

Harvard Club of Australia Constitution 2018

Summary of Key Changes

Background

The Harvard Club of Australia is finalising a year-long strategic review of the Club's organisation, purpose and future direction. Over 100 members have participated in this effort. As a result, the Club's leadership structure will see a significant transformation and this has led to the need to revise the Club's constitution.

A Club like ours, under legislation, is known as an association and thus falls under the direction of the NSW Associations Incorporation Act of 2009. In 2016, the regulations to the Act were substantially amended which means that our revised constitution now needs to be aligned with these new requirements. The regulation also provides a model constitution which has been used as the foundation for this revision.

Key Changes

The following provides a summary of the key changes between the Club's existing and proposed constitutions.

Format

- ▶ The new constitution now follows the numbering per the model constitution, i.e. the use of Roman numerals has been replaced with numbers.
- ▶ Definitions have been moved to the beginning of the document.
- ▶ The constitution has five (5) Parts:
 - ▶ 1. **Preliminaries** - includes definitions and the mission of the Club;
 - ▶ 2. **Membership** - sets out the conditions of membership.
 - ▶ 3. **Committee** – to be known as the Board, provides the powers, duties and composition of the governing body of the Club.
 - ▶ 4. **General meeting** – delineates the types of meetings to be called by the Board, their purpose and quorum requirements.
 - ▶ 5. **Miscellaneous** – is a catch all for things such as how the Club is closed, how the books

are kept and inspected and what constitutes the Club's financial year.

Content

The Act and Regulation are now more prescriptive and many of the clauses that were previously in the constitution are no longer required, thus the new constitution focuses on the changes to the structure and membership of the club. Key changes include:

- ▶ The mission of the Club is provided – Part 1, clause 2.
- ▶ All of the new leadership positions have been defined within the Council which is now comprised of the Board and Program Leaders – Part 3.
- ▶ The President's term is limited to two (2) years and the Vice Presidents have staggered terms of three (3) years – Part 3, clause 15.
- ▶ The Board's power and ability to manage the affairs of the Club are implicit and may include setting of subscriptions and fees and appointment of Program Leaders – Part 3, clause 14.
- ▶ Two types of membership are now allowed – Members and Associate Members – Part 2.
- ▶ Greater detail around how general meetings are called and what constitutes a quorum – Part 4.
- ▶ Proxy votes are now allowed and must be lodged with a Board member – Part 4, clause 38.
- ▶ The title 'Administrator' has been replaced with 'Public Officer' which also serves in the role of Secretary to be consistent with the model constitution – Part 1, clause 1.
- ▶ Under the 2016 revised regulations, it is explicit that the Public Officer must reside in NSW and that the register of members and books must also reside in NSW – Part 2, clause 8 and Part 5, clauses 48 and 49.

Next Steps

The constitution will be presented as a special resolution at the annual general meeting of the Club in June 2018. Once approved, a representative of the Club must certify that the constitution complies with the requirements of the Act. It will become valid once it is lodged with NSW Fair Trading for recording in the public register of incorporated associations, which must be within 28 days of the approval of the resolution of the Club.