



Sydney Uni
SPORT & FITNESS

VERSION: 11 MAY 2020

CONSTITUTION

SYDNEY UNIVERSITY SPORT AND FITNESS LIMITED (**SUSF**)

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Constitution

Sydney University Sport and Fitness

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), and any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework or otherwise for the not-for-profit sector, and includes:

- (a) any regulations made under that Act or any other such legislation; and
- (b) any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to SUSF.

Applicable Not-for-profit Law means any law relating to the regulation of charities or not-for-profit entities applicable to SUSF, including each of the Charitable Fundraising Act, the Charities Act, the Tax Act, section 150 of the Corporations Act and the ACNC Act.

Auditor means SUSF's auditor or Reviewer (as applicable).

Awards Committee means a committee that is constituted in the manner set out in Part C of Schedule 2 for the purposes set out in Part C of Schedule 2.

Blues Committee means a committee that is constituted in the manner set out in Part B of Schedule 2 for the purposes set out in Part B of Schedule 2.

Board means the Directors acting collectively under this Constitution.

Business Day means a day that is not a Saturday, a Sunday or a public holiday gazetted in the State of New South Wales.

Chair means a Director appointed to that position under clause 34.1.

Charities Act means the *Charities Act 2013* (Cth).

Charter means, with respect to a Committee, the Clubs Advisory Committee, the Nominations Committee, the Blues Committee or the Awards Committee, a document that sets out its functions, the way it is constituted, and the manner in which it must conduct its functions.

Chief Executive Officer means a person appointed to that position under clause 35.

Club means:

- (a) during the first 18 months after the date SUSF is registered as a company (or such later date as determined by the Board) a not-for-profit club that operates for the purposes of promoting a particular sport or sports at the University and is listed in Schedule 3; and
- (b) after that, a not-for-profit club that operates for the purposes of promoting a particular sport or sports at the University for the benefit of both competitive and recreational participants and that is:
 - (i) affiliated with SUSF on the terms required by SUSF; and
 - (ii) listed on the register of Clubs maintained by the Secretary under the instruction of the Board from time to time.

Clubs Advisory Committee means a committee formed by the Clubs for the purposes set out in Schedule 2 and constituted in accordance with Schedule 2.

Committee means a Committee constituted by the Board under clause 48, and does not include the Clubs Advisory Committee, the Nominations Committee, the Blues Committee or the Awards Committee.

Constitution means this document (including the Schedules), as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to SUSF.

Deputy Chair means a Director appointed to that position under clause 34.2.

Director means a person appointed to the position of director of SUSF.

Directors means all or some of the Directors acting as a Board.

Eligible Recipient has the meaning given in clause 53.4.

Faculty means a division within the University comprising a number of schools and departments specialising in related subjects and disciplines¹.

Finance, Audit and Risk Committee has the meaning given in clause 48.2.

Imported Provision means the following sections of the Corporations Act:

- (c) section 191 (*Material personal interest – director's duty to disclose*);
- (d) section 192 (*Director may give other directors standing notice about an interest*);
- (e) section 193 (*Interaction of sections 191 and 192 with other laws*);
- (f) section 249H (*Amount of notice of meetings*); and
- (g) section 250A (*Appointing a proxy*).

Initial Director means each person who has consented to act as a Director and who is named as a Director in SUSF's application as a company limited by guarantee.

Initial Period means a six month period beginning on the day SUSF is registered as a company limited by guarantee.

Maximum Term means the maximum number of consecutive years that a Director may hold office.

Member means a member as described in clause 6 who is entitled to vote at general meetings of SUSF.

Nominations Committee means a committee that is constituted in the manner set out in Schedule 1 for the purposes set out in Schedule 1.

Nominations Committee Member means a member of the Nominations Committee.

Object means the object of SUSF set out in clause 4.2.

Register means the register of Members of SUSF.

Registered Entity means a body corporate registered under the ACNC Act.

Residential College means each of:

- (a) Sancta Sophia College;
- (b) St Andrew's College;
- (c) St John's College;
- (d) St Paul's College;
- (e) Wesley College; and
- (f) Women's College.

Reviewer means a reviewer under the ACNC Act.

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of SUSF and if there are joint secretaries, any one or more of those joint secretaries.

Senate means the Senate of the University.

¹ As of the date of adoption of this Constitution there are six faculties. With effect from 1 January 2020 two Faculties are expected to merge, leaving five Faculties in total.

Special Resolution has the meaning given in the Corporations Act².

Student Director means a Director referred to in clause 28.2(d).

SUSF means Sydney University Sport and Fitness Limited.

Tax Act means the *Income Tax Assessment Act 1997* (Cth) and includes any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to SUSF.

Term has the meaning given in clause 30.1.

University means the University of Sydney.

University School means a division within the University specialising in specific subjects or disciplines³.

University Schools' Group has the meaning given in clause 6.5.

Vice-Chancellor means the Vice-Chancellor of the University.

Voting Member means a Member:

- (a) who is entitled to be present at a general meeting;
- (b) who is present at the meeting in any of the ways set out in clause 13; and
- (c) in respect of whom there is at least one item of business to be considered at the meeting on which the Member is not disqualified from voting.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) headings are for ease of reference only and do not affect interpretation;
- (d) footnotes are to assist the reader only and do not affect interpretation;
- (e) a reference to this Constitution includes any schedule or annexure;
- (f) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution;
- (g) in a schedule, a reference to a paragraph is a reference to a paragraph of that Schedule and a reference to a clause is a reference to a clause in the body of the Constitution;
- (h) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (i) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency;
- (j) a reference to time is a reference to New South Wales, Australia time;
- (k) a reference to a statute, ordinance, code or other law includes regulations and other instruments made under it and consolidations, amendments, re-enactments or replacements of any of them; and

² As at the date of adoption of this Constitution, section 9 of the Corporations Act defines a special resolution as a resolution: (i) of which notice as set out in paragraph 249L(1)(c) has been given; and (ii) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

³ At the date of adoption of this Constitution there are three University Schools.

- (l) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Application of the Corporations Act and ACNC Act

- 3.1 If, while SUSF is a Registered Entity, the Corporations Act operates so that an Imported Provision does not apply to SUSF because SUSF is a Registered Entity:
 - (a) a clause in the same terms as an Imported Provision, along with any relevant definitions in the Corporations Act, is deemed to be included in this Constitution and to apply to SUSF to the extent the Imported Provision would have applied to SUSF were SUSF not a Registered Entity (**Equivalent Clause**); and
 - (b) a reference in this Constitution to an Imported Provision is deemed to be a reference to the Equivalent Clause.
- 3.2 The provisions of the Corporations Act that apply to certain companies as replaceable rules are displaced by this Constitution in their entirety and do not apply to SUSF.
- 3.3 For the purposes of this Constitution, if the provisions of the Corporations Act or the ACNC Act conflict with the terms of this Constitution on the same matter, the provisions of the relevant Act prevail to the extent of the conflict.

Object

4. Object

- 4.1 SUSF is a not-for-profit public company limited by guarantee which is established to be, and to continue to be, a charity with the object set out in clause 4.2.
- 4.2 SUSF's object is to promote the health and wellbeing of members of the University, and members of the Clubs and general communities through the provision of sport and recreational activities and facilities and through supporting the activities of the Clubs and otherwise to:
 - (a) promote and support the performance of athletes at competitive levels; and
 - (b) provide sports and fitness opportunities for recreational participants.
- 4.3 SUSF may only exercise the powers in section 124(1) of the Corporations Act to:
 - (a) carry out the Object; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.3(a).

Income and property of SUSF

5. Income and property of SUSF

- 5.1 The income and property of SUSF will only be applied towards the promotion of the Object.
- 5.2 No income, profits or assets (whether in money, property or other benefits) will be paid, distributed or transferred directly or indirectly to any Member of SUSF except for, subject to clause 40, payments to a Member as genuine compensation for services provided to, or reasonable expenses incurred on behalf of, SUSF, or such other payments, distributions or transfers as may be permitted by the Applicable Not-for-profit Laws.

Membership

6. Eligibility to be a Member

- 6.1 To be a Member, a person must meet the eligibility requirements set out in this clause 6 at the time they become a Member and at all times while a Member.
- 6.2 A person is eligible to be a Member if the person:
- (a) holds one of the following positions within the University, or (if there is no position with that title at that time, holds a position within the University that the Board has determined is an equivalent position):
 - (i) Vice-Chancellor;
 - (ii) Deputy Vice-Chancellor (Education); or
 - (iii) Pro-Vice-Chancellor (Student Experience) of the University;
 - (b) holds the position of Chief Executive Officer of SUSF, or (if there is no position with that title at that time, holds a position within SUSF that the Board has determined is an equivalent position);
 - (c) is a Director;
 - (d) is a representative of a Club who is nominated under clause 6.3; or
 - (e) is a representative of a Faculty who is nominated under clause 6.4; or
 - (f) is the representative of the University Schools' Group who is nominated under clause 6.5 or
 - (g) is a representative of a Residential College who is nominated under clause 6.6.
- 6.3 Each Club can nominate one person to be its representative in accordance with clause 6.7, and that person must:
- (a) be an office-bearer of the Club;
 - (b) not be a representative of another Club, Faculty or Residential College; and
 - (c) not be a Member in any other capacity.
- 6.4 Each Faculty can nominate one person to be its representative in accordance with clause 6.7, and that person must:
- (a) not be a member of a Club;
 - (b) not be a representative of another Faculty, Club or Residential College; and
 - (c) not be a Member in any other capacity.
- 6.5 The University Schools, acting as a group (**University Schools' Group**), can nominate one person to be their representative in accordance with clause 6.7, and that person must:
- (a) not be a member of a Club;
 - (b) not be a representative of a Faculty, Club or Residential College; and
 - (c) not be a Member in any other capacity.
- 6.6 Each Residential College can nominate a person to be its representative in accordance with clause 6.7, and that person must:
- (a) not be a member of a Club;
 - (b) not be a representative of another Residential College, Club, Faculty or University Schools' Group; and

- (c) not be a Member in any other capacity.
- 6.7 A Club, Faculty, the University Schools' Group or a Residential College can nominate a person to be its representative only if:
- (a) the nomination is in a form approved by the Board from time to time;
 - (b) the nomination is given to the Board at the time the relevant person applies for membership; and
 - (c) at that time, the relevant Club, Residential College, Faculty or the University Schools' Group has not nominated any other person as its representative.

7. Admission to membership

- 7.1 A person who is eligible to be a Member in accordance with clause 6 may apply to be a Member by:
- (a) giving the Directors an application that is in writing, signed by the applicant, in a form approved by the Directors, and that specifies which eligibility requirement the Member meets; and
 - (b) giving the Directors evidence that the applicant meets the relevant eligibility requirements.
- 7.2 The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
- (a) subject to clause 7.3, accept or reject the application; or
 - (b) ask the applicant to give more evidence of eligibility for membership.
- 7.3 The Directors may reject an application under clause 7.2(a) only if they have reasonable grounds for doing so, and they must provide a written explanation of the grounds on which they have rejected an application to:
- (a) the applicant; and
 - (b) in the case of a person nominated by a Club, Faculty, University Schools' Group or Residential College, to their nominator.
- 7.4 If the Directors ask for more evidence under clause 7.2(b), their determination of the application for membership is deferred until the evidence is given.
- 7.5 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- 7.6 Each Member is admitted as a Member who meets the eligibility requirement specified in the Member's application.

8. Ceasing to be a Member

- 8.1 A Member's membership of SUSF will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary or any later date specified in the notice;
 - (b) if the Member ceases to meet the eligibility requirements applicable to that Member;
 - (c) if the Member is a representative of a Club, Faculty, University Schools' Group or Residential College and the relevant Club, Faculty, University Schools' Group or Residential College gives the Board a properly authorised written notice stating that it no longer wishes the person to be its representative, in which case the person ceases to be a

- Member with effect from the date of the notice, or with effect from any later date specified in the notice;
- (d) if the Directors determine that the Member has engaged in conduct that, in the opinion of the Directors, is prejudicial to the interests of SUSF, provided that the determination is made as follows:
 - (i) the Member is given at least 21 days' notice of the proposed resolution and is given the opportunity to be heard at the meeting at which the resolution is proposed; and
 - (ii) the resolution is passed by a majority of three-quarters of the Directors present and voting at the meeting of Directors;
 - (e) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or becomes a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence; and
 - (f) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

8.2 The Secretary must record a cessation of membership in the Register.

9. Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects SUSF or the Member's membership in SUSF, that Member must deliver the instrument appointing the attorney to SUSF for notation.
- 9.2 If SUSF asks the Member to file with it a certified copy of the instrument for SUSF to retain, the Member will promptly comply with that request.
- 9.3 SUSF may ask for reasonable evidence that the power of attorney is legally effective and continues to be in force.

General meetings

10. Annual general meeting

- 10.1 A general meeting, called the annual general meeting, must be held once in every calendar year at such time and place in Sydney, NSW, as may be determined by the Directors, provided that the time of the meeting is during an academic semester of the University.
- 10.2 While SUSF is a Registered Entity, the chairperson of an annual general meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about and make comments on the management of SUSF.

11. Calling general meeting

The Board may, at any time, call a general meeting, provided that the meeting must be held on a date that is within an academic semester of the University.

12. Notice of general meeting

- 12.1 Subject to section 249H(2) of the Corporations Act, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 12.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting;
 - (c) may specify a place and electronic address for the purposes of proxy appointment; and
 - (d) if a Special Resolution is to be proposed at the meeting, must specify an intention to propose the Special Resolution and state the resolution.
- 12.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report; or
 - (b) the appointment and fixing of the remuneration of the Auditor.
- 12.4 The Directors must give reasonable notice of the postponement or cancellation of a general meeting to all persons referred to in clause 51.1 entitled to receive notices from SUSF.
- 12.5 The accidental failure to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

13. Attendance at general meeting

- 13.1 A general meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 13.2 A Member may attend a general meeting at which the Member is entitled to be present:
- (a) in person;
 - (b) by proxy; or
 - (c) by attorney.

14. Quorum

- 14.1 No business may be transacted at a general meeting unless a quorum of Voting Members is present when the meeting proceeds to business.
- 14.2 For the purposes of clause 14.1, a quorum is the number calculated by dividing the total number of Members by five and rounding to the nearest whole number, unless the total number of Members is less than 25, in which case the quorum is five.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or

- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

15. Business of general meetings

- 15.1 Subject to clause 12.3, no business may be transacted at a general meeting unless the general nature of the business is stated in the notice convening the meeting, without the approval of the chairperson (in his or her discretion).
- 15.2 Without the approval of the chairperson (in his or her discretion), no person may move any amendments to:
 - (a) a resolution proposed at a general meeting the terms of which are set out in the notice convening the meeting; or
 - (b) a document which relates to such a resolution (where a copy of that document has been sent to Members or made available for them to inspect or obtain).

16. Chairperson of general meeting

- 16.1 The Chair, or in the Chair's absence the Deputy Chair, will be the chairperson at every general meeting.
- 16.2 The Directors present may elect a chairperson of a general meeting if:
 - (a) there is no Chair or Deputy Chair;
 - (b) neither the Chair nor Deputy Chair is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the Chair and Deputy Chair are unwilling to act as chairperson of the general meeting.
- 16.3 If no election is made under clause 16.2, then:
 - (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 16.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

17. Adjournment

- 17.1 The chairperson of a general meeting at which a quorum is present:
 - (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 17.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 17.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 17.4 Notice of an adjourned general meeting need only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

18. Decision on questions

- 18.1 Subject to a requirement under the Corporations Act that a resolution be passed as a Special Resolution, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote of a general meeting is to be decided on a show of hands unless a poll is demanded in accordance with clause 18.4.
- 18.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 18.4 A poll may be demanded by:
- (a) the chairperson of the general meeting; or
 - (b) any five or more persons present each of whom is or represents a different Member.
- 18.5 The demand for a poll may be withdrawn.
- 18.6 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 18.7 The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy or attorney.

19. Taking a poll

- 19.1 If a poll is validly demanded under clause 18.4, the poll will be taken when and in the manner that the chairperson directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 19.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 19.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 19.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

20. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson reasonably considers to be dangerous, offensive or liable to cause disruption.

21. Written resolutions of Members

- 21.1 Subject to the Corporations Act, SUSF may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Member signs the document.
- 21.2 For the purposes of clause 21.1, separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 21.3 Any document referred to in this clause 21 may be in the form of an electronic transmission, in which case it will be taken to be signed by a Member if it has been authorised by the Member in any manner approved by the Directors.

Votes of Members

22. Entitlement to vote

- 22.1 Subject to this Constitution on a show of hands and on a poll every Member has one vote.

23. Objections

- 23.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 23.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 23.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

24. Votes by proxy or attorney

- 24.1 If a Member appoints a proxy or attorney, the proxy or attorney may not vote on a show of hands.
- 24.2 A proxy or attorney need not be a Member.
- 24.3 A person cannot be appointed as a proxy or attorney for more than one Member.
- 24.4 A proxy or attorney may demand or join in demanding a poll.
- 24.5 Subject to clause 24.6, a proxy or attorney may vote on a poll.
- 24.6 A proxy may not vote on a poll on a resolution except where the appointment of the proxy directs the way the proxy is to vote on the particular resolution, in which case the proxy must vote on the poll in that way.

25. Document appointing proxy

- 25.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information set out in section 250A(1) of the Corporations Act.
- 25.2 For the purposes of clause 25.1, an appointment received at an electronic address will be taken to be signed by the Member if it has been verified in any manner approved by the Directors.

- 25.3 A proxy's appointment is valid at an adjourned general meeting.
- 25.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 25.5 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

26. Lodgement of proxy

- 26.1 Unless otherwise specified in the notice of meeting to which the proxy relates, the written appointment of a proxy or attorney must be received by SUSF at least two Business Days before the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote.
- 26.2 SUSF receives an appointment of a proxy or attorney and any power of attorney or other authority under which it was executed when they are received at:
- (a) SUSF's registered office; or
 - (b) a place or electronic address specified for that purpose in the notice of meeting.

27. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless written notification of the death, unsoundness of mind or revocation was received by SUSF before the relevant general meeting or adjourned general meeting.

Board of Directors

28. Board Composition

- 28.1 Unless re-appointed as a Director by the Nominations Committee, each Initial Director ceases to hold office on expiry of the Initial Period.
- 28.2 After the Initial Period, the Board must meet the following requirements:
- (a) there will be no fewer than eight Directors, and there will be no more than 10 Directors;
 - (b) if there are ten Directors, at least four will be female and at least four will be male;
 - (c) if there are fewer than ten Directors, at least three will be female and at least three will be male;
 - (d) there will be two Student Directors who meet the eligibility requirements in clause 29.2, one of whom must be female and one of whom must be male;
 - (e) if, at any time, a person holds the position of Chair of the University of Sydney Sport Foundation, that person will be a Director provided that the person has consented to act as a Director;
 - (f) the other Director positions will be filled by persons who are eligible in accordance with clause 29.3; and

- (g) each Director must meet the eligibility requirements applicable to all Directors under clause 29.1.

29. Eligibility of Directors

29.1 To be eligible to be a Director, a person must meet the following requirements at the time they become a Director and at all times while they are a Director:

- (a) the person must not be a current Nominations Committee Member;
- (b) the person must not have been a Nominations Committee Member during the period of 12 months before the date of that person's proposed appointment as a Director; and
- (c) the person must comply with the relevant eligibility requirements for the category of Director applicable to that person.

29.2 A person is eligible to be a Student Director if the person:

- (a) has consented to be a Director;
- (b) is enrolled as a student of the University; and
- (c) has a certificate from the Nominations Committee certifying that the Nominations Committee is satisfied that:
 - (i) the person has been validly nominated by the Clubs Advisory Committee as a Student Director and that the nomination has not been withdrawn; and
 - (ii) the Nominations Committee is not aware of any circumstance that would result in the person not continuing to be enrolled as a student of the University for the term of their appointment.

29.3 A person is eligible to be a Director referred to in clause 28.2(f) if the person:

- (a) has consented to be a Director;
- (b) is not an office-bearer of any Club; and
- (c) has a certificate from the Nominations Committee certifying that the Nominations Committee is satisfied that the person has no material current or past interest or association that would conflict with, or that could reasonably be perceived as conflicting with, that person's ability to independently exercise their judgment in carrying out their duties as a Director; and
- (d) that certificate has not been withdrawn by the Nominations Committee.

30. Period of office

30.1 Subject to clause 28.1 and clause 30.2, each Director:

- (a) is appointed for a term that commences on the date of the appointment and expires on the date determined by the Nominations Committee, which date must be no more than two years after the date the term commenced (**Term**); and
- (b) may be re-appointed under clause 32.3, provided that the Director remains eligible under clause 29 and provided that the re-appointment would not result in the Maximum Term being exceeded.

30.2 If the Nominations Committee considers it desirable for the purposes of ensuring an orderly rotation of Directors or for succession planning purposes, the Nominations Committee may appoint, or re-appoint, a Director for a Term that exceeds two years, provided that:

- (a) the Term is no more than two years and six months; and
- (b) the appointment does not result in the Maximum Term being exceeded.

30.3 Each Director holds office until:

- (a) the Director's office becomes vacant under clause 33; or
- (b) the Term of the Director's appointment expires and the Director is not re-appointed under clause 32.3.

30.4 The Maximum Term for a Director to hold office is six years, unless clause 30.5 applies, in which case the Maximum Term will be eight years.

30.5 The Maximum Term will be eight years where:

- (a) at that time the Director's Term is due to expire, the Director is either the Chair of the Board or the Chair of the Finance, Audit and Risk Committee;
- (b) if the Director were re-appointed for another Term, the Director would have been a Director for more than six consecutive years; and
- (c) if the Director were not re-appointed, the relevant position would be vacant.

31. Nominations Committee

31.1 The Nominations Committee:

- (a) is a Committee formed in accordance with Schedule 1 for the purposes of appointing Directors and otherwise for the purposes set out in Schedule 1; and
- (b) is not a Committee constituted by the Board under clause 48 and does not act under delegated authority from the Board.

31.2 The Nominations Committee must have a Charter which is consistent with the requirements of Schedule 1.

31.3 Before any person is appointed as a Nominations Committee Member, that person must execute a Deed Poll agreeing to be bound by this Constitution as if it were a contract between that person and SUSF.

31.4 Where this Constitution refers to an action taken by the Nominations Committee, that action must be taken in accordance with any requirements in Schedule 1.

31.5 The Board and the Nominations Committee will liaise with each other as required in order to give effect to this Constitution (including the requirements of Schedule 1).

32. Appointment and re-appointment of Directors

32.1 Director appointments (including re-appointments) will be made by the Nominations Committee in accordance with the requirements of this Constitution (including the requirements of Schedule 1).

32.2 A person may be appointed as a Director if:

- (a) the person is eligible to be that type of Director; and
- (b) the appointment would not result in a breach of the Board composition requirements in clause 28.

32.3 A person may be re-appointed as a Director if:

- (a) the person remains eligible to be that type of Director;
- (b) the re-appointment would not result in a breach of the Board composition requirements in clause 28; and
- (c) the re-appointment would not result in the Maximum Term being exceeded.

33. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) becomes ineligible to be a Director of SUSF under the ACNC Act while SUSF is a Registered Entity;
- (b) ceases to be a Director by operation of the Corporations Act or by operation of the ACNC Act;
- (c) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (d) ceases to meet the eligibility requirements applicable to that Director;
- (e) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors and the Nominations Committee incapable of performing his or her duties;
- (f) resigns by notice in writing to SUSF;
- (g) is removed by a resolution of the Members in general meeting in accordance with section 203D of the Corporations Act;
- (h) is removed by the Vice-Chancellor in accordance with the clause 55(f)(iii);
- (i) is absent from Directors' meetings for six consecutive months without leave of absence from the Directors; or
- (j) is directly or indirectly interested in any contract or proposed contract with SUSF and fails to declare the nature of the interest as required by the Corporations Act.

Officeholders

34. Chair and Deputy Chair

- 34.1 The Nominations Committee may appoint one of the Directors to be the Chair of SUSF, and may suspend or remove him or her from that position.
- 34.2 The Nominations Committee may appoint one of the Directors to be the Deputy Chair of SUSF, and may suspend or remove him or her from that position.
- 34.3 The Chair and Deputy Chair will cease to hold office if they cease to hold office as a Director.

35. Chief Executive Officer

- 35.1 The Board must appoint a person, other than a Director, to be the Chief Executive Officer of SUSF.
- 35.2 The terms on which the Chief Executive Officer is appointed will be determined by the Board, and the Board may, subject to the terms of that appointment, suspend or remove the Chief Executive Officer from that position.

Powers and duties of Directors

36. Powers and duties of Directors

- 36.1 The business of SUSF is managed by the Directors who may, subject to clause 36.2, exercise all powers of SUSF that this Constitution and the Corporations Act do not require to be exercised by SUSF in general meeting.

- 36.2 The Board must at all times:
- (a) adopt and evaluate their own governance principles; and
 - (b) document and keep updated a corporate or business strategy containing achievable and measurable performance targets.
- 36.3 In addition to each Director's responsibilities at law, each Director is responsible and accountable for SUSF's compliance with its Object and must:
- (a) exercise the Director's powers and discharge the Director's duties in compliance with the Corporations Act;
 - (b) comply with the Corporations Act in relation to the disclosure of the Director's interest; and
 - (c) at all times while SUSF is a Registered Entity, each Director is subject to, and must comply with the duties described in governance standard 5 of the regulations made under the ACNC Act.

Proceedings of Directors

37. Directors' meetings

- 37.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 37.2 The Board must hold a minimum of four meetings in each calendar year.
- 37.3 A Directors' meeting must be called on at least 48 hours' written notice of a meeting to each Director.
- 37.4 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 37.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 37.6 Subject to clause 41, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 37.7 Clauses 37.4 to 37.5 apply to meetings of Committees as if all Committee members were Directors.
- 37.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 37.9 A quorum for meetings of Directors is five Directors.
- 37.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.
- 37.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

38. Chairperson of Directors' meetings

- 38.1 If the Chair is present at a Directors' meeting and is eligible to vote at that meeting, the Chair will act as chairperson at that Directors' meeting.

- 38.2 If the Chair is not present at a Directors' meeting within 15 minutes after the time appointed for the meeting to begin, or is not eligible to vote at that meeting, the Deputy Chair will act as chairperson at the meeting.
- 38.3 If the Chair or Deputy Chair is not present at any Directors' meeting within 15 minutes after the time appointed for the meeting to begin, or if they are unwilling or unable to act, the Directors present must elect a Director to be chairperson of the meeting.

39. Decision on questions

- 39.1 Questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and each Director has one vote.
- 39.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

Payments to Directors

40. Payments to Directors

- 40.1 SUSF is prohibited from paying fees to a Director for performance of the Director's duty as a Director.
- 40.2 SUSF may make the following other payments to a Director:
- (a) payment of out of pocket expenses incurred by the Director in the performance of any duty as Director of SUSF where the amount payable does not exceed the amount previously approved by the Directors of SUSF;
 - (b) payment for any service rendered to SUSF by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of SUSF and where the amount payable is approved by the Directors of SUSF and is not more than an amount which commercially would be reasonable payment for the service;
 - (c) payment relating to an indemnity in favour of the Director that has been previously approved by the Directors of SUSF and that is permitted by section 199A of the Corporations Act; and
 - (d) payment of premiums for a contract of insurance (other than where such payment is prohibited by section 199B of the Corporations Act).

41. Directors' interests

- 41.1 No contract made by a Director with SUSF and no contract or arrangement entered into by or on behalf of SUSF in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 41.2 No Director contracting with or being interested in any arrangement involving SUSF is liable to account to SUSF for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 41.3 A Director is not disqualified merely because of being a Director from contracting with SUSF in any respect.

- 41.4 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 41.5 Subject to any contrary requirement in this Constitution with respect to eligibility to be a Director or otherwise, a Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by SUSF or in which SUSF may be interested as a vendor, shareholder or otherwise and is not accountable to SUSF for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

42. Remaining Directors

- 42.1 The Directors may act even if there are vacancies on the board.
- 42.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) call a general meeting; or
 - (b) resolve that:
 - (i) SUSF is insolvent, or is likely to become insolvent at some future time; and
 - (ii) an administrator of SUSF should be appointed; and
 - (c) where there is a proposal to wind up SUSF:
 - (i) make an inquiry into the affairs of SUSF for the purposes of determining whether SUSF will be able to pay its debts in full within a period not exceeding 12 months after the commencement of the winding-up;
 - (ii) at a meeting of directors, form an opinion as to whether SUSF will be able to pay its debts in full within a period not exceeding 12 months after the commencement of the winding-up;
 - (iii) if they form an opinion that SUSF is able to pay its debts in full within a period not exceeding 12 months after the commencement of the winding-up, make a written declaration to that effect; and
 - (iv) provide the University with 14 days' notice of any proposal to wind up SUSF under clause 53.1.

43. Delegation

- 43.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a Committee in accordance with clause 48.5.
- 43.2 The Directors may at any time revoke any delegation of power to a Committee.
- 43.3 A Committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

44. Written resolutions

- 44.1 The Directors may pass a resolution without a Director's meeting being held if 75% of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed once 75% of Directors have signed.
- 44.2 For the purposes of clause 44.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 44.3 Any document referred to in this clause may be in the form of an electronic transmission.
- 44.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause.
- 44.5 This clause applies to meetings of Committees as if all members of the committee were Directors.

45. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

46. Minutes and Registers

- 46.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and Committees;
 - (c) all resolutions passed by Directors;
 - (d) all appointments of officers; and
 - (e) all orders made by the Directors and Committees acting under delegated authority.
- 46.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 46.3 SUSF must keep all registers required by this Constitution and the Corporations Act.

Secretary

47. Secretary

- 47.1 There must be at least one secretary of SUSF appointed by the Directors after consultation with the Chief Executive Officer, for a term and at remuneration and on conditions determined by them.
- 47.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 47.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 47.4 The Secretary will:

- (a) support the Board;
- (b) take overall responsibility for producing minutes for both the Board and any Committee meetings;
- (c) ensure due dates for returns are adhered to;
- (d) ensure that SUSF meets its legal and regulatory obligations under the Corporations Act and other relevant legislation; and
- (e) ensure that company registers are kept up-to-date.

Committees

48. Committees

- 48.1 The Board may constitute Committees consisting of Directors or any other persons the Board considers appropriate for the purposes of carrying out functions allocated to those Committees under their Charters, including Committees formed for the purposes of considering matters within their Charter and making recommendations to the Board on those matters.
- 48.2 The Board must constitute a Committee to consider finance, risk and audit matters (**Finance, Audit and Risk Committee**).
- 48.3 At least one member of each Committee must be a Director with appropriate qualifications and experience.
- 48.4 Before the Board appoints a member to a Committee who is not a Director, the Nominations Committee must consider the proposed appointment and agree to the appointment on the basis that the person has the appropriate skills and experience to carry out their role.
- 48.5 The Board may:
 - (a) delegate to a Committee any of its powers or discretions as it sees fit; and
 - (b) authorise a Committee to sub-delegate any of the powers or discretions delegated to the Committee.
- 48.6 When carrying out any delegated powers or discretions, a Committee must comply with its Charter and any other requirements imposed by the Board.

Inspection of records

49. Inspection of records

- 49.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of SUSF or any of them will be open for inspection by Members other than Directors.
- 49.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of SUSF unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

50. Service of notices by SUSF

50.1 Notice may be given by SUSF to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post or electronic notification to the person at the person's address shown in the Register (if the person is a Member) or the address supplied by the person to SUSF for sending notices to the person; or
- (c) in the case of notices to be given to the University, by delivering it personally to the Office of the Vice-Chancellor.

50.2 A notice sent by post is taken to be given:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the second Business Day after the day on which it was posted.

50.3 A notice sent by electronic notification is taken to be given by properly addressing the electronic notification and transmitting it.

50.4 A certificate in writing signed by a Director, Secretary or other officer of SUSF that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

50.5 Subject to the Corporations Act the signature to a written notice given by SUSF may be written or printed.

51. Persons entitled to notice of general meeting

51.1 Notice of every general meeting must be given to:

- (a) every Member; and
- (b) any Auditor.

51.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts

52. Audit and accounts

52.1 The Directors must cause SUSF to keep written financial records in relation to the business of SUSF in accordance with the requirements of the Corporations Act.

52.2 The Directors must cause the financial records of SUSF to be audited in accordance with the requirements of the Corporations Act.

Winding up

53. Winding up

53.1 The Directors must give the University at least 14 days' notice before it sends out notices of any general meeting at which:

- (a) a resolution for the voluntary winding up of SUSF is to be proposed; or
- (b) a resolution for the appointment of a voluntary administrator is to be considered.

53.2 If SUSF is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of SUSF for the:
- (c) payment of debts and liabilities of SUSF (in relation to clause 53.2(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,
the amount of \$2.

53.3 If any surplus remains following the winding up of SUSF, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to:

- (a) the University, for use to promote similar charitable purposes to the Object, provided the University is at that time an Eligible Recipient; or
- (b) if the University is not at that time an Eligible Recipient, to an Eligible Recipient that is required to apply its assets and income to promoting charitable objects that are similar to the Object, such Recipient to be determined by the Members by Special Resolution at or before the winding up and in default, by application to the Supreme Court of New South Wales for determination.

53.4 For the purposes of this clause, **Eligible Recipient** means an entity that:

- (a) is required to apply its income, profits and assets to promoting charitable objects; and
- (b) cannot at law make, or is prohibited by its constituent documents from making, distributions of its income, profits or assets to any members of the entity.

Indemnity

54. Indemnity

54.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, SUSF indemnifies every person who is or has been an officer of SUSF against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of SUSF (including liabilities incurred by the officer as an officer of a subsidiary of SUSF where SUSF requested the officer to accept that appointment); and
- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of SUSF (including legal costs incurred by the officer as an officer of a subsidiary of SUSF where SUSF requested the officer to accept that appointment).

- 54.2 The amount of any indemnity payable under clauses 54.1(a) or 54.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing SUSF with a GST tax invoice for the GST Amount.
- 54.3 For the purposes of this clause, **officer** means:
- (a) a Director; or
 - (a) a Secretary.

55. Reserve powers

This Constitution is subject to the exercise of the following reserve powers:

- (a) where the Vice-Chancellor becomes aware that there are alleged financial, electoral or other governance irregularities concerning SUSF or the Nominations Committee (including the Nominations Committee not being properly constituted or not performing its functions) and the Vice-Chancellor believes the irregularities may be of a serious nature, the Vice-Chancellor may recommend to the Senate that the internal auditor of the University or an appropriately qualified external expert with experience in the not-for-profit or community sector (**Investigator**) carry out an investigation (**Investigation**) into the alleged irregularities;
- (b) before making any such recommendations to Senate, the Vice-Chancellor of the University will consult with the Board of SUSF;
- (c) the Senate will consider any such recommendation by the Vice-Chancellor and may, if it believes it is appropriate to do so, authorise an Investigation;
- (d) any authorisation by the Senate of an Investigation must be reported to the Directors of SUSF and, unless the Senate believes there is good reason not to do so, to the Members of SUSF;
- (e) Directors, staff and members of SUSF must provide the Investigator with all such information and documentation as the Investigator may reasonably require;
- (f) upon completion of the Investigation, the Investigator must report the findings and any recommendations to the Vice-Chancellor or the Vice-Chancellor's nominee, who may take any one or more of the following actions having regard to the findings or the recommendations:
 - (i) appoint, for a specified temporary period, an administrator with power to do all things necessary or convenient to be done for or in connection with or incidental to the management of the affairs of SUSF;
 - (ii) direct that irregularities in the constitution or conduct of the Nominations Committee be addressed;
 - (iii) remove Directors and require that the Nominations Committee appoint new Directors;
 - (iv) appoint, for a specified temporary period, an external auditor for ongoing monitoring and appraisal of SUSF; and
 - (v) implement such other steps which take account of the findings or recommendation of the Investigation; and
- (g) the Vice-Chancellor will report, in a timely way as required by the Senate, on any action taken or proposed to be taken pursuant to this clause 55 to the Senate; and will recommend how and to whom further reports will be made.

56. Amendment

56.1 This Constitution may not be amended without:

- (a) a Special Resolution of SUSF as required by the Corporations Act; and
- (b) the approval of the Senate.

56.2 The requirement in clause 56.1(b) is a further requirement as referred to in section 136(3) of the Corporations Act and any Special Resolution to change this Constitution does not have any effect unless the requirement in clause 56.1(b) has been complied with.

Schedule 1 – Nominations Committee

1. Role and responsibilities of the Nominations Committee

The role of the Nominations Committee is to:

- (a) draft a skills and experience matrix for the Board and update that matrix on a regular basis;
- (b) appoint and re-appoint Directors to the Board;
- (c) appoint and re-appoint the Chair and Deputy Chair of the Board;
- (d) identify and recommend training and education opportunities for Directors;
- (e) identify and recommend development opportunities for Student Directors and students of the University who are interested in assuming roles as Student Directors; and
- (f) assess the performance of the Board on a regular basis and report to the Board on any assessment.

2. Membership of Nominations Committee

2.1 The Nominations Committee must meet the following requirements:

- (a) the total number of Nominations Committee Members will be seven (except where there is no independent Nominations Committee member, in which case the other Nominations Committee Members will constitute the Nominations Committee for the purposes of appointing the independent Nominations Committee Member in accordance with paragraph 3.4 of this Schedule);
- (b) three Nominations Committee Members will represent the University and are appointed in accordance with paragraph 3.2 of this Schedule;
- (c) three Nominations Committee Members (who need not be members of any Club) will represent the Clubs and are appointed in accordance with paragraph 3.3 of this Schedule;
- (d) one independent Nominations Committee Member will be appointed by the other Nominations Committee Members in accordance with paragraph 3.4 of this Schedule; and
- (e) each Nominations Committee Member must meet the eligibility requirements applicable to that member.

2.2 To be eligible to be a Nominations Committee Member:

- (a) a person must not be an office-bearer of any Club at the time of appointment to, or whilst being a Member of, the Nominations Committee;
- (b) must not be a Director of SUSF, and
- (c) the person must agree by Deed Poll to be bound by the provisions of this Constitution.

3. Appointment of Nominations Committee Members

3.1 Provided that the person nominated is eligible and that the appointment is consistent with the requirements in paragraph 2.1 of this Schedule, a person becomes a Nominations Committee Member when:

- (a) (in the case of a University representative or Clubs' representative) the person is validly nominated in accordance with paragraph 3.2 or paragraph 3.3 of this Schedule (as applicable), and the appointment is made with effect from the date specified in the nomination; and

- (b) (in the case of the independent Nominations Committee Member) the person is validly nominated in accordance with paragraph 3.4 of this Schedule, and the appointment is made with effect from the date determined by the Nominations Committee Members.
- 3.2 A person is appointed to the Nominations Committee as a University representative if:
 - (a) the person is nominated by the Senate, after consultation with the Vice-Chancellor; and
 - (b) the nomination specifies the date on which the person will become a Nominations Committee Member.
- 3.3 A person is appointed as a Clubs' representative if:
 - (a) the person is nominated by the Clubs Advisory Committee;
 - (b) the Chair of the Clubs Advisory Committee certifies in the nomination that the Clubs Advisory Committee has acted in accordance with the requirements of Schedule 2 when selecting the person nominated; and
 - (c) the nomination specifies the date on which the person will become a Nominations Committee Member.
- 3.4 A person is appointed as the independent Nominations Committee Member if:
 - (a) the person is appointed by simple majority vote of the Nominations Committee constituted by the University representatives and the Clubs representatives; and
 - (b) the person has demonstrated, to the satisfaction of the Nominations Committee, that the person has no material current or past interest or association that would conflict with, or that would be reasonably perceived to conflict with, that person's ability to independently exercise their judgment in carrying out their duties as a Nominations Committee Member.
- 3.5 Nominations Committee Members are appointed for an initial term of up to two years, and are eligible for re-appointment for a maximum of two additional terms.

4. Chair of the Nominations Committee

- 4.1 The Chair of the Nominations Committee will:
 - (a) chair meetings of the Nominations Committee;
 - (b) ensure that consideration of candidates for the role of Director proceeds according to the criteria outlined in this Constitution; and
 - (c) ensure that minutes are taken of Nominations Committee meetings, and that those minutes accurately record proceedings and resolutions made.
- 4.2 With effect from the establishment of the Nominations Committee until the expiry of one year after SUSF is registered as a company, the Chair of the Nominations Committee will be an external facilitator who will not be a Nominations Committee Member and will not vote on matters considered by the Nominations Committee.
- 4.3 Following the period referred to in paragraph 4.2, the external facilitator will continue to be the Chair unless the Nominations Committee appoints as the Chair the Nominations Committee Member referred to in paragraph 2.1(d) of this Schedule.

5. Meetings of the Nominations Committee

- 5.1 The Nominations Committee must meet:
 - (a) at least once every six months, with at least one meeting taking place during each academic semester of the University; and
 - (b) otherwise as required to carry out the Nominations Committee's role.

- 5.2 A meeting of the Nominations Committee is convened by the Chair of the Nominations Committee.
- 5.3 A meeting of the Nominations Committee may be held by the Nominations Committee Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussions.
- 5.4 A Member of the Nominations Committee who participates in a meeting held in accordance with this Schedule is taken to be present and entitled to vote at the meeting.
- 5.5 Members of the Nominations Committee need not all be physically present in the same place for a Members' meeting to be held, save where the business to be transacted .by the meeting is face-to-face interviews with third parties in which event the Members involved in interviews must be physically present in the same place as the interviewee(s).
- 5.6 No business may be transacted at a meeting of the Nominations Committee unless a quorum of Members is present.
- 5.7 A quorum is five Nominations Committee Members which must include at least two University representatives and two Clubs' representatives.
- 5.8 If all Nominations Committee Members do not agree on a matter to be determined by the Nominations Committee, the Members will conduct a poll under which each Nominations Committee Member has one vote, and the matter will be determined by the approval of a majority of at least 75% of the total number of votes.
- 5.9 Meetings will be chaired by the Chair, and in the absence of the Chair will be chaired by a Nominations Committee Member appointed by the Nominations Committee for that purpose.
- 5.10 In all other respects, and subject to any requirements set out in the Nominations Committee's Charter, the Nominations Committee Members may meet together, adjourn and regulate their meetings as they think fit.

6. Nomination process for Directors

- 6.1 The Nominations Committee will consider nominations for persons to be appointed as Directors in accordance with this paragraph 6 and otherwise in accordance with its Charter.
- 6.2 Nominations for Student Directors will be made by the Clubs Advisory Committee in accordance with paragraph 6 of Schedule 2.
- 6.3 Nominations for Directors must include:
 - (a) the name and signature of the nominating person or name and authorised signature of the nominating body and their contact details;
 - (b) the name of the nominee and their signature indicating agreement to being considered as a Director;
 - (c) a brief resume from the nominee outlining relevant experience and skills; and
 - (d) (where the person is nominated as a Student Director) evidence that the person has been validly nominated in accordance with paragraph 6 of Schedule 2.
- 6.4 The Nominations Committee will consider the nominations for Directors received.
- 6.5 Where the person is nominated as a Student Director, the Nominations Committee will review the information provided in accordance with paragraph 6.3 and, if the Nominations Committee is satisfied that the person has been validly nominated in accordance with paragraph 6 of Schedule 2, will prepare a certificate for the purposes of clause 29.2(c) of this Constitution.

- 6.6 Where a person is nominated as a Director referred to in clause 28.2(f) of this Constitution, the Nominations Committee will prepare a short-list of potential Directors and Members of the Nominations Committee will interview the short-listed candidates.
- 6.7 Expressions of interest in the role of Chair and Deputy Chair will be sought during interviews.
- 6.8 Members of the Nominations Committee may make all necessary enquiries to assist them in assessing the suitability of a potential Director.

Schedule 2 – Other Committees

Part A – Clubs Advisory Committee

1. Role and responsibilities of the Clubs Advisory Committee

The role of the Clubs Advisory Committee is to:

- (a) provide a forum for the Clubs to meet and share information, experience and expertise;
- (b) give input to the Board from the perspective of the Clubs on matters concerning SUSF (and the Board will consult with the Clubs Advisory Committee whenever it is practicable and relevant to do so);
- (c) appoint three Clubs' representatives to the Nominations Committee in accordance with paragraph 3.3 of Schedule 1 of this Constitution;
- (d) nominate two Student Directors to be considered for appointment by the Nominations Committee in accordance with paragraph 6 of Schedule 1 of this Constitution;
- (e) without limiting the rights of any other stakeholder or person, to identify and, if appropriate, nominate other persons for consideration for appointment as Directors by the Nominations Committee in accordance with paragraph 6 of Schedule 1 of this Constitution;
- (f) elect six members of different Clubs to the Blues Committee in accordance with paragraph 7.2(c) of this Schedule 2, and
- (g) elect two members of different Clubs to the Awards Committee in accordance with paragraph 8.2(e) of this Schedule 2.

2. Membership of the Clubs Advisory Committee

- 2.1 If a Club has both males and females participating in the sporting activities of that Club, the Club will appoint one male and one female member of the Club as members of the Clubs Advisory Committee. One of the appointed members must be either the President of the Club, or a person holding another executive position in the Club.
- 2.2 If a Club has only males or only females participating in the sporting activities of that Club, the Club will appoint one member of the Club as a member of the Clubs Advisory Committee. The member appointed must be the President of that Club, or a person holding another executive position in the Club.
- 2.3 Each member of the Clubs Advisory Committee appointed in accordance with paragraphs 2.1 and 2.2 above may appoint an alternate to attend meetings if they are unavailable.
- 2.4 The Clubs Advisory Committee will keep a register of members and alternates entitled to attend and vote at Club Advisory Committee meetings.

3. Chair of the Clubs Advisory Committee

- 3.1 The Chair of the Clubs Advisory Committee will:
 - (a) chair meetings of the Clubs Advisory Committee;
 - (b) ensure minutes are taken of Clubs Advisory Committee meetings, and that those minutes accurately record proceedings and resolutions.
- 3.2 The position of Chair will be held for a one year term beginning on 1 January of each year (or in the case of the first Chair, beginning on the date that Chair is elected under paragraph 3.3 of this Schedule) and will rotate between the Club Presidents or persons holding equivalent, or

executive, positions in each Club and who are members of the Clubs Advisory Committee, in accordance with paragraph 3.3 of this Schedule).

3.3 The first meeting of the Clubs Advisory Committee will:

- (a) select the first Chair; and
- (b) determine the order in which the Clubs occupy the position of Chair, in accordance with paragraph 3.2 in this Schedule..

4. Charter of the Clubs Advisory Committee

4.1 The Clubs Advisory Committee must have a Charter that is:

- (a) consistent with the requirements of this Schedule 2; and
- (b) approved by the Board of SUSF.

4.2 Any changes to the Clubs Advisory Committee Charter must be approved by the Board of SUSF.

5. Procedure for the appointment of Clubs' representatives onto the Nominations Committee

5.1 The Clubs Advisory Committee must, in accordance with this paragraph 5, appoint three persons to act as the Clubs' representatives on the Nominations Committee, as provided in paragraph 3.3 of Schedule 1.

5.2 Each Club may nominate one candidate for selection as a Clubs' representative on the Nominations Committee. Candidates do not need to be members of the Clubs nominating them.

5.3 Nominations are to be submitted to an agreed coordinator by the due date, and must include the name of the nominating Club, the signature of an office bearer of the nominating Club, the name of the nominee and the nominee's signature indicating a willingness to stand.

5.4 When determining which nominees will be appointed to the Nominations Committee as Clubs' representatives, the Clubs Advisory Committee must take into account the following selection criteria:

- (a) candidates must not hold office in any Club at the time they are appointed to, or while they are a member of, the Nominations Committee;
- (b) candidates should be able to demonstrate a commitment to, and understanding of, University sport and the Object of SUSF generally, as articulated in clause 4.2 of this Constitution;
- (c) candidates should be able to demonstrate an understanding of corporate governance (the role of the Board, and a general understanding of the skills and attributes of effective directors);
- (d) candidates should be able to demonstrate that they will be able to work constructively and respectfully as part of the Nominations Committee team to appoint a skilled, diverse, collaborative and effective Board of Directors for SUSF; and
- (e) candidates must be able to devote the time needed to participate in Nominations Committee meetings.

5.5 Once all nominations have been received, if there are more candidates than positions, the Clubs Advisory Committee must adopt the following process:

- (a) candidates will be asked to make a short address to a specially convened meeting of the Clubs Advisory Committee;
- (b) a secret ballot will be conducted; and

- (c) each member of the Clubs Advisory Committee will be entitled to three votes on the ballot paper. The three votes must include at least one vote for a male candidate and at least one vote for a female candidate;
 - (d) the returning officer will announce the three candidates with the highest number of votes, ensuring that the highest polling female and highest polling male candidates are both included; and
 - (e) in the event of a tied vote between candidates for one of the three Nominations Committee positions, members of the Clubs Advisory Committee will be asked to vote again between the tied candidates only.
- 5.6 The same procedure is to be adopted for any Clubs' representatives on the Nominations Committee who are standing for re-election at the end of their initial or subsequent term, in accordance with paragraph 3.5 of Schedule 1 of this Constitution.

6. Procedure for the nomination of Student Directors

- 6.1 Two students (one male, one female) enrolled at the University are to be nominated by the Clubs Advisory Committee as Student Directors of SUSF, for consideration by the Nominations Committee in accordance with paragraph 6 of Schedule 1 of this Constitution.
- 6.2 Nominations from Clubs are to be submitted to the Chair of the Clubs Advisory Committee or a person nominated by the Chair by the due date, and must include the name of the nominating Club, the signature of an office bearer of the nominating Club, the name of the nominee and the nominee's signature indicating a willingness to be considered as a Student Director of SUSF and a brief, one page resume outlining relevant experience, skills and interests.
- 6.3 Candidates nominated as Student Directors will be considered against the following criteria:
- (a) candidates must not hold office in any Clubs, or have any significant association with SUSF or its staff, which would result in a conflict of interest;
 - (b) candidates should intend at the time of nomination to be enrolled as a student of the University and be able to fulfil the role of student Director for a two year term from the date they are appointed;
 - (c) candidates should have some understanding of, and interest in, the administration of University sport and be willing to devote time to meetings with the CEO of SUSF and other staff in addition to attending the Directors' induction program and relevant training;
 - (d) candidates should have some understanding of, and interest in, corporate governance. SUSF will sponsor director training for student Directors and provide briefings for Directors on governance as it applies to not-for-profit organisations and registered entities;
 - (e) candidates must be prepared to commit to SUSF's dual objectives of promoting and supporting the performance of athletes at competitive levels as well as providing sports and fitness opportunities for recreational participants; and
 - (f) candidates should be prepared to attend up to six Board meetings per year.
- 6.4 Once all nominations have been received, if there are more candidates than positions:
- (a) candidates will be asked to make a short address to a specially convened meeting of the Clubs Advisory Committee;
 - (b) a ballot will be conducted;
 - (c) each member of the Clubs Advisory Committee will be entitled to two votes on the ballot paper. One vote must be given to a male candidate and one vote must be given to a female candidate.
 - (d) the returning officer will announce the male and female candidates with the highest number of votes, who will be nominated as the Student Directors; and

- (e) in the event of a tied vote between candidates for the Student Director positions, members of the Clubs Advisory Committee will be asked to vote again between the tied candidates only.
- 6.5 A record of the votes allocated to each candidate must be recorded by the Chair or a person nominated by the Chair, and in the event that the Nominations Committee rejects one or both of the initial nominees, the next highest polling candidates will be nominated.
- 6.6 The same procedure is to be adopted if any Student Directors are eligible to stand for re-election at the end of their initial or subsequent terms and may be considered by members of the Clubs Advisory Committee along with other candidates for Student Director positions.

Part B – Blues Committee

7. Blues Committee

- 7.1 The role of the Blues Committee is to:
 - (a) recommend Blues and Golds and such other awards as directed by the Board of SUSF; and
 - (b) to make those awards subject to the agreement of the Board of SUSF.
- 7.2 Membership of the Blues Committee shall comprise the following:
 - (a) the Chair for the time being of the Clubs Advisory Committee;
 - (b) the CEO of SUSF; and
 - (c) six other members of the Clubs appointed annually by the Clubs Advisory Committee of whom three will be female Blues, three will be male Blues, and one each of the male and female Blues will be students enrolled at the University.
- 7.3 The Blues Committee must adopt a Charter that is:
 - (a) consistent with the requirements of Part B of this Schedule 2; and
 - (b) approved by the Board of SUSF.
- 7.4 Any changes or revisions to the Charter must be approved by the Board of SUSF.

Part C – Awards Committee

8. Awards Committee

- 8.1 The role of the Awards Committee is to:
 - (a) recommend recipients of the annual Sports Awards and any other awards as directed by the Board of SUSF;
 - (b) make those awards subject to agreement by the Board of SUSF; and
 - (c) ensure existing recipients of the award of Honorary Life Membership of Sydney University Sport (SUS) continue to be recognised in the Annual Reports of SUSF and, subject to ratification by the Board of SUSF, to make future awards of Honorary Life Membership to persons who give excellent and distinguished service to sport and fitness at the University (recognising that Honorary Life Membership of SUSF is an honorary title and does not convey that the recipient is a Member of SUSF, nor entitle the recipient to be a Member of SUSF).

- 8.2 Membership of the Awards Committee shall comprise the following:
- (a) the Chair for the time being of the Clubs Advisory Committee;
 - (b) the CEO of SUSF;
 - (c) the High Performance Manager of SUSF, or equivalent;
 - (d) the Elite Athlete Manager of SUSF, or equivalent; and
 - (e) two other members of the Clubs elected annually by the Clubs Advisory Committee of whom one will be male and one will be female.
- 8.3 The Awards Committee must adopt a Charter that is:
- (a) consistent with the requirements of Part C of this Schedule 2,
 - (b) approved by the Board of SUSF; and
 - (c) any changes or revisions to the Charter must be approved by the Board of SUSF.

Schedule 3 - Sydney Uni Sport and Fitness Clubs

1. Sydney Uni Baseball Club
2. Sydney Uni Athletics Club
3. Sydney Uni Table Tennis Club
4. Sydney Uni Boat Club
5. Sydney Uni Archery Club
6. Sydney Uni Hockey Club
7. Sydney University Australian National Football Club
8. Sydney Uni Rugby League Club
9. Sydney Uni Lawn Tennis Club
10. Sydney Uni Canoe Club
11. Sydney Uni American Football Club
12. Sydney Uni Waterski & Wakeboarding Club
13. Sydney Uni Football Club (Rugby)
14. Sydney Uni Muay Thai Club
15. Sydney Uni Soccer Football Club
16. Sydney Uni Swimming Club
17. Sydney Uni Gymnastics & Cheerleading Club
18. Sydney Uni Rockclimbing & Mountaineering Club
19. Sydney Uni Touch Football Club
20. Sydney Uni Velo Club
21. Sydney Uni Ultimate Frisbee Club
22. Sydney Uni Men's Water Polo Club
23. Sydney Uni Women's Water Polo Club
24. Sydney Uni Volleyball Club
25. Sydney Uni Golf Club
26. Sydney Uni Netball Club
27. Sydney Uni Cricket Club
28. Universities Women's Cricket Club
29. Sydney Uni Fencing Club
30. Sydney Uni Kempo Karate Club
31. Sydney Uni Squash Club
32. Sydney Uni Judo Club
33. Sydney Uni Boxing Club
34. Sydney Uni Kendo Club
35. Sydney Uni Basketball Club
36. Sydney Uni Taekwondo Club
37. Sydney Uni Badminton Club
38. Sydney Uni Wrestling Club
39. Sydney Uni Handball Club
40. Sydney University Wheelchair Flames Club