(a) or 6.10(b). The application will provide detail of the circumstances of hardship or other difficulties associated with the payment of the subscription fee.

6.11 Cessation of Membership

A Member ceases to be a Member if:

- (a) the Member resigns in writing (the resignation being effective on the date the resignation is received by Arc unless another date is stated in the resignation notice); or
- (b) the Member ceases to satisfy the eligibility criteria set out in section 6.3; or
- (c) the Member fails to pay a subscription fee as consistent with section 6.10; or
- (d) the Member dies.

6.12 Effect of Cessation

A Member who ceases to be a Member continues to be liable for:

- (a) any subscription and all arrears due and unpaid at the date of cessation;
- (b) all other moneys due by them to Arc; and
- (c) the Guarantee.

7. Meetings of Members

7.1 Calling Meetings by Directors

- (a) A minimum of four (4) Directors may call a meeting of Members.
- (b) The Board of Directors may call a meeting of Members.

7.2 Calling of General Meetings by Directors When Requested by Members

- (a) Without limiting any applicable provisions of the Corporations Act regarding general meetings of a public company, the Board must call and arrange to hold a general meeting on the request of 50 Members or 5% of the total number of Members, whichever is lower.
- (b) The request must be in writing, state any resolution to be proposed at the meeting, be signed by the Members making the request and given to the Secretary.
- (c) The Directors must call a meeting within 21 days after the request is given to the Secretary and the meeting must be held no later than two (2) months after the request is given to the Secretary.

7.3 Failure of Directors to Call General Meeting

- (a) If Directors do not call a General Meeting within 21 days after the request is given to the Secretary, the Members who made a request under section 7.2 may call a General Meeting.
- (b) The meeting must be called in the same manner, so far as possible, in which General Meetings of Arc are called.
- (c) Arc must pay all reasonable expenses the Members incurred because the Directors failed to call the meeting.

7.4 Calling of General Meetings by Members

- (a) Members with at least 5% of votes that may be cast at a General Meeting of Arc may call and arrange to hold a General Meeting. The Members calling the meeting must pay the expenses of calling and holding the meeting.

- (b) The meeting must be called in the same manner, as far as is possible, in which General Meetings of Arc may be called.

7.5 Date of Meeting

A General Meeting called under this Constitution must be held on an Academic Day, unless a time delay would breach section 7.2, then a general meeting may be held on an Australian working day. The meeting must be called in the same manner, as far as possible, in which general meetings of Arc may be called.

7.6 Notice to Remove a Director or Auditor or Amend Constitution

At least 21 days' notice must be given of a General Meeting at which a resolution will be moved to:

- (a) remove a Director under section 9.10; or
- (b) remove an Auditor; or
- (c) amend this Constitution.

7.7 Resolution to amend Constitution

This Constitution may only be amended, varied or repealed in a General Meeting by a Special Resolution of Members.

7.8 Resolution to amend Regulations

The Regulations may only be amended, varied or repealed in accordance with the Regulations.

7.9 Written Notice

- (a) Notice of the meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Director.
- (b) Notice will be deemed to have been given if it is sent to the address provided by the Member in their application for membership or subsequent applications by the Member to amend their details on the member register.

7.10 Methods of Notice

- (a) Arc may give the notice of meeting to a Member:
 - (i) by sending it to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;
 - (ii) by any other means authorised by the Corporations Act.
- (b) Arc must give notice of meetings on its website.

7.11 Post and Other Electronic Means

- (a) A notice of meeting sent by post is taken to be given three days after it is posted.
- (b) A notice of meeting sent by other electronic means is taken to be given on the business day after it is sent.

7.12 Auditor Entitled to Notice and Other Communication

Arc must give its Auditor:

- (a) notice of General Meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communication relating to the General Meeting that a Member is entitled to receive.

7.13 Contents of Notice of Meeting

The notice of meeting must conform to the requirements of the Corporations Act.

7.14 Notice of Adjourned Meetings

When a meeting is adjourned new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

7.15 Members' Rights to Put Resolutions at the General Meeting

The following Members may give Arc notice of a resolution that they propose to move at a general meeting:

- (a) Members with at least 5% of the votes that may be cast on the resolution;
- (b) at least 50 Members who are entitled to vote at a general meeting.

The notice must:

- (i) be in writing;
- (ii) set out the wording of the resolution;
- (iii) be signed by the Members proposing to move the resolution; and
- (iv) delivered to the Secretary not less than 10 days prior to the date of the proposed meeting.

Arc must ensure that notice of the proposed resolution is given at least six (6) days prior to the date of the proposed meeting according to the method of notice as defined in section 7.10 of this Constitution.

Arc need not give notice of the resolution if it is defamatory.

7.16 Technology

Arc may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

7.17 Quorum

The quorum for a meeting of Members is 50 Members who are entitled to vote at the meeting or 5% of the total number of Members, whichever is the lesser. Quorum must be present at all times during the meeting.

7.18 Determining Presence of Quorum

- (a) In determining whether a quorum is present, individuals attending as proxies or Authorised Representatives are to be counted.
- (b) If an individual is attending both as a Member and as a proxy or Authorised Representative they are to be counted only once.

7.19 Adjournment of Meeting

- (a) A meeting that does not have a quorum present within 30 minutes after the meeting time set out in the notice of meeting is to be adjourned to a date, time and place as the Chair specifies.
- (b) If the Chair does not specify one or more of those requirements, the meeting is adjourned as follows:
 - (i) to the same day of the next week, if the date is not specified;
 - (ii) to the same time, if the time is not specified; or
 - (iii) to the same place, if the place is not specified.

7.20 Chairing Meetings of Members

- (a) The Chair of Members' Meetings shall be the Chair of Directors' Meetings.
- (b) If the Chair of Directors' Meetings is not available or willing to act as Chair of a Member's Meeting, a Member present at the meeting elected by the majority of Members present shall preside as Chair for that meeting.

7.21 Auditor's Right to be heard at Meetings of Members

The Auditor is entitled to attend meetings and be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor. The Auditor is entitled to be heard even if:

- (a) the Auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the Auditor from office.

7.22 Authorised Representative of Auditor

The Auditor may authorise a person, provided in writing to the Secretary as their representative for the purpose of attending and speaking at any General Meeting.

7.23 Proxies

- (a) A Member who is entitled to attend and cast a vote at a meeting of Members may appoint a proxy to attend and vote for the Member at that meeting.
- (b) Any proxy must be appointed in accordance with, and has the rights set out in, the Corporations Act.
- (c) The form of proxy to be used shall be as near as possible to the form set out in Schedule 1 of this Constitution which must be completed and returned to the Secretary not less than 48 hours prior to the meeting to which the proxy appointment relates.
- (d) No person may act as proxy for more than one Member.
- (e) A proxy does not have to be a member of Arc.

7.24 Voting at Meetings of Members

At a meeting of Members each Member present and eligible to vote (in accordance with section 6.4 of this Constitution), shall have one vote.

7.25 Objections to Right to Vote

A challenge to a right to vote at a meeting of Members:

- (a) may only be made at the meeting; and
- (b) must be determined by the Chair whose decision is final.

7.26 How Voting is carried out

- (a) A resolution put to the vote at a meeting of Members will be decided on a show of hands or a poll.
- (b) Each eligible Member has one (1) vote both on a show of hands and a poll.

7.27 Declaration by Chair

A declaration by the Chair is conclusive evidence of the result.

7.28 Recording Votes

Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.

7.29 Standing Orders

The Board shall cause a record of standing orders for meetings to be kept.

8. Annual General Meetings (AGM)

8.1 Requirement to Hold AGM

Arc must hold an AGM at least once in each calendar year and within five months after the end of its financial year.

8.2 Other Meetings

An AGM is to be held in addition to any other meetings held by Arc in a year.

8.3 Extension of Time for AGM

Arc may lodge an application with ASIC to extend the period within which it is required to hold the AGM in accordance with the Corporations Act.

8.4 Consideration of Reports at AGM

The Directors must lay before an AGM:

- (a) the financial report;
- (b) the Directors' report; and
- (c) the Auditor's report,

for the last financial year that ended before the AGM, completed in accordance with the requirements of the Corporations Act.

8.5 Business of the AGM

The business of the AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, Directors' report and Auditor's report;
- (b) the appointment of the Auditor; and
- (c) the fixing of the Auditor's remuneration.

8.6 Questions by Members of the Association

The Chair of the AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of Arc.

8.7 Questions by Members of Auditors

If the Auditor or the Auditor's representative is at the meeting, the Chair of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or the Auditor's representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

9. Directors

9.1 Number

- (a) Arc must have fifteen (15) Directors unless otherwise determined in a General Meeting.
- (b) Student Directors must be Members for the duration of their term as Student Directors, unless otherwise determined in the regulations.

9.2 Composition

The composition of the Governing Board shall be as follows:

- (a) The CEO of Arc (ex-officio);
- (b) President of the Student Representative Council (ex officio);
- (c) President of the Postgraduate Council (ex officio);
- (d) Eight (8) Student Directors;
- (e) Two (2) University Directors;
- (f) Two (2) Alumni Directors.

9.3 Board Diversity

- (a) The composition of the eight (8) Student Directors described in 9.2(d) must include:
 - (i) Four (4) women
 - (ii) One (1) SDC Convenor
- (b) The Board shall prescribe electoral regulations to facilitate board diversity.
- (c) The Board may make transitional board composition regulations provided that Board Composition is in accordance with 9 at the conclusion June 2017.

9.4 Election of Directors

- (a) Student Directors must be directly elected by Students in accordance with the Regulations.
- (b) Alumni and Non-Student Directors may be self-nominating or may be nominated for selection, and must be appointed by a Board appointed selection panel comprising
 - (i) one (1) UNSW Alumnus;
 - (ii) one (1) Student Director;
 - (iii) one (1) member nominated by the University's executive team; and
 - (iv) the Chair of the Board.
- (c) The selection panel may also invite the CEO to assist the selection panel in a non-voting advisory capacity.
- (d) University Directors are to be appointed by the University Council or its delegate.

9.5 Term of Office – Ex Officio Directors

- (a) The term of office for ex officio directors is until the cessation of their elected term of office.
- (b) The term of office for the CEO is until the cessation of employment with Arc.

9.6 Term of Office – Other Directors

- (a) The term of office for Student Directors, Alumni Directors and University Directors shall be two (2) years.
- (b) The term of office for Student Directors, shall cease;
 - (i) at the commencement of the first meeting of the Board after May 31st of the appropriate year; or
 - (ii) if they cease to be a student between January 1st and May 31st of any year, at the commencement of the first meeting of the Board after May 31st of that same year; or
 - (iii) if they cease to be a student between June 1st and December 31st of any year, at the commencement of the first meeting of the Board after May 31st of the following year.
- (c) The term of office for Alumni Directors shall cease at the commencement of the first meeting of the Board after May 31st of the appropriate year.
- (d) The term of office for University Directors, shall cease;
 - (i) at the commencement of the first meeting of the Board after May 31st of the appropriate year; or
 - (ii) when they cease to be an employee of the University, whichever is earlier.
- (e) Alumni Directors and University Directors may only have three (3) consecutive terms of office unless otherwise approved by resolution at a General Meeting of Members

9.7 No Alternate Directors

Directors are not entitled to appoint alternates.

9.8 Other Offices Held by Directors

All Directors, with the exception of CEO of Arc, may not hold any position of profit in Arc together with the position of Director unless the position is allowed or agreed to in accordance with the Regulations.

9.9 Director Resignation

A Director may resign as a Director of Arc by giving written notice of resignation to the Secretary.

9.10 Resolution to Remove a Director

- (a) Arc may, by resolution at a General Meeting, remove a Director before the end of the Director's period of office.
- (b) Notice of intention to move the resolution must be given to Arc at least two (2) months before the meeting is held.
- (c) Arc must give the Director a copy of the notice as soon as possible after it is received.
- (d) The Director is entitled to put their case to Members by:
 - (i) giving Arc a written statement for circulation to members,
 - (ii) speaking to the motion at the meeting.
- (e) A Director shall not be removed by, or required to vacate their office because of, any resolution, request or notice of any Director or group of Directors.

9.11 Vacation of Office of Director

A Director must vacate office if the Director:

- (a) ceases to be a Director or becomes prohibited from being a Director under the Corporations Act;

- (b) resigns his or her office by written notice to Arc;
- (c) is absent for more than three (3) consecutive meetings, excluding extraordinary meetings without leave of the Board; or
- (d) is removed from the office of Director by a resolution of Arc in accordance with section 9.10.

9.12 Remuneration of Directors

The Directors are to be paid the remuneration (if any) that Arc determines by resolution in General Meeting.

9.13 Expenses

Arc may pay a Director's travelling and other expenses that the Director properly incurs in connection with Arc's business.

9.14 Requirements of the Act

Any amount payable to a Director under this Constitution must be in accordance with the requirements of the Corporations Act.

9.15 Additional Services

If Arc requests a Director to perform services in addition to those required by the Corporations Act, Arc may remunerate the Director in any manner Arc deems fit.

10. Management of Business by Directors

10.1 Powers

The business of Arc is to be managed by the Board in accordance with this Constitution and the Regulations.

10.2 Board's Powers to Exercise

The Board may exercise all of the powers of Arc except any powers that the Corporations Act, this Constitution or the Regulations requires Arc to exercise in a General Meeting.

11. Directors' Meetings

11.1 Frequency

The Directors must meet at least four (4) times each fiscal year.

11.2 Calling Directors' Meetings

A Directors' meeting may be called by a Director giving seven (7) days notice individually to every other Director.

11.3 Technology

A Directors' meeting may be called or held using any technology consented to by the Directors.

11.4 Chair

The Chair must be a Student and shall hold office in accordance with the Regulations.

11.5 Quorum at Directors' Meetings

- (a) Unless the Directors determine otherwise, the quorum for a Directors' meeting is a Simple Majority.
- (b) Quorum must be present at all times during the meeting.

11.6 No quorum

- (a) Where the number of Directors is less than that required to constitute a quorum, the remaining Directors may hold a meeting to appoint such additional Director(s) as may be required to establish a quorum.
- (b) Such a meeting shall be deemed quorate even though fewer Directors than the number required under section 11.5 attend.

11.7 Passing of Directors' Resolutions

A resolution of the Directors must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

11.8 Chair's Vote

The Chair has a casting vote in addition to any vote he or she has in his or her capacity as a Director.

11.9 Circulating Resolutions

- (a) The Board may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document or provide an electronic signature attached to an email containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
- (d) The process for circulating resolutions must be outlined in Arc's standing orders as agreed by Board from time to time.

12. Appointment of Secretary

The Board must appoint a Secretary in accordance with the Corporations Act. The Secretary may be paid reasonable remuneration for carrying out his or her duties.

13. Arc Student Bodies

Arc shall have three (3) student bodies known as the Student Development Committee, the Student Representative Council and the Postgraduate Council.

- (a) The majority of members on the SDC, SRC and PGC must be Students.
- (b) All voting members of the SDC, SRC and PGC must be Students.

13.1 Student Development Committee

The Student Development Committee is responsible for:

- (a) The management of clubs and societies, student volunteer programs, leadership development programs, cultural and artistic programs and, relevant student events;

- (b) Reviewing and overseeing the programs, courses and activities and new program, course and activity initiatives of Arc;
- (c) Ensuring access of eligible members to Arc's programs;
- (d) Recommending to the Board policies that is compliant with those of Arc including but not limited to club grants, club affiliations and grievance and dispute resolution processes for clubs.

13.2 Student Representative Council

The Student Representative Council will provide student representation on issues that may affect Members and the wider student population. The Student Representative Council will liaise with the University and external parties on issues including (but not limited to) the following:

- (a) representation of Undergraduate Ordinary Members and UNSW Undergraduate Students' issues, as well as issues universal to all UNSW Students;
- (b) campaigning, in an ethical manner, on issues which are or may in the future be significant to Members and students.

With the following responsibilities:

- (i) Reviewing and overseeing new and existing campaigns, collectives and representative assemblies;
- (ii) Ensuring access for Members to Arc's campaigns, representation and collectives;
- (iii) Maintaining the charter for "Tharunka";
- (iv) Recommending to the Board policies regarding Student Representation that are compliant with those of Arc.

13.3 Postgraduate Council

The Postgraduate Council will provide student representation on issues that may affect Postgraduate Members and the wider Postgraduate student population. The Postgraduate Council will liaise with the University and external parties on issues including (but not limited to) the following:

- (a) representation of Postgraduate Ordinary Members and UNSW Postgraduate Students' issues;
- (b) campaigning, in an ethical manner, on issues which are or may in the future be significant to Postgraduate Members and Postgraduate students.

With the following responsibilities:

- (i) Reviewing and overseeing new and existing campaigns, collectives and representative assemblies;
- (ii) Ensuring access for Members to Arc's campaigns, representation and collectives;
- (iii) Recommending to the Board policies regarding Postgraduate Student Representation that are compliant with those of Arc.

14. Winding Up

14.1 No participation by Members

If Arc is wound up or dissolved, the Members have no right to participate in any distribution or payment of the assets or property of Arc.

14.2 Distribution of Assets

If Arc is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities shall be given or transferred to some other institution or institutions:

- (a) having objects similar to the objects of Arc;
- (b) benefiting the students of the University; and,
- (c) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by section 3.2.

15. Indemnity

15.1 Liability to another Person

Every person who is an Officer shall be indemnified by Arc against, and shall be paid on demand by the Officer, the amount of any liability to another person (other than Arc or a related body corporate of Arc as defined in the Corporations Act) incurred in that person's capacity as an Officer unless such liability arises out of conduct involving a lack of good faith.

15.2 Directors' Discretion

Arc shall indemnify a Director or Officer of Arc at the Directors' discretion.

15.3 Indemnity Against Costs and Expenses

Arc shall indemnify an Officer against a liability for costs and expenses (including, without limitation, legal expenses on a full indemnity basis) incurred in that person's capacity as an Officer, unless such liability arises out of conduct involving a lack of good faith:

- (a) in defending proceedings, whether civil or criminal, in which:
 - (i) judgment is given in favour of the Officer; or
 - (ii) the Officer is acquitted; or
- (b) in connection with an application, in relation to proceedings under section 15.3(a), in which a court grants relief to the Officer under the Corporations Act,

subject only to an obligation on the Officer to repay to Arc the expenses advanced by Arc if:

- (a) judgment is not given in the Officer's favour;
- (b) the Officer is not acquitted;
- (c) a court subsequently determines that the indemnification is not permitted; or
- (d) the indemnification is not permitted by the Corporations Act.

15.4 Contract Between Arc and Parties

The indemnification rights in this Article constitute a contract between the relevant parties seeking indemnification and Arc and shall continue to have effect following the rescission or restrictive modification of the Article with respect to events occurring prior to the rescission or modification of the Article.

16. Contract of Insurance

Arc may pay a premium for a contract insuring a person who is or has been an Officer to the maximum extent permitted by the Corporations Act, including against:

- (a) any liability incurred by the Officer which does not arise out of conduct involving a wilful breach of duty; or
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with Arc whether civil or criminal and whatever their outcome.

Schedule 1 – Form of Proxy

PROXY FORM

I (insert Member's name and student number)

Of (address of Member)

being a member of [Company Name] hereby appoint

(Name of proxy)

Of (address of proxy)

as my proxy or failing them the Chair of the meeting to vote for me on my/our behalf at the General Meeting of Arc to be held at [Address] on [Date] at [Time] and at any adjournment thereof in the manner indicated below, or in the absence of indication, as the proxy sees fit.

This form assumes the appointment of one proxy.

Resolutions	For	Against
Resolution 1	[]	[]
Resolution 2	[]	[]

Please sign this Proxy Form below:

<hr/> <p>Signature of Member</p> <hr/> <p>Name (Please Print)</p> <hr/> <p>Date</p>
