



The Johnsmen's Association

Alumni of St. John's College, University of Sydney
www.johnsmen.com

Notice of Special General Meeting with Explanatory Memorandum and Proxy Voting Form

I give notice that a Special General Meeting of the Johnsmen's Association Inc will be held on **Wednesday 10 November at 5:30pm at The Tattersalls Club, Level 2, 181 Elizabeth Street, Sydney, NSW 2000.**

The business to be transacted at the Special General Meeting is to consider and, if thought fit, to pass a special resolution in the following terms:

That all of the changes to the Constitution of the Johnsmen's Association Inc that are specified in Schedule 1 of this notice (including the change to the name of the Association) be approved, and that the Committee be authorised to make application pursuant to section 10 of the Associations Incorporation Act 2009 (NSW) for registration of those changes.

The accompanying **Schedule 1** to this notice specifies all of the proposed changes to the Constitution.

Purposes of the proposed changes

To assist you to consider the proposed changes, in the accompanying **Schedule 2** you will find presented, alongside one another, in tabular form:

- (a) the existing provisions of the Constitution with the proposed amendments marked up;
- (b) the clean text of the amended provisions as they will read if the special resolution is approved and the amendments are registered; and
- (c) some explanatory information concerning the nature and purpose of the changes that are proposed in respect of specific sections of the Constitution.

All of the proposed changes are recommended by the Committee. As Schedule 2 explains, the reasons for the changes are various. Some of the changes will bring the provisions of the Constitution into express conformity with legal requirements of the Act. Others are intended to adopt some, but not all, of the provisions of the Model Constitution that is set out in Schedule 1 of the *Associations Incorporation Regulation 2016 (NSW)*. They also include an amendment to the name of the Association.

Proposed change of name

The Committee wishes to provide the following additional information by way of background and explanation to the proposed change to the name of the Association.

The alumni of Saint John's College have operated in voluntary association for 130 years, and the Johnsmen's Association has operated under its current name and constitution for almost seventy years. The current name was approved when the current written Constitution was adopted in its original form in 1952. At that time, membership of the College was open only to men.

The College is now a co-educational institution. Women were first admitted to the College in 2001. Since that time, the Committee has conducted numerous surveys, focus groups and interviews with members of our alumni community in order to gauge the weight and strength of opinion concerning the name under which the Association operates. The Committee recognises that this is a sensitive and important question – one that goes to the core of identity and the sense of belonging that is the fuel on which the Association runs.

Since 2001, students and alumni of the College alike have commonly designated themselves either as 'Johnsmen' or as 'Jets'. The latter term is an abbreviation of 'Johnettes' – the name that was chosen and adopted by the first 38 women who were admitted to the College as resident undergraduate students. The proposed change to the official name of the Association is one that is unlikely to affect the adoption of those designations and certainly is not intended to preclude individual members of the College from continuing to apply them to themselves.

The purpose of the proposed amendment is rather to adopt an official name that, in English usage, does not carry an exclusionary connotation. It is apparent to the Committee that, whatever may have been the grammatical conventions of the past, the current name of the Association is one that, in contemporary English usage, is widely considered to connote exclusion of women. The Association exists to promote co-operation among all those who are eligible for membership, and it seeks to promote the equal participation of its male and female members in achieving that object.

Formal requirements for special resolution

Because each of the proposed changes in Schedule 1 is a change to the Association's name and/or constitution, none of those changes will take effect unless and until they are registered by the Commissioner for Fair Trading under section 12 of the *Associations Incorporation Act 2009* (NSW) (the "Act"). Section 10(2) of the Act provides that an application for registration of such changes may only be made pursuant to a special resolution passed by the Association. Section 39 of the Act provides that a special resolution is only passed if it is supported by at least three-quarters of the votes cast by eligible members of the Association at a meeting of the Association of which not less than 21 days' notice has been given.

Eligibility to vote

In order to be eligible to vote in respect of the proposed special resolution, members must have a financial subscription that is, or will be, current as at the date of the Special General Meeting. Any member who has previously subscribed for life membership will have such a subscription. If you are unsure of your membership status then please email info@johnsmen.com. If you have not previously subscribed for life membership, and wish to do so now, or if you wish to renew your annual membership for the current financial year, you may do so via the Association website using this link: <https://www.johnsmen.com/shop/>

Voting

Section 17 of the Constitution empowers the Committee to permit proxy voting at general meetings, and the committee has resolved to permit eligible members to vote by proxy in respect of the resolution that is to be considered at the Special General Meeting, provided that any person appointed as a proxy must also be a member of the Association and must also have a financial subscription that confers eligibility to vote.

Methods of Voting

PDF Proxy Form

If you wish to vote by proxy, a Form of Appointment of Proxy is attached to this notice. The Form of Appointment requires you to direct how your appointed proxy is to vote. The Form of Appointment also appoints the Chairperson of the Special Meeting to cast your vote in the manner directed in the event that a proxy otherwise appointed fails to attend the meeting.

Scanned copies of signed Appointments of Proxies by eligible members will be accepted if they are received by the Secretary by email not later than 5:00 PM on Monday 8 November. The address for email of scanned copies of proxies to the Secretary is info@johnsmen.com

Electronic Proxy Form

If you wish to vote by proxy, an electronic proxy form can be filled in via this link (<https://forms.gle/FhUt53yedgTd6hYN7>). The Form of Appointment requires you to direct how your appointed proxy is to vote. The Form of Appointment also appoints the Chairperson of the Special Meeting to cast your vote in the manner directed in the event that a proxy otherwise appointed fails to attend the meeting.

Postal Proxy Form

If you wish to print and post a copy of the proxy form, please contact the Secretary (info@johnsmen.com) to obtain the postal address. Please note that any proxies sent by post will need to arrive no later than Monday 8 November. Please consider postage times if choosing this option.

Virtual Attendance and Participation

The health and wellbeing of our members is of paramount importance to us. Given current COVID-19 restriction regarding capacity limits for hospitality venues until December 1, there will be limited places to physically attend the Special General Meeting. The Special General Meeting will also be held virtually with registrants able to watch proceedings and post questions. Please register your interest if you wish to attend the Special General Meeting via Video Conference. Members can participate by asking questions or making comments, in writing using the online portal.

Notification of decision of Special General Meeting

The vote in respect of the proposed special resolution will be published and notified to members as soon as practicable after the conclusion of the Special General Meeting and in any event within five business days of the date of the meeting. In the event that the special resolution is passed by the required 75% majority, the outcome of the ensuing application for registration of the changes will be

notified as soon as practicable after the determination of the application has been notified by the Commissioner for Fair Trading.

Nisi Dominus Frustra,

Paul Dellow (2005-07)

President, Johnsmen's Association

20 October 2021



The Johnsmen's Association

Alumni of St. John's College, University of Sydney
www.johnsmen.com

Appointment of Proxy

Proposed Amendments to

THE JOHNSMEN'S ASSOCIATION CONSTITUTION

I,[insert name]*

of.....[insert address]*

hereby appoint[insert name of proxy]

or, failing him/her, the Chairperson of the Meeting, as my proxy to vote on my behalf in respect of the special resolution that is to be considered at the Special General Meeting of the Association on Wednesday 10 November

In respect of the proposed special resolution that all of the changes to the Constitution of the Johnsmen's Association Inc that are specified in Schedule 1 of the Notice of Special General Meeting dated 20 October 2021 (including the change to the name of the Association) be approved, and that the Committee be authorised to make application pursuant to section 10 of the *Associations Incorporation Act 2009* (NSW) for registration of those changes, my proxy is directed to vote as follows [tick whichever applies]:

- in favour of** the special resolution
- against** the special resolution

Signature: _____ *

Email: _____ *

Phone Number: _____ Mobile Number: _____ *

Year(s) at St John's College: _____ Financial Member of Association: Y / N

I wish to attend the General Meeting: Virtually / In-person ^

Only current financial members of the Association may vote, in person or by proxy, at the General Meeting. In order to be eligible for valid appointment as a proxy, the person appointed must also be a current financial member of the Association.

In order to be valid and effective, this form, or a scanned copy of it, must be received by the Secretary of the Association by not later than 5 PM on Monday 8 November 2021. Scanned copies of completed forms may be emailed to: info@johnsmen.com

* mandatory fields

^ subject to Covid-19 requirements for capacity limits in hospitality venues

Schedule 1 to Notice of Special General Meeting

The amendments to the Constitution of the Johnsmen's Association Inc that are proposed are:

- Delete existing section 1, insert instead:

The name of the Association shall be "The St. John's College Alumni Association Incorporated", which will hereinafter be referred to as "the Association".

- Renumber existing section 4A as section 4A(1) and insert thereafter an additional section 4A(2) in the following terms:

The Committee may from time to time appoint (with the concurrence of the President) any of its ordinary members to serve as Vice-President or as a Deputy for the President, and may (with or without the concurrence of the President) terminate any such appointment, as it thinks fit.

- Delete existing section 4B, insert instead:

- (1) The offices of President, Secretary and Treasurer may not be held by persons whose eligibility for membership of the Association is conferred solely by section 8(d).
- (2) A person whose eligibility for membership of the Association is conferred solely by section 8(d) shall not be eligible to be elected as a member of the Committee if the effect of the resolution electing that person would be to cause the total number of persons whose eligibility for membership of the Association is conferred solely by section 8(d) to exceed 20% of the total number of members of the Committee.

- Delete existing section 7, insert instead:

- (1) The members of the Committee shall be elected annually by and from the members of the Association. The manner in which such election shall be conducted and all matters in relation thereto shall be determined from time to time by the Committee as it may think fit (subject to any directions given by any General Meeting of the members of the Association).
- (2) 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.

- Delete existing section 7A, insert instead:

- (1) The office of a Committee member becomes vacant if and when the person holding that office:
 - (a) resigns that office by notice in writing to the Committee; or
 - (b) dies, or for any other reason ceases to be a member of the Association.

(2) Wherever any casual vacancy shall occur, the Committee may appoint a member to fill such vacancy until the next election, but the Committee's powers under this Constitution shall not be affected by there being any vacancies therein.

- Delete existing section 8, insert instead:

The following persons shall be eligible for membership:-

- Persons who are or have been Fellows of the College.
- Persons who have served in any way in the armed forces of the Commonwealth of Australia or any of its Allies during any time when Australia has been at war and who have been resident at the College at the outbreak of or during such war.
- Other persons (except undergraduates still in residence) who have been resident at the College for not less than 2 semesters.
- Students who have been admitted to residence in the College, and who shall have remained in residence for such minimum period, if any, as the Committee may for the time being have prescribed.

- Delete existing Section 9, insert instead:

- Applications for membership of the Association shall be made to the Committee in such manner and form as the Committee may from time to time prescribe or approve.
- Approval of any application for membership shall be in the discretion of the Committee, whose decision shall be final, and who may reject an application without stating any cause.

- Delete existing section 10, insert instead:

- Admission fees and annual membership subscription fees shall be such sums as may from time to time be determined by the Committee.
- Admission fees and annual membership subscription fees for members whose eligibility for membership of the Association is conferred solely by section 8(d) may be waived, in whole or in part, at the Committee's discretion.
- The Committee may, if it thinks fit, grant life membership of the Association to any person who is eligible for membership, and the subscription fee for life membership shall be as determined by the Committee from time to time.
- Subject to clauses (b) and (c) of this section, a member is entitled to exercise any right, power or capacity that is conferred on him or her by or under this Constitution (including, but not limited to, any capacity to be elected to any office) only if her or his annual membership subscription fee is current at the time of exercise of the right, power or capacity that is in question.

- After section 10, insert a new heading "MEMBERS' LIABILITIES" and new section 10A in the following terms:

In the event of a winding up of the Association, a member of the Association has no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up.

- After section 14, insert a new heading “REGISTER OF MEMBERS” and a new section 14A in the following terms:

- (1) The Secretary shall maintain a Register of the Members of the Association specifying the name and any notified postal, residential or email addresses of each member.
- (2) The Secretary shall, within 7 days of receipt of any application in writing from any person whose name is recorded in the Register of Members, provide to that person a copy of the information concerning that person that is recorded in the Register.
- (3) Inspection of the Register of Members, and access to, and use of, any information recorded in it, shall otherwise be as determined by the Committee from time to time.

- After new section 14A, insert a new heading “REGISTER OF COMMITTEE MEMBERS” and a new section 14B in the following terms:

The Secretary shall maintain a Register of Committee Members in the manner and form that is prescribed by section 29 of the Act and clause 12 of the Regulation.

- Delete existing section 18, insert instead:

- (1) This Constitution may be amended by a resolution that is supported by not fewer than three-quarters of the votes cast by members of the Association who are entitled to vote on the proposed resolution, provided that notice of intention to move any such resolution at a General Meeting of the Association is given to members not less than 21 days prior to the date of such General Meeting.
- (2) Those members who are referred to in section 8(d) of this Constitution shall not be eligible to vote on any resolution to amend this Constitution.

- After amended section 18, insert a new heading “WINDING UP” and a new section 18A in the following terms:

Subject to section 65 of the Act, in any voluntary winding up of the Association, any surplus property of the Association is to be dealt with in the manner prescribed in a special resolution of the Association, and, in any other case of winding up, is to be transferred to another organisation that has similar objects to those of the Association and which:

- (a) is not carried on for profit or gain of its individual members; and
- (b) is legally separate from, and wholly independent of:
 - (i) the University of Sydney;
 - (ii) the Roman Catholic Archdiocese of Sydney; and
 - (iii) the Rector and Fellows of Saint John’s College.

- Delete existing section 19, insert instead:

Any notice required by this Constitution may be sent to a person by any of the following methods:

- (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, email transmission, or some other form of electronic transmission to an address specified by the person.

- After section 19, insert a new heading “MODEL PROVISIONS ADOPTED” and a new section 20 in the following terms:

Subject to this Constitution, the following clauses of the Model Provisions are adopted and shall apply to the Association:

- (i) Clause 5 (Membership entitlements not transferable);
- (ii) Clause 10 (Resolution of disputes);
- (iii) Clause 11 (Disciplining of members);
- (iv) Clause 12 (Right of appeal of disciplined member);
- (v) Clause 13 (Powers of the committee);
- (vi) Clause 16 (Secretary);
- (vii) Clause 17 (Treasurer);
- (viii) Clause 19 (Removal of committee members);
- (ix) Clauses 20(3), 20(4), 20(5), 20(6), 20(7) and 20(8) (Committee meetings and quorum);
- (x) Clauses 21(1) and 21(2) (Appointment of association members as committee members to constitute quorum);
- (xi) Clause 22 (Use of technology at committee meetings);
- (xii) Clause 23 (Delegation by committee to sub-committee);
- (xiii) Clause 24 (Voting and decisions);
- (xiv) Clauses 25 and 26 (Annual general meetings);
- (xv) Clauses 28 and 29 (Notice and quorum for general meetings);
- (xvi) Clause 30 (Presiding member at general meeting);
- (xvii) Clause 31 (Adjournment of general meeting);
- (xviii) Clause 32 (Making of decisions at general meeting);
- (xix) Clause 33 (Special resolutions);
- (xx) Clause 34 (Voting);
- (xxi) Clause 37 (Use of technology at general meetings);
- (xxii) Clause 38 (Insurance);
- (xxiii) Clause 39 (Funds – source);
- (xxiv) Clause 41 (Association is non-profit);
- (xxv) Clause 43 (Change of name, objects and constitution);
- (xxvi) Clauses 44 and 45 (Custody and inspection of books etc);
- (xxvii) Clause 46(2) (Service of notices); and
- (xxviii) Clause 47 (Financial year).

- After new section 20, insert a new heading “INTERPRETATION” and a new section 21 in the following terms:

In this Constitution, unless a contrary intention appears:

“the Act” means the Associations Incorporation Act 2009 (NSW);
“Model Provisions” means the provisions of the Model Constitution that is set out in Schedule 1 of the Regulation as in force as at 10 November 2021;
“the Regulation” means the Associations Incorporation Regulation 2016 (NSW).

Schedule 2 to Notice of Special General Meeting

Explanatory Information

THE JOHNSMEN'S ST. JOHN'S COLLEGE ALUMNI ASSOCIATION INCORPORATED CONSTITUTION

(As adopted at the Annual General Meeting, 6 December, 1952 and as amended on 12 February, 1972 and 14 December 2004, 30 August 2014 [and 10 November 2021](#))

Current Provision (with proposed amendments marked up)		Provision as proposed to be amended	Explanatory information
NAME	1.	The name of the Association shall be “The <u>Johnsmen's St. John's College Alumni Association Incorporated</u> ”, <u>and which</u> will <u>hereby hereinafter</u> be referred to as “the Association”.	The name of the Association shall be “The St. John’s College Alumni Association Incorporated”, which will hereinafter be referred to as “the Association”. The current name of the Association was approved when the Constitution was originally adopted in 1952. At that time, membership of the College was open only to men. The College is now a co-educational institution and, whatever may have been the grammatical conventions of the past, the current name is one that, in contemporary English usage, is widely considered to connote exclusion of women. The Association exists to promote co-operation among all those who are eligible for membership, and it seeks to promote the equal participation of its male and female members in achieving that object. The purpose of the proposed amendment is accordingly to adopt a name that, in everyday English, does not carry an exclusionary connotation.

OBJECTS	2.	<p>The principal objects of the Association shall be:-</p> <ul style="list-style-type: none"> (a) To encourage and assist friendship and co-operation amongst students and former students of St. John's College within the University of Sydney (hereinafter called the College) and all others associated with or interested in the College. (b) To promote the interests, spiritual, cultural and material of the College and of the members of the Association in any way which may seem proper to the members of the Committee. 	Existing provision remains unchanged.	
MANAGEMENT	3.	Subject to the direction of the members at General Meetings the affairs and business of the Association shall be controlled and managed by the Committee.	Existing provision remains unchanged.	
COMMITTEE	4A.	<p><u>(1)</u> The Committee shall consist of:- President, Secretary, Treasurer and 10 ordinary members provided that the composition of the Committee and the number of its members may be altered from time to time by a resolution carried by a majority of the members of the Association at any General Meeting.</p> <p><u>(2)</u> <u>The Committee may from time to time appoint (with the concurrence of the President) any of its ordinary members to serve as Vice-President or as a Deputy for the President, and may (with or without the concurrence of the President)</u></p>	<p>(1) The Committee shall consist of:- President, Secretary, Treasurer and 10 ordinary members provided that the composition of the Committee and the number of its members may be altered from time to time by a resolution carried by a majority of the members of the Association at any General Meeting.</p> <p>(2) The Committee may from time to time appoint (with the concurrence of the President) any of its ordinary members to serve as Vice-President or</p>	<p>Clause (1) is an existing provision, which remains unchanged.</p> <p>The new clause (2) will expressly empower the Committee to appoint from among its members a Vice-President for general purposes or a deputy for the President for particular purposes. A Vice-President or deputy for the President can be appointed only with the concurrence of the President. The concurrence of the President is not, however, necessary for termination of an appointment of a Vice-President or deputy for the President.</p>

		<u>terminate any such appointment, as it thinks fit.</u>	as a Deputy for the President, and may (with or without the concurrence of the President) terminate any such appointment, as it thinks fit.	
	4B.	<p>(1) <u>That the</u>The offices of President, Secretary and Treasurer <u>may</u> not be <u>occupied</u>held by <u>these members</u>persons referred whose eligibility to for membership of the Association is conferred solely by in section 8(d).</p> <p>(2) <u>A person whose eligibility for membership of the Association is conferred solely by section 8(d) shall not be eligible to be elected as a member of the Committee if the effect of the resolution electing that person would be to cause the total number of persons whose eligibility for membership of the Association is conferred solely by section 8(d) to exceed 20% of the total number of ordinary members of the Committee.</u></p>	<p>(1) The offices of President, Secretary and Treasurer may not be held by persons whose eligibility for membership of the Association is conferred solely by section 8(d).</p> <p>(2) A person whose eligibility for membership of the Association is conferred solely by section 8(d) shall not be eligible to be elected as a member of the Committee if the effect of the resolution electing that person would be to cause the total number of persons whose eligibility for membership of the Association is conferred solely by section 8(d) to exceed 20% of the total number of members of the Committee.</p>	<p>The amendments to clause (1) are for clarity and do not alter the substance of the existing provision. Section 4B(1) reserves the senior executive offices of President, Secretary and Treasurer to members of the Association who are eligible for membership under a provision <u>other than</u> section 8(d). Section 8(d) is an existing provision that, subject to certain conditions (which are proposed to be amended: see below), confers eligibility for membership of the Association on undergraduate students who are currently resident in the College. The effect of clause 4B(1) is to reserve the senior executive positions of President, Secretary and Treasurer to persons who are not undergraduate students currently resident in the College. The additional effect of the new clause 4B(2) is to ensure that persons who are not undergraduate students currently resident in the College do not exceed 20% of the ordinary members of the Committee.</p>

	5.	The Committee shall meet at least four times in each year at such place and time as it shall determine.	Existing provision remains unchanged.	
	6.	At all meetings of the Committee a representative of the students of the College shall be entitled to attend but shall not be entitled to vote.	Existing provision remains unchanged.	
	7.	<p>(1) The members of the <u>committee Committee</u> shall be elected annually by <u>and from</u> the members <u>of the Association</u>. The manner in which such election shall be conducted and all matters in relation thereto shall be determined from time to time by the Committee as it may think fit (subject to any directions given by any General Meeting of the members of the Association).</p> <p>(2) <u>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.</u></p>	<p>(1) The members of the Committee shall be elected annually by and from the members of the Association. The manner in which such election shall be conducted and all matters in relation thereto shall be determined from time to time by the Committee as it may think fit (subject to any directions given by any General Meeting of the members of the Association).</p> <p>(2) 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.</p>	<p>Amended clause (1) confirms the existing requirement that members of the Committee must be members of the Association.</p> <p>New clause (2) deals with terms of office and eligibility for re-election, which is one of several matters that the <i>Associations Incorporation Act 2009</i> (the "Act") requires to be addressed in the constitution of any association that is incorporated under the Act.</p>

	7A.	<p><u>(1) The office of a Committee member becomes vacant if and when the person holding that office:</u></p> <p><u>(a) resigns that office by notice in writing to the Committee; or</u></p> <p><u>(b) dies, or for any other reason ceases to be a member of the Association.</u></p> <p><u>(2) Wherever any casual vacancy shall occur, the Committee may appoint a member to fill such vacancy until the next election, but the Ce</u>Committee's powers under this Constitution shall not be affected by there being any vacancies therein.</p>	<p>(1) The office of a Committee member becomes vacant if and when the person holding that office:</p> <p>(a) resigns that office by notice in writing to the Committee; or</p> <p>(b) dies, or for any other reason ceases to be a member of the Association.</p> <p>(2) Wherever any casual vacancy shall occur, the Committee may appoint a member to fill such vacancy until the next election, but the Committee's powers under this Constitution shall not be affected by there being any vacancies therein.</p>	<p>Clause (1) deals with the grounds on which, and reasons for which, the office of a committee members is to become vacant, which is a matter that is required by the Act to be addressed.</p> <p>Clause (2) is an existing provision that remains unchanged. It enables the Committee to fill casual vacancies without recourse to an Extraordinary General meeting, and operates to ensure that a casual vacancy does not invalidate any action taken by the Committee pending the filling of the vacancy.</p>
	8.	<p>The following persons shall be eligible for membership:-</p> <p>(a) Persons who are or have been Fellows of the College.</p> <p>(b) Persons who <u>are or have been members of the armed forces or</u>have served in any way in the <u>armed forces of</u> the Commonwealth of Australia or <u>or</u></p>	<p>The following persons shall be eligible for membership:-</p> <p>(a) Persons who are or have been Fellows of the College.</p> <p>(b) Persons who have served in any way in the armed forces of the Commonwealth of Australia</p>	<p>Clause (a) is an existing provision that remains unchanged. Current or past service as a fellow on the Council of the College continues to confer eligibility for membership of the Association.</p> <p>The re-drafting of clause (b) reflects changes in the constitutional status of the Commonwealth of Australia since 1952 when the Constitution was first adopted.</p>

		<p>any members of the British Commonwealth or of its Allies in any way during any time when Australia has been at war and who have been resident at the College at the outbreak of or during such war.</p> <p>(c) Other persons (except undergraduates still in residence) who have been resident at the College for not less than 2 semesters.</p> <p>(d) Students who have been in admitted to residence in College, for 4 semesters or students who are in their final year be eligible to become members of the Association and who shall have remained in residence for such minimum period, if any, as the Committee may for the time being have prescribed.</p>	<p>or any of its Allies during any time when Australia has been at war and who have been resident at the College at the outbreak of or during such war.</p> <p>(c) Other persons (except undergraduates still in residence) who have been resident at the College for not less than 2 semesters.</p> <p>(d) Students who have been admitted to residence in the College, and who shall have remained in residence for such minimum period, if any, as the Committee may for the time being have prescribed.</p>	<p>Clause (c) is an existing provision that remains unchanged.</p> <p>Clause (d) is an existing provision that prescribes conditions under which students currently resident in the College are eligible for membership of the Association (“Resident Undergraduate Membership”). Before clause (d) was introduced, clause (c) operated to exclude entirely from eligibility any person who was an undergraduate still resident in the College. In its original form, clause (d) conferred eligibility on students who either had been resident in the College for 4 semesters, or were in their final year of study. The Special General Meeting in 2014 resolved to amend clause (d) to confer eligibility on students once they had spent one semester in residence. In the further amended form that is now proposed, clause (d) will empower the Committee to prescribe the minimum period of residence (if any) that is required in order for persons who have been admitted to residence in the College to be eligible to apply for membership of the Association.</p>
9.		<p>The (1) Applications for membership of the Association shall be made to the Committee in such manner and form as the Committee may from time to time prescribe or approve.</p>	<p>(1) Applications for membership of the Association shall be made to the Committee in such manner and form as the Committee may from time</p>	<p>New clause (1) makes explicit the power of the Committee to prescribe the formalities for an application for membership.</p>

		<p><u>(2) Approval of any application for membership shall be in the discretion of the Committee, whose decision shall be final, and who may reject or terminate an application for membership without stating any cause.</u></p>	<p>to time prescribe or approve.</p> <p>(2) Approval of any application for membership shall be in the discretion of the Committee, whose decision shall be final, and who may reject an application without stating any cause.</p>	<p>The amendments to clause (2) do not alter the substance of the existing provision.</p>
SUBSCRIPTION	10.	<p>(a) <u>All members shall pay a subscription to the Association which for the year 1952 shall be £1.10 and for subsequent years Admission fees and annual membership subscription fees shall be such amount sums as may from time to time be determined by the Committee.</u></p> <p>(b) <u>Subscription-Admission fees and annual membership subscription fees for members whose eligibility for membership of the Association is conferred solely by referred to in section 8(d) may be waived, in whole or in part, at the Committee's discretion.</u></p> <p>(c) <u>The Committee may, if it thinks fit, grant life membership of the Association to any eligible</u></p>	<p>(a) Admission fees and annual membership subscription fees shall be such sums as may from time to time be determined by the Committee.</p> <p>(b) Admission fees and annual membership subscription fees for members whose eligibility for membership of the Association is conferred solely by section 8(d) may be waived, in whole or in part, at the Committee's discretion.</p> <p>(c) The Committee may, if it thinks fit, grant life membership of the Association to any person who is eligible for membership, and the</p>	<p>Amended clause (a) empowers (but does not oblige) the committee to prescribe payment of an admission fee as a condition of admission to membership of the Association.</p> <p>Amended clause (b) empowers (but does not oblige) the committee to waive admission fees and/or annual subscription fees that would otherwise be payable upon application for Resident Undergraduate Membership (see clause 8(d) above).</p> <p>Clause (c) confirms the existing practice of the committee to confer life membership on those members who prefer this to annual subscriptions.</p> <p>Clause (d) confirms that, in order to be eligible to vote, or stand for, or continue to hold, office, a member must be either (i) a life member, or (ii) a person with a current financial subscription, or (iii) a</p>

		<p><u>person, and the subscription for life membership shall be as determined by the Committee from time to time.</u></p> <p><u>(d) Subject to clauses (b) and (c) of this section, a member is entitled to exercise any right, power or capacity that is conferred on him or her by or under this Constitution (including, but not limited to, any capacity to be elected to any office) only if her or his annual membership subscription fee is current at the time of exercise of the right, power or capacity that is in question.</u></p>	<p>subscription fee for life membership shall be as determined by the Committee from time to time.</p> <p>(d) Subject to clauses (b) and (c) of this section, a member is entitled to exercise any right, power or capacity that is conferred on him or her by or under this Constitution (including, but not limited to, any capacity to be elected to any office) only if her or his annual membership subscription fee is current at the time of exercise of the right, power or capacity that is in question.</p>	<p>person whose membership is Resident Undergraduate Membership (see clause 8(d) above) and whose current financial subscription has been waived by the committee.</p>
<u>MEMBERS' LIABILITIES</u>	<u>10A.</u>	<u>In the event of a winding up of the Association, a member of the Association has no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up.</u>	In the event of a winding up of the Association, a member of the Association has no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up.	Winding up of the Association is a matter that is required by the Act to be addressed. New section 10A makes clear that, in the event that the Association is wound up, members have no liability of any kind to contribute toward payment of any of its debts.
BANK ACCOUNT AND FINANCE	11.	The Committee shall be authorised to operate one or more banking accounts with such Bank or Banks as it may from time to time determine.		Existing provision remains unchanged.

	12.	Cheques shall be signed by any two persons who for the time being fill the offices of President, Secretary and Treasurer and cheques may be endorsed by the Secretary or the Treasurer.	Existing provision remains unchanged.
	13.	The Committee may expend money of the Association in such manner as it thinks proper and may make such donations as it thinks fit.	Existing provision remains unchanged.
	14.	The Committee is authorised to invest any money of the Association as it thinks fit.	Existing provision remains unchanged.
<u>REGISTER OF MEMBERS</u>	<u>14A.</u>	<p><u>(1) The Secretary shall maintain a Register of the Members of the Association specifying the name and any notified postal, residential or email addresses of each member.</u></p> <p><u>(2) The Secretary shall, within 7 days of receipt of any application in writing from any person whose name is recorded in the Register of Members, provide to that person a copy of the information concerning that person that is recorded in the Register.</u></p> <p><u>(3) Inspection of the Register of Members, and access to, and use of, any information recorded in it, shall otherwise be as determined by the Committee from time to time.</u></p>	<p>(1) The Secretary shall maintain a Register of the Members of the Association specifying the name and any notified postal, residential or email addresses of each member.</p> <p>(2) The Secretary shall, within 7 days of receipt of any application in writing from any person whose name is recorded in the Register of Members, provide to that person a copy of the information concerning that person that is recorded in the Register.</p> <p>(3) Inspection of the Register of Members, and access to, and use of, any information recorded in it, shall otherwise be as determined by the Committee (subject always to applicable privacy legislation).</p>

			Committee from time to time.	
<u>REGISTER OF COMMITTEE MEMBERS</u>	<u>14B.</u>	<u>The Secretary shall maintain a Register of Committee Members in the manner and form that is prescribed by section 29 of the Act and clause 12 of the Regulation.</u>	The Secretary shall maintain a Register of Committee Members in the manner and form that is prescribed by section 29 of the Act and clause 12 of the Regulation.	The Register of Committee Members is a statutory requirement of the Act. New section 14B makes clear that the custody and maintenance of the Register is the responsibility of the Secretary.
GENERAL MEETINGS	15.	There shall be a General Meeting of the Association at least once a year at such place and time as the Committee determines.		Existing provision remains unchanged.
	16.	Upon written notice to the Secretary signed by not less than 20 members, requiring the convening of a General Meeting, the Committee shall convene a General Meeting at such place and at such time (but not more than four weeks after the date of receipt of such notice) as it shall determine.		Existing provision remains unchanged.
	17.	Members may vote in person at a General Meeting or by way of proxy using an official proxy form <u>approved and</u> provided by the Committee, or by voting prior to or at the General Meeting by electronic means as determined by the Committee from time to time.	Members may vote in person at a General Meeting or by way of proxy using an official proxy form approved and provided by the Committee, or by voting prior to or at the General Meeting by electronic means as determined by the Committee from time to time.	The amendment to section 17 is to enhance precision and clarity.
AMENDMENTS	18.	(1) This Constitution may be amended by a resolution <u>passed that is supported by a majority not fewer than three-quarters of the votes cast by</u> members	(1) This Constitution may be amended by a resolution that is supported by not fewer than three-quarters of the votes cast by	The amendments in new clause (1) are to bring the Constitution into conformity with the requirements of sections 10 and 39 of the Act, which stipulates a 21 day notice period, and 75% majority, for any

		<p><u>present at any General of the Association who are entitled to vote on the proposed resolution, Meeting</u> provided that notice of intention to move <u>any</u> such resolution <u>at a General Meeting of the Association</u> is given <u>by any member to the Secretary to members</u> not less than <u>2 weeks21 days prior to the date of such <u>G</u>eneral <u>M</u>eeting.</u></p> <p>(2) Those members <u>who are</u> referred to in section 8(d) <u>of this Constitution</u> shall not <u>be eligible to vote on any resolution to amend changes of this</u> Constitution.</p>	<p>members of the Association who are entitled to vote on the proposed resolution, provided that notice of intention to move any such resolution at a General Meeting of the Association is given to members not less than 21 days prior to the date of such General Meeting.</p> <p>(2) Those members who are referred to in section 8(d) of this Constitution shall not be eligible to vote on any resolution to amend this Constitution.</p>	<p>resolution to change the name of the Association, or any other constitutional provision. To the extent that the requirements in the current Constitution are less stringent than those prescribed in the Act, they are inconsistent with the requirements of the Act, and of no legal effect.</p> <p>New clause (2) makes clear that a Resident Undergraduate Member is not entitled to vote in respect of a resolution to amend the Constitution.</p>
<u>WINDING UP</u>	<u>18A.</u>	<p><u>Subject to section 65 of the Act, in any voluntary winding up of the Association, any surplus property of the Association is to be dealt with in the manner prescribed in a special resolution of the Association, and, in any other case of winding up, is to be transferred to another organisation that has similar objects to those of the Association and which:</u></p> <p><u>(a) is not carried on for profit or gain of its individual members; and</u></p> <p><u>(b) is legally separate from, and wholly independent of:</u></p>	<p>Subject to section 65 of the Act, in any voluntary winding up of the Association, any surplus property of the Association is to be dealt with in the manner prescribed in a special resolution of the Association, and, in any other case of winding up, is to be transferred to another organisation that has similar objects to those of the Association and which:</p> <p>(a) is not carried on for profit or gain of its individual members; and</p>	<p>Winding up is a matter that is required by the Regulation to be addressed. New section 18A provides that, in the event that the members vote for a voluntary winding up of the Association, any surplus property is to be distributed in accordance with the members' resolution. Section 18A further provides that, in the event that an order for involuntary winding up is made, any new organisation to which any surplus property of the Association is to be transferred must have similar objects to those of the Association, and must be, as the Association is, legally independent of the Council, the Church and the University.</p>

		<p>(i) the University of Sydney;</p> <p>(ii) the Roman Catholic Archdiocese of Sydney; and</p> <p>(iii) the Rector and Fellows of Saint John's College.</p>	<p>(b) is legally separate from, and wholly independent of:</p> <p>(i) the University of Sydney;</p> <p>(ii) the Roman Catholic Archdiocese of Sydney; and</p> <p>(iii) the Rector and Fellows of Saint John's College.</p>	
NOTICES	19.	<p>Any notices required by this Constitution may be sent to a person by any of the following methods:</p> <p>(a) by delivering it to the person personally, or</p> <p>(b) by sending it by pre-paid post to the address of the person, or</p> <p>(c) by sending it by facsimile transmission, email transmission, or some other form of electronic transmission to an address specified by the person.</p>	<p>Any notice required by this Constitution may be sent to a person by any of the following methods:</p> <p>(a) by delivering it to the person personally, or</p> <p>(b) by sending it by pre-paid post to the address of the person, or</p> <p>(c) by sending it by facsimile transmission, email transmission, or some other form of electronic transmission to an address specified by the person.</p>	Existing provision subject to minor amendments to improve clarity. There is no change to the substance of the section.
<u>MODEL PROVISIONS ADOPTED</u>	20.	<u>Subject to this Constitution, the following clauses of the Model Provisions are adopted and shall apply to the Association:</u>	Subject to this Constitution, the following clauses of the Model Provisions are adopted and shall apply to the Association:	The Association is incorporated under the Act and its Constitution has effect subject to the Act. Schedule 1 of the Act sets out 17 specific matters that are required to be dealt with in the constitution of any association that is incorporated under the

	<ul style="list-style-type: none"> (i) Clause 5 (Membership entitlements not transferable); (ii) Clause 10 (Resolution of disputes); (iii) Clause 11 (Disciplining of members); (iv) Clause 12 (Right of appeal of disciplined member); (v) Clause 13 (Powers of the committee); (vi) Clause 16 (Secretary); (vii) Clause 17 (Treasurer); (viii) Clause 19 (Removal of committee members); (ix) Clauses 20(3), 20(4), 20(5), 20(6), 20(7) and 20(8) (Committee meetings and quorum); (x) Clauses 21(1) and 21(2) (Appointment of association members as committee members to constitute quorum); (xi) Clause 22 (Use of technology at committee meetings); (xii) Clause 23 (Delegation by committee to sub-committee); (xiii) Clause 24 (Voting and decisions); (xiv) Clauses 25 and 26 (Annual general meetings); 	<ul style="list-style-type: none"> (i) Clause 5 (Membership entitlements not transferable); (ii) Clause 10 (Resolution of disputes); (iii) Clause 11 (Disciplining of members); (iv) Clause 12 (Right of appeal of disciplined member); (v) Clause 13 (Powers of the committee); (vi) Clause 16 (Secretary); (vii) Clause 17 (Treasurer); (viii) Clause 19 (Removal of committee members); (ix) Clauses 20(3), 20(4), 20(5), 20(6), 20(7) and 20(8) (Committee meetings and quorum); (x) Clauses 21(1) and 21(2) (Appointment of association members as committee members to constitute quorum); (xi) Clause 22 (Use of technology at committee meetings); (xii) Clause 23 (Delegation by committee to sub-committee); (xiii) Clause 24 (Voting and decisions); 	<p>Act. Schedule 1 of the Regulation made under the Act sets out a model constitution for an incorporated association, and section 25 of the Act provides that, if the constitution of an association fails to deal with any of the matters, the provisions of the model constitution dealing with those matters are taken to be part of the constitution of that association. The Committee considers that many, but not all, of the provisions of the Model Constitution are convenient and suitable for the Association's use. The object of new section 20 is therefore to identify expressly which provisions of the model constitution are adopted by the Association, and to provide that those model provisions will operate subject to any contrary provisions that are contained in the remaining provisions of the Constitution of the Association.</p> <p>The Regulation and Model Provisions can be viewed in their entirety here:</p> <p>https://www.legislation.nsw.gov.au/view/html/inforce/current/sl-2016-0538</p>
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		<p>(xv) Clauses 28 and 29 (Notice and quorum for general meetings);</p> <p>(xvi) Clause 30 (Presiding member at general meeting);</p> <p>(xvii) Clause 31 (Adjournment of general meeting);</p> <p>(xviii) Clause 32 (Making of decisions at general meeting);</p> <p>(xix) Clause 33 (Special resolutions);</p> <p>(xx) Clause 34 (Voting);</p> <p>(xxi) Clause 37 (Use of technology at general meetings);</p> <p>(xxii) Clause 38 (Insurance);</p> <p>(xxiii) Clause 39 (Funds – source);</p> <p>(xxiv) Clause 41 (Association is non-profit);</p> <p>(xxv) Clause 43 (Change of name, objects and constitution);</p> <p>(xxvi) Clauses 44 and 45 (Custody and inspection of books etc);</p> <p>(xxvii) Clause 46(2) (Service of notices); and</p> <p>(xxviii) Clause 47 (Financial year).</p>	<p>(xiv) Clauses 25 and 26 (Annual general meetings);</p> <p>(xv) Clauses 28 and 29 (Notice and quorum for general meetings);</p> <p>(xvi) Clause 30 (Presiding member at general meeting);</p> <p>(xvii) Clause 31 (Adjournment of general meeting);</p> <p>(xviii) Clause 32 (Making of decisions at general meeting);</p> <p>(xix) Clause 33 (Special resolutions);</p> <p>(xx) Clause 34 (Voting);</p> <p>(xxi) Clause 37 (Use of technology at general meetings);</p> <p>(xxii) Clause 38 (Insurance);</p> <p>(xxiii) Clause 39 (Funds – source);</p> <p>(xxiv) Clause 41 (Association is non-profit);</p> <p>(xxv) Clause 43 (Change of name, objects and constitution);</p> <p>(xxvi) Clauses 44 and 45 (Custody and inspection of books etc);</p> <p>(xxvii) Clause 46(2) (Service of notices); and</p>	
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			(xxviii) Clause 47 (Financial year).	
<u>INTERPRETATION</u>	<u>21.</u>	<p><u>In this Constitution, unless a contrary intention appears:</u></p> <p><u>“the Act” means the <i>Associations Incorporation Act 2009 (NSW)</i>;</u></p> <p><u>“Model Provisions” means the provisions of the Model Constitution that is set out in Schedule 1 of the Regulation as in force as at 10 November 2021;</u></p> <p><u>“the Regulation” means the <i>Associations Incorporation Regulation 2016 (NSW)</i>.</u></p>	<p>In this Constitution, unless a contrary intention appears:</p> <p>“the Act” means the <i>Associations Incorporation Act 2009 (NSW)</i>;</p> <p>“Model Provisions” means the provisions of the Model Constitution that is set out in Schedule 1 of the Regulation as in force as at 10 November 2021;</p> <p>“the Regulation” means the <i>Associations Incorporation Regulation 2016 (NSW)</i>.</p>	<p>New section 21 makes clear what statutory provisions are being referred to in the Constitution in references to the “Act”, “Regulation” and “Model Provisions”.</p>