

## **Arc @ UNSW Limited**

### **Explanatory Memorandum**

This Explanatory Memorandum has been prepared to provide Members with the necessary information to make an informed decision regarding the special resolutions proposed at Arc's Annual General Meeting. The Arc Board recommends that Members vote FOR (in favour of) the proposed constitutional amendments.

### **CONSTITUTION AMENDMENT B**

#### Proposed amendment

- THAT clause 7.23(e) is adopted into the Constitution: *"No person, whether a Member or Non-Member, may act as a proxy for more than one (1) Member with the exception of the Chair who may act as proxy for more than one (1) Member"*.

#### **Explanation**

- The Corporations Act Section 249X dictates that Members must be given the option to appoint a proxy for General Meetings of Members.
- Legal advice has recommended that Arc clarify the capacity for Members or Non-Members to only hold one (1) proxy, whilst retaining the capacity for the Arc Chair to hold multiple.
- The Proxy clause was updated in 2024 to allow the Chair to hold multiple proxies, creating flexibility for students to submit their votes without being required to attend General Meetings. Following this amendment, Arc has received various clarifying questions regarding the treatment of proxies. Arc Board believed it pertinent to include clarification within the Constitution.
- This clarification supports transparency and simplifies proxy management, making vote counting and meeting procedures clearer and more efficient for both members and organisers.