

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 A

Proposed amendment

- THAT clause 7.2(a) is amended to read: *"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 500 Members or 5% of the total number of Members, whichever is lower"*.
- THAT clause 7.15(b) is amended to read: *"at least 500 Members who are entitled to vote at a general meeting, whichever is lower"*.

Explanation

- The current minimum number of students required to call a General Meeting of Arc and/or add Resolutions to a General Meeting is 50 or 5%, whichever is lower. This has not been updated since Arc's inception. When Arc's original Constitution was drafted and executed, the organisation's membership base was approximately 3,000 students, with five-year projections estimating growth to 5,000 members.
- While the original provision served its purpose for its time, Arc ended 2024 with over 50,000 members. Given this significant growth, the current provision of a minimum of 50 members no longer ensures that General Meetings are reflective of the broader student body's interests.
- At the 26 March 2025 Arc Board Meeting, the Board resolved to support an amendment to adjust the minimum threshold to 500 Members or 5% of total membership (whichever is lower) to better align Arc's governance with its current size and scope and ensure that major decisions are driven by a representative portion of the student community.
- Importantly, the Board's proposal retains a clear minimum threshold, rather than relying solely on a percentage. This reflects Arc Board's ongoing commitment to empowering students and preserving members' ability to shape Arc's direction. This approach balances best-practice governance with maintaining student voices at the centre of Arc.
- Arc Members have a range of accessible and effective ways to raise concerns, share ideas, and help shape Arc as an organisation, well before a General Meeting becomes necessary. **See below for a brief summary of current pathways.**
 - Arc regularly runs various Surveys throughout the year to hear directly from the student body and ensure your voices help shape what we do. Each year the Arc Membership survey plays a key role in gathering insights directly from our members, with results directly influencing Arc's priorities for the year ahead and informing our longer-term Strategic Plan.

Keep an eye out for these surveys in your inbox, and for our Suggestion Box volunteers on-the-ground throughout term.

- Arc Board is made up of sub-committees which focus on specific areas of the organisation. Arc Board's Student Development Committee (SDC) is responsible for oversight of student programs, initiatives and bodies, and is dedicated to ensuring Arc's student offering truly reflects what students both want and need. The SDC is led by a student Director on the Arc Board, and you're welcome to reach out to them directly sdc.convenor@arc.unsw.edu.au
- In most cases, the best way to share feedback, ideas, or concerns is by reaching out directly to the relevant department. This ensures your message gets to the people who know the most and can either respond or redirect it appropriately. We know Arc has a lot of different moving parts, and it's not always obvious who to contact, so if you're ever unsure, just drop by for a chat or send us a message via *Visit Us* or *Write to Us* (see below).
- Arc Clubs has the largest touch-point with students at UNSW, so it's not surprising that much of the feedback and suggestions we receive relates to Arc Clubs and Societies. The Arc Clubs team is well equipped to support you, whether it's a suggestion, question or concern. You can visit the Arc Clubs Office or email the Clubs Team (clubs@arc.unsw.edu.au) and they will direct you to the most appropriate avenue for your query.
- Write to us! If you're unsure where to go or who to talk to, Arc's dedicated inbox – feedback@arc.unsw.edu.au – is available for you to email us. We'll respond and work with you to ensure your feedback is directed to the right place.
- Visit us! If you've got any questions about Arc, feel free to visit Arc Reception and we'll point you in the right direction.
- The Student Representative Council (SRC) and Postgraduate Council (PGC) exist to advocate for students across a range of issues, both to the University and Arc. Members within each Council are responsible for representing specific demographics and study disciplines, as well as the broader student population. The Presidents of each Council are also Directors of the Arc Board and are therefore well equipped to bring significant issues, trends and insights to the Board for discussion. You can reach out to your student representatives here: [SRC](#) & [PGC](#)

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.

CONSTITUTION AMENDMENT C

Proposed amendment

- THAT clause 9.11 is amended to read: “The office of a Director is vacated if the Director
 - (a) ceases to be a Director or becomes prohibited from being a Director under the Corporations Act;
 - (b) resigns their office by written notice to Arc;
 - (c) is absent for more than three (3) consecutive meetings, excluding extraordinary meetings without leave of the Board if the Board so determines; or
 - (d) is removed from the office of Director by a resolution of Arc in accordance with section 9.10.”

Explanation

- The proposed amendment does not introduce any new criteria for Directorship, it simply clarifies that a Director’s Office is deemed *vacant automatically* upon meeting specific conditions already outlined within the Constitution, rather than requiring the Director to take action.
- This Constitutional Amendment was proposed following legal advice received to provide clarity around the intention and interpretation of the Vacation of Office of Director clause.