

7. Club Constitutions

What is a Club Constitution?

Your Club Constitution is the policy that governs your Club, as agreed by the members of the Club. Executives should use it as a reference to know how to run the Club and what must be done throughout the year. Requirements specified in a Club's Constitution must be adhered to.

In order to remain affiliated with Arc, your Club Constitution can only be changed at a General Meeting of your Club. It is important that you ensure that these changes are in line with Arc's requirements for Club Constitutions. Any breaches may result in the suspension of your Club's affiliation with Arc until the issue has been resolved, or your Club may be disaffiliated altogether.

How do I write a constitution?

The Arc Model Clubs Constitution provides a guide of what is acceptable for your Constitution. This does not mean that your Club cannot make changes, just that any changes must not violate the minimum parameters set out.

For example, the model constitution specifies a 'first-past-the-post' voting system for elections where all members have one (1) vote. If you were to introduce a preferential voting system it would be approved by Arc, however if you were to restrict some members' ability to vote, your Club's Arc affiliation may be suspended.

It is therefore always recommended that Clubs consult Arc Clubs Staff **before** making constitutional changes. This provides the opportunity for your proposed changes to be checked over and ensure they are compliant with Arc policy.

You Club Executive should always keep an up-to-date, editable copy of your Constitution. Further, whenever changes are made, or when you reaffiliate, you must supply a digital copy of your Constitution to Arc to be stored on our database. If ever you lose your Constitution, or have any questions about potential changes, contact clubs@arc.unsw.edu.au.

Minimum Constitution Requirements

Arc will only affiliate Clubs that operate under a constitution that meets the requirements of Arc. The Club's constitution must have been accepted at the Inaugural General Meeting of the members of the Club. Clubs may make amendments or accept a new constitution at an Annual or Extraordinary General Meeting of the members of the Club.

!!!We strongly recommend that you use the relevant Arc Model Constitution!!!

There are a lot of requirements for constitutions and these will be difficult to address all on your own. The Arc Model Constitution covers all of them and will make your life a lot easier. You can still make changes – just ask us to for help to check them against our requirements.

At minimum, a Club's constitution must address the following matters:

Name, aims and objectives:

- The constitution must specify the Club's full name, aims and objectives.

Membership (see Clubs Handbook Section 8 for more information)

- Define membership types and specify eligibility
 - For Regular Clubs, all UNSW students are eligible for Club membership;
 - For Constituent Clubs, all students within the agreed Program, School, Faculty or Residence are eligible for Club membership;
 - For both Regular and Constituent Clubs, the Club may allow for associate membership for those that are ineligible for full membership. The Club may restrict associate membership to specific groups (e.g. UNSW staff or alumni), as long as these restrictions do not conflict with Anti-Discrimination legislation;
- For both Regular and Constituent Clubs, individuals must complete a membership form set by the Club and pay a set membership fee in order to become a Member or Associate Member (Full membership to Constituent Clubs must be free)

- Specify the duration of membership. This should be no more than one calendar year from the commencement of their membership, after which point membership will need to be renewed by the individual.

Register of Members

- The Club must maintain a register (record) of Club members including name, student number and email
- The membership list may not be distributed to any third party other than Arc without the expressed written permission of individual members.

Membership Fees

- The constitution must explicitly state any membership fees or delegate the determination of fees to the Club Executives.
 - Where fees are stated explicitly, these fees must meet Arc's requirements (see Clubs Handbook Section 8)
- For Regular Clubs, both full and associate members may be charged a membership fee;
- For Constituent Clubs, full members must not be charged a membership fee;
- For Constituent Clubs, associate members may be charged a membership fee.

Accepting/Removing members and Executives

- The constitution must specify a fair and democratic process for the removal of members and Executives;
- Any removal of members and Executives may only occur at a general meeting of the Club by a democratic vote of the members.
- A decision to not accept the membership of an eligible candidate may only be made at a general meeting of the Club by a vote of the members.

Executives and committee

- The make-up of the Executive, including the number of people holding the position at any time (e.g. Two (2) Co-Presidents, an Arc Delegate)
- The roles and responsibility of the Executive as a whole, and each member of the Executive individually;
- At minimum, the Executive must include (but may be differently titled):

- A President
 - A Treasurer
 - A Secretary
 - An Arc Delegate
- At least three members must hold the positions listed above and the same person may not hold the position of President and Treasurer.
 - Executive positions may be referred to by names other than those specified above. The responsibilities of these roles may also be combined within the constitution as long as the President does not hold the responsibilities of the Treasurer, and there are always a least three (3) Executive positions and at least three (3) separate persons on the Executive .
 - Clubs may add additional Executives to their constitution but must include the position title in the list of Executive roles (in 3.1 of the model constitution) and a position description (in 3.9 of the model constitution).

The following is an example for how to include a Vice-President position (the numbering may differ depending on your constitution. These are based on the current model constitution):

Insert *3.1.2 A Vice President;*

Insert *3.9.2 Vice President*

- a) *In the absence of the president, to chair all Club, Committee, General and Annual General Meetings (held during their term) of the Club;*
- b) *To assist the President in coordinating the activities and administration of the Club;*
- c) *To have a thorough knowledge of the Club's constitution;*
- d) *To ensure that changes made to the constitution at an EGM or AGM are in line with Arc requirements;*
- e) *To ensure that motions made at any Meeting of the Club are reflective of the constitution;*
- f) *To ensure that Arc is informed of any changes to the Executive;*
- g) *To liaise with fellow office bearers; and*
- h) *To assist the President in their duties wherever practical.*

- For Clubs where one or more Executive positions are held jointly (i.e. the same position is held by more than one person), this must be stated within the Club’s Constitution (note: the numbering may differ depending on each Club’s constitution. These are based on the current Model Constitution):

- The number of people that hold the position must be specified, e.g.

3.1.1 Two (2) Co-Presidents

- The following clauses are also required:

3.3 Unless specified in 3.1, job sharing of any Executive position is not permitted.

3.3.1 All Executives holding a shared position are jointly responsible for all the duties of the position that are specified in section 3.8.

3.3.2 Each Executive position is only entitled to one vote in Executive decisions, even if the position is held by more than one person. This vote cannot be divided to allow partial votes to be cast by those holding a joint position

- The constitution must stipulate a fair and democratic election process for the Executive that meets the Arc's requirements (see Clubs Handbook Section 10). This includes specifying the voting system, e.g. first-past-the-post or preferential voting.
 - At most, voting rights can be restricted to members that had joined the Club at the time that notice of the election was given, except in the instance of Executive elections where the position represents a specific subset of members such as year representatives. In this case, voting rights can be restricted to the members represented by this position (e.g. the members in the relevant year of study). Allowances for these positions and restrictions are at the discretion of Arc Clubs staff.
 - Associate members do not have voting rights.
 - Any member who is eligible to vote in the election is also eligible to stand for election to an Executive position;
- The Club may also have a committee, which may be appointed by the Executive or elected by the members at a General Meeting;

- The constitution must stipulate the functions and processes of the Executive and committee (if it exists). The Executive are responsible for the activities and finances of the Club, while the committee operates under the direction of the Executive;
- The constitution must stipulate that The Executive (and Committee, if it exists) is always bound by the decisions of a Club Inaugural, Annual or Extraordinary General Meeting (IGM, AGM, EGM).

General Meetings

- The constitution must specify an appropriate process for calling general meetings;
- The constitution must specify the requirements and processes for giving notice of general meetings;
 - At minimum, notice must be provided in writing to all members and to Arc at least 7 days or 5 academic days in advance.
- The constitution must specify voting rights
 - All members are entitled to one (1) vote, with the following exceptions:
 - voting rights can be restricted to members that had joined the Club at the time that notice of the meeting was given; or
 - in the instance of elections at most, voting rights can be restricted to members that had joined the Club at the time that notice of the election was given, except in the instance of Executive elections where the position represents a specific subset of members such as year representatives, voting rights can be restricted to the members represented by this position (e.g. the members in the relevant year of study). Allowances for these positions and restrictions are at the discretion of Management;
 - Associate members do not have voting rights.
- The constitution must specify the democratic requirements for a motion to be passed at a General meeting (e.g. a simple majority). The requirement must be that no less than half of those eligible to vote must vote on this motion at the meeting for it to be passed.
- The constitution must stipulate the minimum attendance requirements, which must not be less than: “fifteen members or half of the Club membership, whichever is the lesser”.
- The constitution must specify a process by which members can petition the Executive in writing to hold an Extraordinary General Meeting, including at minimum:

- the number of members of the Club that must be a party to the petition (this must at minimum be fifteen (15) members or half of the Club Membership, whichever is lesser);
- a required timeframe for the meeting to be held once the petition has been submitted to the Executive (this must be no sooner than 7 days and no later than 21 days).

Constitutional Amendments

- The constitution must specify that constitutional amendments may only be approved by a vote of the members at a General Meeting of the Club.

Proxy Voting

- The constitution may specify if and when proxies are allowed at meetings (e.g. meetings not held on academic days or held off Kensington campus)
- Clubs must allow proxy votes at General Meetings held on a non-academic day. It is up to the discretion of Clubs whether meetings held on academic days can have proxies or not. Therefore, Clubs whose constitution states that their AGMs and EGMs MUST be held on academic days may choose to use a clause that states proxies are not allowed in meetings. Or, if the Club chooses, they may insert a clause to the effect that proxies are allowed in all meetings, whether they are held on an academic day or not.
- The constitution may stipulate additional requirements for proxy voting in addition to the requirements stipulated above, as long as they do not contravene the following requirements:
 - Where proxies are allowed in the Club's constitution, a Club must allow Club members who are entitled to cast a vote at a meeting to vote by proxy. Arc has provided an example of a proxy form that it is recommended Clubs use.
 - Club members who will be absent from the relevant meeting may choose to give their vote to any Club member who will attend the meeting (the proxy holder).
 - Clubs members who want to vote by proxy must fill in a similar form to the one provided by Arc. Clubs members at a minimum must write their full name, student number, sign and date the form and write the full name and student number of their proxy. Club members may choose to specifically state how they intend to vote on a

particular motion on the form or they may leave it up to the discretion of their proxy holder.

- Quorum for the meeting is calculated on the number of voting Club members in attendance at the meeting. Proxy votes are included when calculating majority or the number of votes needed for a motion to pass.

Management of Funds

- The constitution must specify how the Club's funds are to be managed.
- At minimum, the constitution must clarify:
 - That the Executive must approve all accounts and expenditure for payment;
 - Which Executive is responsible for the management of Club funds, including
 - keeping and maintaining Club financial records;
 - ensuring that funds are not misused;
 - ensuring that the Executive is kept informed of the Club's financial position;
 - carrying out financial transactions as directed by the Executive
 - that this Executive must be one of the signatories on all Club bank accounts;
 - That all payments must be conducted by dual-signatory;
 - That only Executive members can be signatories on Club bank accounts;
 - That the Club must maintain full and up-to-date financial records including a general ledger;
 - That the Club may not lend money under any circumstances;
 - That the Club must remain debt-free at all times;
 - That all Club expenses must be met with documentation

Inspection of Books

- The constitution must specify that all Club records are open to inspection by Arc at any time.

Dissolution

- The constitution must stipulate a process for dissolving the Club including at minimum:
 - That an EGM is called, following the same petition and notification requirements as all General meetings, the notice of the meeting must also specify that the meeting is being called to vote on dissolving the Club
 - Minimum attendance requirements for the meeting, which must be a minimum of twenty (20) members or three-quarters of the Club membership, whichever is lesser;
 - That only business directly related to potential dissolution is conducted at the meeting
 - That after a representative of those proposing the dissolution states its case, any opposition must be given the opportunity to respond, with at least ten minutes set aside for this purpose;
 - The votes required to pass the motion to dissolve the Club. (this must be no less than twenty (20) members or three-quarters of the Club membership, whichever is the lesser).
- The constitution must specify a time period of financial and administrative inactivity after which the Club is automatically dissolved. This period must be no more than eighteen (18) months.
- The constitution must specify that:
 - On dissolution of the Club, the Club is not to distribute assets to members;
 - All assets are to be distributed to an organisation with similar goals or objectives that also prohibits the distribution of assets to members. This organisation may be nominated at the dissolution meeting of the Club. If no other legitimate Club or organisation is nominated, Arc will begin procedures to recover any property, monies or records belonging to the Club which it perceives would be useful to other Arc-affiliated Clubs.

Anti-discrimination

- The constitution must specify that the Club will comply with Anti-Discrimination legislation in all its activities and procedures, including the granting of Club membership (See Section 22.1 - Equity, Diversity, Inclusion, Cultural Sensitivity)

FAQs

Is there a sample Constitution we can look at to help us to write our own?

We strongly recommend that you use the relevant Arc Model Constitution. There are a lot of requirements for constitutions and these will be difficult to address all on your own. The Arc Model Constitution covers all of them and will make your life a lot easier. You can still make changes – just ask us to for help to check them against Arc’s requirements.

What do we do if we want to edit or change parts of the Club's constitution?

Additions or changes to the constitutions can only take place at EGMs or AGMs (or at the IGM held to form your Club). The proposed changes must be discussed and approved by a vote of the members at the meeting, and then submitted to the Arc Clubs team via the Arc online platform for approval. We recommend that you seek advice from Arc Clubs staff well in advance to ensure that your proposed changes still meet Arc’s requirements for Club constitutions.

Related Documents

Clubs Handbook (www.arc.unsw.edu.au/clubs/clubshandbook)

- Section 8 - Club Membership
- Section 9 - Holding a General Meeting of Your Club
- Section 18 - Club Financial Management
- Section 19 - Incorporation
- Section 22.1 - Equity, Diversity, Inclusion, Cultural Sensitivity

Forms & Files (www.arc.unsw.edu.au/clubs/club-admin/club-forms)

- Constituent Clubs Model Constitution
- Regular Clubs Model Constitution
- Arc Clubs Example Proxy Form

Help!

Visit Us

Drop in and talk to us. The Clubs Space is located on Level 2, Basser College, just off the Basser steps past the Quadrangle.

Call Us

Call us at 9385 9840 during office hours

Email Us

clubs@arc.unsw.edu.au

Office Hours

During Term: 8:30am-6pm Mon-Fri

Outside Term: 9am-5pm Mon-Fri (access to the Clubs Space by appointment only)