

ANU Sport Constitution – Explanation of proposed changes

SUMMARY OF KEY PROPOSED CHANGES

1. Membership structure

Current membership

Currently, ANU Sport has approximately 31,200 Members, made up of all current ANU Students (approx. 28,500, based on 2024 enrolments), over 2500 Associate Members, and 12 Life Members. Because all ANU Students are automatically ANU Sport Members, it is very challenging for ANU Sport to identify all Members accurately – this means ANU Sport cannot comply with legislative requirements to have an accurate register of Members. This also makes it difficult for ANU Sport to contact its Members, including in relation to the annual general meeting and other relevant updates.

Currently, the following stakeholders are eligible to be a Member of ANU Sport:

- students are automatically Student Members
- members of a Club can apply to be Associate Members
- members of the gym can apply to be Associate Members
- participants in an ANU Sport program can apply to be Associate Members
- individuals can be appointed by ANU Members as Life Members

Member rights

Members of ANU Sport have rights and obligations in relation to the governance of the association. The key rights of a Member are a right to attend, speak and vote at the annual general meeting, elect the directors of ANU Sport, and amend the ANU Sport Constitution.

Currently, only a small proportion of Members choose to exercise their Membership rights – see table below.

	2019	2020	2021	2022	2023	2024
Members who attended AGM	59	69	58	70	43	49
Members who voted in director elections (Percentage of total members)	86 (0.30%)	117 (0.34%)	374 (1.16%)	70 (0.22%)	N/A* -	N/A* -
Total Members	27,872	34,455	32,060	31,706	30,624	28,500

*The number of nominations received was equal to or less than the number of positions available, therefore no election was held.

Explanation of change

Since incorporation, the size and scale of ANU Sport's business and participation base has significantly increased. Currently, ANU Sport cannot comply with legislative requirements because of the current model. These factors, coupled with the fact that only small proportion of Members wish to exercise their membership rights, mean that strong interest groups can have a disproportionate voting power at annual general meetings (see examples of 'Board stacking' below).

The proposed changes aim to address these issues and modernise the membership structure, while still enabling and encouraging our current stakeholders to participate in ANU Sport activities. The proposed membership structure adopts the approach taken by UniSport Australia (a key governing body for ANU Sport) as well as Sydney University Sport & Fitness (a university sport business of another Group of 8 university).

The proposed changes to clause 5:

- shift to a smaller number of 'governing' Members who represent current stakeholders of our community (i.e. these individuals will continue to have governance rights and obligations)
- still enable all individuals to engage in Clubs, the gym and ANU Sport programs as participants, without automatically having a governance role in relation to ANU Sport

The proposed governing Members of ANU Sport are:	Assuming all stakeholders apply to be governing Members, ANU Sport would have 58 Members made up of:
<ul style="list-style-type: none"> - 1 student representative per ANU Residential College - 1 representative per ANU Sport Club - ANU Sport Life Members (no change to current position) - 1 ANU Sport representative (the CEO) - 1 ANU representative 	<ul style="list-style-type: none"> - 15 student representatives of Residential Colleges - 29 representatives of Clubs - 12 Life Members - 1 ANU Sport representative - 1 ANU representative

2. Eligibility requirements to be elected to the Board

Current eligibility requirements

ANU Sport Constitution – Explanation of proposed changes

Currently, there are 6 positions on the ANU Sport Board (out of a maximum of 10 position) eligible for election by the Members. No changes are proposed to this. To be eligible for election, an individual must be:

- at least 18 years old (as required by the Act)
- a participant in a Club, the gym, or a program run by ANU Sport
- not an employee of the Association, unless they are also a Student of the ANU (in which case they are eligible)
- not ineligible or disqualified from holding office under the Act (as required by the Act)

Explanation of change

No changes are proposed to the existing eligibility requirements.

Additional requirements are being proposed to align with the Model Rules under the Act, better practice governance, and also to address the risk of ‘Board stacking’, which threatens the ability of the Board to act in the best interests of the Association as required by the Act. Board stacking is a foreseeable risk for ANU Sport. For example:

- One year, a Club nominated and elected a majority of directors to the Board and attempted to use that power to purchase an expensive piece of equipment for the Club. The proposed purchase would have represented a significant portion of ANU Sport’s total funds. The proposed purchase was not in the best interests of ANU Sport as a whole. Ultimately, the University had to intervene and the Board was subsequently spilled and re-elected. There is no certainty that the University could or would be willing to intervene in a similar situation in future.
- in 2015, several members of the ANU Students Association nominated and were elected to the Board, including as the President.
- In 2021, 3 members of a single Club attempted to be elected to the 3 positions up for election, when the President of that Club was already sitting on the Board. This would have resulted in the Club have 4 / 6 elected positions on the Board. With this majority, they would have been able to control the Board (e.g. by deciding not to appoint any further directors, or by appointing up to 3 additional members from their Club).
- Large Clubs have on occasion warned ANU Sport that they can or will attempt to stack the Board.

The proposed changes include the following additional eligibility requirements to be elected to the Board:

- an individual must not have been subject to disciplinary action in the past 2 years (clause 16.1(d)) – to align with the Model Rules set by the Act
- an individual must not have been the CEO of ANU Sport in the past 2 years (clause 16.1(e))
- a representation quota which means that, out of the 6 elected directors, there will be no more than 1 director from the same Club, Residential College or Student Association (clause 16.2) – to limit the risk of Board stacking

Below are some examples of how the representation quota would work in practice. Please note, these examples are theoretical and not based on previous election results.

	Example 1	Example 2	Example 3	Example 4
Current 3 elected directors (who have 1 year left on their term)	<ol style="list-style-type: none"> 1. an ANU Hockey Club participant 2. the President of the ANU Students Association 3. a member of Griffin Hall 	<ol style="list-style-type: none"> 1. an ANU Basketball Club participant 2. the President of the ANU Students Association 3. a member of Griffin Hall who is also an ANU Boat Club participant 	<ol style="list-style-type: none"> 1. an ANU Hockey Club participant 2. the President of the ANU Students Association who is also a resident of Burgmann College 3. a member of Griffin Hall 	<ol style="list-style-type: none"> 1. an ANU Hockey Club and ANU Mountaineering Club participant 2. the President of the ANU Students Association 3. a member of Griffin Hall
Nominations and votes for the 3 open positions for election	An ANU Hockey Club participant – 30 votes An ANU Boat Club participant – 25 votes A resident of Burgmann College – 22 votes A member of Griffin Hall – 21 votes An ANU Sport gym participant – 10 votes	An ANU Hockey Club participant – 30 votes An ANU Boat Club participant – 25 votes A resident of Burgmann College – 22 votes A member of Griffin Hall – 21 votes An ANU Sport gym participant – 10 votes	An ANU Hockey Club participant – 30 votes An ANU Hockey Club participant – 29 votes An ANU Hockey Club participant – 28 votes A resident of Burgmann College – 22 votes A resident of Burgmann College – 21 votes A member of Griffin Hall – 21 votes	An ANU Mountaineering Club participant – 30 votes The Vice President of the ANU Students Association – 25 votes An individual who was subject to disciplinary action last year – 22 votes An individual who resigned as the CEO last year – 21 votes An employee of ANU Sport – 20 votes An employee of ANU Sport who is also an ANU Student – 19 votes An ANU Sport Swing Dancing short course participant – 18 votes An ANU Sport gym participant – 10 votes
Results of the elections, applying the representation quota	The following people would be elected: <ol style="list-style-type: none"> 1. the ANU Boat Club participant 2. the member of Burgmann College 3. the ANU Sport gym participant 	The following people would be elected: <ol style="list-style-type: none"> 1. the ANU Hockey Club participant 2. the member of Burgmann College 3. the ANU Sport gym participant 	No one would be elected	The following people would be elected: <ul style="list-style-type: none"> - the employee of ANU Sport who is also an ANU Student - the participant in the Swing Dancing short course (an ANU Sport Program) - the ANU Sport gym participant
Explanation of results	Even though the Hockey Club participant got the highest votes, they would not be eligible as there is already a Hockey Club participant as an elected director on the Board Even though the member of Griffin Hall got more votes than the gym participant, they	Even though the ANU Boat Club participant got more votes than the member of Burgmann College, they would not be eligible as there is already an ANU Boat Club participant as an elected director on the Board	None of the nominees are eligible as there is already an ANU Hockey Club participant, Burgmann College resident and Griffin Hall member as elected directors on the Board Clause 16.7(b) would apply – the number of eligible nominations received is less than the 3 positions to be filled, so further	Even though the participant in the Mountaineering Club and the Vice President of ANUSA got the highest number of votes, they would not be eligible as there is already an ANU Mountaineering Club participant and ANUSA leader as elected directors on the Board The individual who resigned as CEO and the employee of ANU Sport are not eligible under clause 16.1(d) and (e)

ANU Sport Constitution – Explanation of proposed changes

	would not be eligible as there is already a member of the Griffin Hall as an elected director on the Board	Even though the member of Griffin Hall got more votes than the ANU Sport gym participant, they would not be eligible as there is already a member of the Griffin Hall as an elected director on the Board	nominations may be received at or prior to the AGM. If no other eligible nominations are received at the AGM, then clause 16.8(c)(ii) would apply – the 3 positions are taken to be vacancies which the Board may, in its discretion, fill by appointment in accordance with the process in clause 17	
--	--	---	--	--

3. Changes to comply with legislative requirements (Associations Incorporation Act 1991 (ACT))

- Inclusion of dispute resolution procedure in the Constitution (see new clause 11)

- Changes to membership structure (see above) to better enable ANU Sport to comply with requirement to have an accurate and up to date register of members (clause 6.6)

- Inclusion of references to duties of a director under the Act (e.g. duty of care and diligence, duty of good faith and proper purpose) in clause 19.3 to remind directors of their legislative obligations

- Updates to clause 26.2(c) in relation to the requirements of the ‘public officer’ for the purposes of the Act

- Replacement of clause 37 (copies of documents for Members) to adopt the drafting of clause 35 the Act

4. Changes to simplify and clarify drafting

- Simplifying drafting where possible and aligning with the Model Rules set under the Act, for example:
 - o in relation to the process for membership applications to be submitted and reviewed (clause 6)
 - o permitting virtual Board meetings (clause 21) and virtual meetings of Members (clause 27)
 - o allowing proxy voting for meetings of Members (clause 33)
 - o in relation to the process and requirements for receipt of funds (clause 34) and payment of funds (clause 35)

- Alignment of dispute resolution, discipline and appeals procedure (clause 11-13) with Model Rules set under the Act and University Sport Australia procedures

- Moving administrative matters into policy documents rather than the Constitution – e.g. moving the Club affiliation process (in current clause 16) to the Club Handbook and Affiliation Agreement

ANU Sport Constitution – Explanation of proposed changes

DETAILED CHANGES

Current Constitution	Proposed changes	Explanation of proposed changes
<p>1. Introduction</p> <p>1.1. The name of the Association is “The Australian National University Sport and Recreation Association Incorporated” (“Association”).</p> <p>1.2. This Constitution has effect from the time at which it is approved by the Council of the University.</p> <p>1.3. The Constitution may only be amended by a resolution:</p> <p>a) at a special general meeting passed by a three-quarters majority of the Members entitled to vote and present at a general meeting of the Association convened for that purpose, being a meeting of which at least 21 days’ notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the Members of the organisation; and</p> <p>b) approved by the Council of the University.</p>	<p>1. Introduction</p> <p>1.1. The name of the Association is “The Australian National University Sport & Recreation Association Incorporated” (ABN 97 944 298 310) (“Association”).</p> <p>1.2. This Constitution:</p> <p>a) replaces the model rules, in accordance with the Act; and</p> <p>b) has effect from the time at which it is approved by special resolution at a meeting of Members.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> Removal of requirement (in current clause 1.3(b)) for future changes to the Constitution to be approved by the Council of the University (in addition to a special resolution of Members of ANU Sport). This aligns with normal governance arrangements for incorporated associations – i.e. the Members can decide to amend the constitution and are not reliant on a third party to endorsement. Note: the proposed changes to the Membership clauses (see below) entitle the University to appoint a representative to exercise Membership rights <p>Other changes</p> <ul style="list-style-type: none"> Inclusion of ABN reference in clause 1.1 Inclusion of definition of “special resolution” to simplify current drafting of clause 1.3 Reference to Model Rules included in clause 1.2 (previously referred to in clause 2.4)
<p>2. Interpretation</p> <p>Definitions</p> <p>2.1. In this Constitution, unless the contrary intention appears:</p> <p>“Act” means the Associations Incorporation Act 1991 (ACT).</p> <p>“Association” means The Australian National University Sport and Recreation Association Incorporated ABN 97 944 298.</p> <p>“Board” means the Board of the Association.</p> <p>“Chief Executive Officer” means the Chief Executive Officer of the Association.</p> <p>“Club” means a club affiliated with the Association pursuant to clause 16</p> <p>“Club Handbook” means the document published by the Association from time to time including information for Clubs and requirements of affiliation with the Association.</p> <p>“elected or appointed member of the Sport and Recreation Board” means a member of the Sport and Recreation Board other than the Chief Executive Officer.</p> <p>“financial year” means the period 1 January to 31 December.</p> <p>“Member” and Membership have the meaning set out in clauses 7, 8, 9 and 12.</p> <p>“Objects” has the meaning given to it in clause 3.</p> <p>“register” means the register of Members of the Association.</p> <p>“regulations” means regulations made by the Sport and Recreation Board pursuant to clause 17.1b).</p> <p>“University” means the Australian National University.</p> <p>Interpretation</p> <p>2.2. The provisions of the Legislation Act 2001 (ACT) (or its substitute) apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under that Act.</p> <p>2.3. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be</p>	<p>2. Interpretation</p> <p>Definitions</p> <p>2.1. In this Constitution, unless the contrary intention appears:</p> <p>“Act” means the Associations Incorporation Act 1991 (ACT).</p> <p>“Association” means The Australian National University Sport & Recreation Association Incorporated (ABN 97 944 298 310).</p> <p>“Board” means the board of directors of the Association.</p> <p>“Chief Executive Officer” means the Chief Executive Officer employed by the Association.</p> <p>“Club” means a club affiliated with the Association on the terms required by the Association and listed on the register of affiliated Clubs maintained by the Association.</p> <p>“decision maker”, for the purposes of:</p> <p>(a) clauses 11 and 12 — means a person, or committee of up to 3 persons, appointed by the Board to make a decision on a dispute or disciplinary action; and</p> <p>(b) clause 13 — means a person, or committee of up to 3 persons, appointed by the Chief Executive Officer to make a decision on an appeal process.</p> <p>“financial year” means the period 1 January to 31 December.</p> <p>“Life Member” means a person appointed as a Life Member in accordance with clause 5.6.</p> <p>“Member” means a person admitted to membership of the Association under clause 6.5 and who has not ceased to be a Member under clause 9.</p> <p>“nominating organisation”, for the purposes of:</p> <p>(a) clause 5.2.a) — means the nominee’s Residential College;</p> <p>(b) clause 5.2.b) — means the nominee’s Club;</p> <p>(c) clause 5.2.d) and 5.2.d) — means the Association;</p> <p>(d) clause 5.2.d) — means the University.</p> <p>“Objects” has the meaning given to it in clause 3.</p> <p>“Program” includes:</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> Removal of definitions of terms no longer used in Constitution Correction of ABN reference in definition of “Association” Inclusion or amendment of definitions to simplify text of Constitution (e.g. including a definition for “Program” and “special resolution”) Inclusion of new terms used in proposed clauses (e.g. “decision-maker” and “nominating organisation”) New definition of “University community”, which is used in Objects clause, as an inclusive definition of the ANU Sport community and stakeholders Nil change to clause 2.2 and 2.3

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.</p> <p>2.4. Model rules under the Act are expressly displaced by this Constitution.</p>	<p>(a) pilates classes, short courses, social sport, 'Interhall Sport' and any other program run by the Association; and</p> <p>(b) representing the University or ANU Sport in intervarsity competitions, Uniport Nationals and any other competition agreed by the Association.</p> <p>“register” means the register of Members of the Association.</p> <p>“regulations” means regulations made by the Board pursuant to clause 14.1b) and as updated from time to time.</p> <p>“Residential College” means a residential organisation on campus as agreed between the University and ANU Sport. In 2025, the Residential Colleges are Bruce Hall, Burgmann College, Burton & Garran Hall, Davey Lodge, Fenner Hall, Graduate House, Griffin Hall, John XXIII College, Kinloch Lodge, Lena Karmel Lodge, Toad Hall, Ursula Hall, Wamburun Hall, Warrumbul Lodge, Wright Hall and Yukeembruk.</p> <p>“special resolution”, of a meeting of Members, means a resolution:</p> <p>(a) in relation to which notice has been given in accordance with clause 27.4; and</p> <p>(b) that is passed in accordance with clause 33.3(b).</p> <p>“Student” means a person enrolled as a student of the University.</p> <p>“Student Association” means an organisation that has a Student Services and Amenities Fee agreement with the University.</p> <p>“University” means the Australian National University governed by the Australian National University Act 1991.</p> <p>“University community” includes Students, alumni, Club members, Life Members, staff of the Association and University, and members of the broader Canberra community who interact with the University.</p> <p>Interpretation</p> <p>2.2. The provisions of the Legislation Act 2001 (ACT) (or its substitute) apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under that Act.</p> <p>2.3. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.</p>	
<p>3. Objects</p> <p>3.1. The objects of the Association are to:</p> <p>a) further the interests of sport, physical recreation and wellbeing among student and other Members, Clubs and the wider community;</p> <p>b) provide sporting and recreation facilities for student and other Members, Clubs and the wider community; and</p> <p>c) organise and facilitate sporting and recreational activities for student and other Members, Clubs and the wider community.</p>	<p>3. Objects</p> <p>3.1. The objects of the Association are to:</p> <p>a) further the interests of sport, physical recreation and wellbeing among the University community;</p> <p>b) provide sporting and recreation facilities for the University community; and</p> <p>c) organise and facilitate sporting and recreational activities for the University community.</p>	<p>Only change:</p> <ul style="list-style-type: none"> Replacement of reference to “student and other Members, Clubs and the wider community” with “the University community” to simplify drafting, reflect the proposed changes to the membership structure, and continue to capture existing ANU Sport community and stakeholders Note: new definition of “University community” at clause 2 “includes Students, alumni, Club members, Life Members, staff of the Association and University, and members of the broader Canberra community who interact with the University”, which aligns with the current stakeholders listed in the objects clause.
<p>4. Powers of the Association</p> <p>4.1. Subject to the legal capacity and powers afforded by the Act, the Association has power to do all things incidental or conducive to further the Objects.</p> <p>4.2. Without limiting the generality of clause 4.1, the Association may:</p>	<p>4. Powers of the Association</p> <p>4.1. Subject to the legal capacity and powers afforded by the Act, the Association has power to do all things incidental or conducive to further the Objects.</p> <p>4.2. Without limiting the generality of clause 4.1, the Association may:</p>	<p>Only change:</p> <ul style="list-style-type: none"> Consequential change to clause 4.2(h) by including a defined term for ‘Clubs’

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>a) acquire, hold and dispose of real or personal property; b) open and operate accounts with financial institutions; c) deal with and invest its property and money; d) raise and borrow money on any terms and in any manner as it thinks fit (including by accepting donations or sponsorship); e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; f) appoint agents to transact business on its behalf; g) enter into any other contract it considers necessary or desirable; h) affiliate clubs from time to time pursuant to clause 16; i) make loans and grants of money and equipment to Clubs; j) employ staff and appoint a salaried Chief Executive Officer whose functions are to be in accordance with this Constitution and any negotiated terms of employment; k) confer on any person whom it considers has performed meritorious service to the Association such honours and privileges as it thinks appropriate; and l) take such other action as it thinks necessary in the interest of sport, physical recreation and wellbeing related pursuits within the University and the community.</p>	<p>a) acquire, hold and dispose of real or personal property; b) open and operate accounts with financial institutions; c) deal with and invest its property and money; d) raise and borrow money on any terms and in any manner as it thinks fit (including by accepting donations or sponsorship); e) secure the repayment of money raised or borrowed, or the payment of a debt or liability; f) appoint agents to transact business on its behalf; g) enter into any other contract it considers necessary or desirable; h) affiliate Clubs from time to time; i) make loans and grants of money and equipment to Clubs; j) employ staff and appoint a salaried Chief Executive Officer whose functions are to be in accordance with this Constitution and any negotiated terms of employment; k) confer on any person whom it considers has performed meritorious service to the Association such honours and privileges as it thinks appropriate; and l) take such other action as it thinks necessary in the interest of sport, physical recreation and wellbeing related pursuits within the University and the community.</p>	
<p>5. Dissolution</p> <p>5.1. The Association shall only be dissolved by a resolution: a) at a special general meeting passed by three-quarters majority of the number of the members entitled to vote and present being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and b) approved by the Council of the University.</p> <p>5.2. If the Association is dissolved, the property of the Association shall be realised and applied in satisfaction of any debts and liabilities and the costs, charges and expenses of the dissolution.</p>	<p>38. Dissolution</p> <p>38.1 The Association shall only be dissolved by a special resolution at a meeting of Members.</p> <p>38.2 If the Association is dissolved, the property of the Association shall be realised and applied in satisfaction of any debts and liabilities and the costs, charges and expenses of the dissolution.</p>	<p>Substantive change</p> <ul style="list-style-type: none"> Removal of requirement (in current clause 5.1(b)) for dissolution of ANU Sport to be approved by the Council of the University (in addition to a special resolution of Members of ANU Sport). This aligns with normal governance arrangements for incorporated associations – i.e. the Members can decide to dissolve the association and are not reliant on a third party endorsement. Note: the proposed changes to the Membership clauses (see below) entitle the University to appoint a representative to exercise Membership rights <p>Other changes</p> <ul style="list-style-type: none"> Clause moved to clause 38 to improve readability Simplified drafting of clause 38.1 Nil changes to clause 38.2
<p>6. Surplus property</p> <p>6.1. At a special general meeting of the Association, the Association shall pass a resolution: a) passed by a three-quarters majority of the members entitled to vote and present, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and approved by the Council of the University, b) to nominate another association for the purpose of section 92(1)(a) of the Act or a fund, authority or institution for the purpose of section 92(1)(b) of the Act in which it is to vest any surplus property in the event of a dissolution.</p> <p>6.2. An association nominated under clause 6.1 must fulfil the requirements specified in section 92(2) of the Act.</p>	<p>38.3 If any surplus property remains after the process in clause 38.2, the Members may, by special resolution at a meeting of Members, nominate another association for the purpose of section 92(1)(a) of the Act or a fund, authority or institution for the purpose of section 92(1)(b) of the Act in which that surplus property is to vest in the event of a dissolution. Such an association must fulfil the requirements specified in section 92(2) of the Act.</p>	<p>Only changes</p> <ul style="list-style-type: none"> Clause moved to clause 38 to improve readability Simplified drafting
<p>7. Membership – Individuals</p> <p>7.1. The Members of the Association are the persons who:</p>	<p>N/A</p>	<p>Substantive change</p>

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>a) immediately before the time of coming into operation of this Constitution, were Members; or b) after that time, are admitted as Members in accordance with this Constitution and have not ceased to be Members.</p>		<ul style="list-style-type: none"> Removal of transition clause that was needed for 2018 amendments to constitution
<p>8. Categories of Membership</p> <p>8.1 There are 3 categories of Membership.</p> <p>a) Student Membership - all persons enrolled as an undergraduate or postgraduate student of the University are eligible for Student Membership; b) Associate Membership - the following persons are eligible for Associate Membership:</p> <ul style="list-style-type: none"> i) alumni of the University; ii) a graduate of a registered higher education provider listed on the Tertiary Education Quality and Standards Agency's National Register or any successor body recognised by the University; iii) staff of the University; iv) staff of other organisations whose place of employment is at the University campus within the Australian Capital Territory; v) Club coaches; and vi) someone whom (or a class of persons whom) is (or are) not eligible for admission under the Student Membership category but, in the opinion and at the discretion of the Board, would be a suitable Member (or Members) of the Association; and <p>c) Life Membership - a person who has rendered distinguished services to the Association and has been so designated by the Association from time to time.</p>	<p>5. Membership – eligibility</p> <p>5.1. To be a Member, a person must meet the eligibility requirements set out in this clause 5 at the time they become a Member and at all times while a Member.</p> <p>5.2. A person is eligible to be a Member if the person meets any of the following criteria:</p> <ul style="list-style-type: none"> a) is nominated by a Residential College under clause 5.3; b) is nominated by a Club under clause 5.4; c) is nominated by the University under clause 5.5; d) is appointed as a Life Member under clause 5.6; e) holds the position of Chief Executive Officer of the Association from time to time. <p>5.3. Each Residential College can nominate 1 person in accordance with clause 6.1, and that person must:</p> <ul style="list-style-type: none"> a) be a Student resident or member of that Residential College; and b) not be a Member in any other capacity. <p>5.4. Each Club can nominate 1 person in accordance with clause 6.1, and that person must not be a Member in any other capacity.</p> <p>5.5. The University can nominate 1 person in accordance with clause 6.1, and that person must not be a Member in any other capacity.</p> <p>5.6. A person who has rendered distinguished services to the Association may, by special resolution at a meeting of Members, be appointed as a Life Member of the Association upon the Board's recommendation.</p>	<p>Substantive changes</p> <ul style="list-style-type: none"> Instead of all students of ANU automatically being governing Members of ANU Sport, students are eligible to become governing Members if they are nominated as a representative of a Residential College or a Club, or if they are appointed as a Life Member. Note: All Students are still able to engage in Clubs, the gym and ANU Sport programs as participants (i.e. without governance rights and obligations) Alumni, other university graduates, ANU staff, staff on campus, Club coaches and other 'suitable' persons (previously eligible for Associate Membership) are eligible to become governing Members if they are nominated as a representative of a Residential College, a Club, the ANU, ANU Sport or if they are appointed as a Life Member. Note: All individuals who are currently eligible to become Associate Members are still able to engage in Clubs, the gym and ANU Sport programs as participants (i.e. without governance rights and obligations) Nil changes to Life Members as Members of ANU Sport See more detailed explanation for changes at top of this document
<p>9. Admission for Membership</p> <p>Student Membership</p> <p>9.1. All persons enrolled as an undergraduate or postgraduate student of the University are automatically Student Members of the Association. Such persons do not need to apply for admission.</p> <p>a) If a Student Member has resigned their Membership and subsequently wishes to renew their Membership, the student must apply in writing to the Association with documentation evidencing their current enrolment as an undergraduate or postgraduate student of the University. Where the Association is satisfied that the person is eligible for admission, the person shall become a Student Member of the Association.</p> <p>Associate Membership</p> <p>9.2. A person who is eligible for admission as an Associate Member under a category listed in clause 8.1.b)i) to 8.1.b)v) may apply in writing to the Association for admission each year. Upon payment of the annual Membership fee set by the Board from time to time pursuant to clause 10.1, and where the Association is satisfied that the person is eligible for admission, the person shall become an Associate Member of the Association.</p>	<p>6. Admission to membership</p> <p>Submission of application form</p> <p>6.1. A nominating organisation may nominate a person (the 'applicant') to be a Member by submitting to the Association a written application in a form approved by the Board, including evidence of the applicant's eligibility to be a Member.</p> <p>Approval or rejection of application for membership</p> <p>6.2. As soon as practicable after receiving an application for membership, the Association must decide whether to approve or reject the application.</p> <p>6.3. In considering an application for membership, the Association may request further evidence of the applicant's eligibility to be a Member.</p> <p>6.4. The Association may reject an application for membership if:</p> <ul style="list-style-type: none"> a) the application does not comply with the requirements in clause 6.1; or b) disciplinary action has been taken against the applicant in the previous 5 years; or 	<p>Substantive change</p> <ul style="list-style-type: none"> All persons who wish to be a governing Member of ANU Sport must submit an application for Membership (i.e. ANU students no longer automatically become governing Members), This aligns with the process under the Model Rules under the Act Clarity on when an application can be rejected based on the Model Rules under the Act - (1) if the application form is not complete / doesn't include evidence of eligibility, (2) if the applicant has been subject to ANU Sport disciplinary action in the past 5 years or (3) if the applicant doesn't agree to support ANU Sport's objects and comply with the Act, the Constitution and ANU Spory policies and procedures.

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>9.3. A person (or class of persons) who is (or are) not otherwise eligible for admission under an Associate Member category listed in clause 8.1.b)i) to 8.1.b)v) may apply in writing to the Board for admission each year. The person (or class of persons) must include in their application a statement evidencing their suitability for Membership by describing how that person (or class of persons) would contribute to the Association. Pursuant to clause 8.1.b)vi), if the Board is satisfied that the person (or class of persons) would be a suitable Member (or Members) of the Association, the Board may, in its discretion, admit that person (or class of persons) under the Associate Membership category.</p> <p>Life Membership</p> <p>9.4. A person who has rendered distinguished services to the Association may, by a resolution passed by a two-thirds majority of Members present and voting at the annual general meeting, be appointed as a Life Member of the Association.</p> <p>a) The Board must make a recommendation that the person be so appointed at least 14 days prior to the annual general meeting.</p> <p>9.5. The Chief Executive Officer will keep and maintain a register of Members, as required under the Act.</p>	<p>c) not satisfied that the applicant will support the Association’s Objects and comply with the Act and the Association’s Constitution, processes and procedures.</p> <p>6.5. As soon as practicable after the Association has made a decision to approve or reject an application for membership, the Association must notify the applicant and nominating organisation. If the Board:</p> <p>a) approves an application, the applicant is admitted as a Member; and</p> <p>b) rejects an application, the Association must provide a written explanation of the grounds on which it has rejected the application.</p> <p>Register of Members</p> <p>6.6. The Association will keep and maintain a register of Members, as required under the Act.</p>	
<p align="center">10. Membership Fees</p> <p>10.1. Associate Members must pay an annual Membership fee as determined by the Board from time to time.</p> <p>10.2. Any Member who has not paid all monies due and payable to the Association will have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or earlier at the Board’s discretion.</p>	<p align="center">7 Membership fees</p> <p>7.1. Members or their nominating organisation must pay an annual Membership fee (if any) as determined by the Association from time to time.</p> <p>7.2. Any Member or nominating organisation that has not paid all monies due and payable to the Association will have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or earlier at the Board’s discretion.</p>	<p>Substantive change</p> <ul style="list-style-type: none"> • Including flexibility for ANU Sport to charge an individual or their nominating organisation (e.g. a Residential College, Club or the ANU) a Membership fee • Note: ANU Sport will not charge governing Membership fees at this time. ANU Sport will continue to charge fees at the participation level – e.g. if an individual wishes to join a Club, gym or Program. No change is proposed to these fees at this time
<p align="center">11. Rights of Members</p> <p>11.1. Each Member of the Association is eligible to attend, speak and is entitled to 1 vote at any general meeting or in any election of the Association.</p> <p>11.2. The right, privilege or obligation which a person has by reason of being a Member:</p> <p>a) is not capable of being transferred or transmitted to another person; and</p> <p>b) terminates upon cessation of the person’s Membership.</p>	<p align="center">8. Effect of membership</p> <p>8.1. Each Member of the Association:</p> <p>a) is eligible to attend and speak at a meeting of Members; and</p> <p>b) is entitled to 1 vote on each question arising at a meeting of Members or in any election of the Association; and</p> <p>c) may vote:</p> <p> i) personally; or</p> <p> ii) if an authorisation of a proxy has been accepted by the Board under clause 33.10—by proxy.</p> <p>8.2. The right, privilege or obligation which a person has by reason of being a Member:</p> <p>a) is not capable of being transferred or transmitted to another person; and</p> <p>b) terminates upon cessation of the person’s Membership.</p> <p>8.3. Members acknowledge and agree that:</p> <p>a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the regulations, policies and procedures of the Association;</p> <p>b) they shall comply with and observe this Constitution and the regulations, policies and procedures of the Association, and any determination which may be made or passed by the Board or other entity with delegated authority;</p>	<p>Substantive changes</p> <ul style="list-style-type: none"> • New right of Members to vote via proxy (instead of in person) based on the Model Rules under the Act • New clause 8.3 to clarify the legal relationship between ANU Sport and Members (based on NSW Regional Sport templates)

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p>c) the Constitution and the regulations, policies and procedures of the Association are necessary and reasonable for promoting the Objects; and</p> <p>d) neither membership of the Association nor this Constitution gives rise to:</p> <p style="padding-left: 40px;">i) any proprietary right of Members in, to or over the Association or its property or assets; or</p> <p style="padding-left: 40px;">ii) any automatic right of a Member to renewal of their membership of the Association.</p>	
<p align="center">12. Cessation and resignation of Membership</p> <p>12.1. A person ceases to be a member of the Association if the person:</p> <p>a) dies;</p> <p>b) resigns from Membership by giving written notice to the Chief Executive Officer;</p> <p>c) is expelled from Membership pursuant to clause 14;</p> <p>d) had an Associate Membership and fails to renew their Membership or pay the annual Membership fee pursuant to clause 10.1; or</p> <p>e) had a Student Membership and ceases to be a student of the University. For clarity, it is open for that person to apply for Associate Membership if they meet one of the eligibility requirements under clause 8.1.b).</p> <p>12.2. Where a person ceases to be a Member, the Chief Executive Officer shall make an appropriate entry in the register recording the date of which that person ceased to be a Member.</p>	<p align="center">9. Cessation and resignation of membership</p> <p>9.1. A person ceases to be a Member of the Association if the person:</p> <p>a) resigns from Membership by giving written notice to the Chief Executive Officer, or (in the case of the Chief Executive Officer) to the President of the Board;</p> <p>b) ceases to meet the eligibility requirements under clause 5;</p> <p>c) is a nominee of a Residential College, a Club or the University, and the relevant nominating organisation gives the Association a properly authorised written notice stating that it no longer wishes the person to be its nominee;</p> <p>d) is suspended or expelled from membership;</p> <p>e) fails to pay the annual Membership by the due date;</p> <p>f) dies or is not physically or mentally fit to exercise the functions of membership; or</p> <p>g) is convicted of an indictable offence.</p> <p>Updating the Register of Members</p> <p>9.2. Where a person ceases to be a Member, the Chief Executive Officer shall remove information about the person from the register of Members as soon as practicable.</p>	<p>Substantive changes</p> <ul style="list-style-type: none"> • New drafting to clarify that a person will cease to be a Member if they no longer meet the eligibility requirements – e.g. <ul style="list-style-type: none"> ○ A resident of a Residential College that moves out ○ A Club representative that leaves the Club ○ A Life Member who passes away ○ A CEO of ANU Sport who resigns • New drafting to permit a Residential College, Club or the ANU to remove or replace the individual it has nominated as its representative • New drafting which means that a person will cease to be a Member (in addition to current reasons) if they: <ul style="list-style-type: none"> ○ are suspended (clause 9.1(d)), ○ become physically or mentally unfit to exercise the functions of a Member (clause 9.1(f)), or ○ are convicted of an indictable offence (clause 9.1(g)) • Drafting aligned with the requirements of the Act in relation to updating the register of Members so that a person who has ceased to be a Member is removed from the register
<p align="center">13. Liability of Members</p> <p>13.1 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, changes and expenses of the dissolution of the Association is limited to the amount, if any, unpaid by the Member in respect of annual Membership fees and all outstanding monies (if any) payable by them to the Association.</p> <p>13.2 A person who has ceased to be a Member, notwithstanding that they have ceased to be a Member:</p> <p>a) is liable to pay to the Association all monies payable by them up to the date on which they ceased to be a Member; and</p> <p>b) has no claim upon the property of the Association.</p>	<p align="center">10. Liability of Members and Clubs</p> <p>10.1. The liability of a Member or nominating organisation to contribute towards the payment of the debts and liabilities of the Association or the costs, changes and expenses of the dissolution of the Association is limited to the amount, if any, unpaid by the Member or its nominating organisation in respect of annual Membership fees and all outstanding monies (if any) payable by them to the Association.</p> <p>10.2. A person who has ceased to be a Member or a club that has ceased to be a Club, notwithstanding that they have ceased to be a Member or Club:</p> <p>a) is liable to pay to the Association all monies payable by them up to the date on which they ceased to be a Member or Club; and</p> <p>b) has no claim upon the property of the Association.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> • Liability clause applies to Members as well as their nominating organisation (as appropriate) <p>Other change:</p> <ul style="list-style-type: none"> • Consolidation of current clause 16.10 into clause 10.2
<p>Nil dispute resolution clause</p>	<p align="center">11. Dispute resolution procedure</p> <p>Parties to a dispute</p> <p>11.1. This clause 11 sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association's Constitution between the following parties:</p> <p>a) a Member and another Member; or</p> <p>b) a Member and the Board.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> • New dispute resolution clause to comply with legislative requirements of Associations Incorporation Act. Drafting aligns with the Model Rules under the Act

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p><i>Resolving dispute by agreement at the lowest level</i></p> <p>11.2. The parties to a dispute must attempt to resolve the dispute by agreement between themselves.</p> <p>11.3. A party to the dispute may ask the Association to help the parties resolve the dispute by agreement if the parties are unable to resolve the dispute between themselves.</p> <p><i>Starting the dispute resolution procedure</i></p> <p>11.4. If the parties to a dispute do not resolve the dispute by agreement under clause 11.3, any party to the dispute may start the dispute resolution procedure by giving written notice to the Board. The notice must:</p> <ul style="list-style-type: none"> a) include the names and contact details of the parties to the dispute; and b) give a brief summary of the matters in dispute (a dispute summary) including the relevant provisions of the Act and the Association’s Constitution; and c) briefly state the steps the parties have taken to resolve the dispute. <p><i>Appointing a decision-maker</i></p> <p>11.5. As soon as practicable after receiving a notice under clause 11.4, the Board must appoint a decision-maker to decide the outcome of the dispute and give the decision-maker a copy of the notice.</p> <p>11.6. The Board must ensure that the decision-maker appointed under clause 11.5:</p> <ul style="list-style-type: none"> a) is capable of making an unbiased decision on the outcome of the dispute; and b) has, or can quickly acquire, knowledge of the following: <ul style="list-style-type: none"> i) the Act; ii) the Association’s Constitution; iii) the Association’s Objects; iv) the management and operation of the Association. <p>11.7. As soon as practicable after the decision-maker is appointed under clause 11.5, the Board must give written notice to each party to the dispute (other than the Board) that the dispute resolution procedure has started. The notice must include:</p> <ul style="list-style-type: none"> a) a copy of the dispute summary; b) the name(s) of the decision-maker; and c) information about the dispute resolution procedure. <p><i>Opportunity to be heard</i></p> <p>11.8. Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute. The invitation must state:</p> <ul style="list-style-type: none"> a) if the decision-maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the submission period); and b) if the decision-maker invites the parties to make oral submissions—the day and time (within the submission period) when a party may make an oral submission. <p>11.9. The decision-maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.</p>	

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p>Outcome of dispute resolution procedure 11.10. As soon as practicable after the submission period has ended, the decision-maker must: a) consider any submissions received during the submission period; b) decide the outcome of the dispute (the dispute decision); and c) give the parties to the dispute a written notice including: i) the dispute decision; ii) the reasons for the decision; and iii) that a party to the dispute may appeal the dispute decision under clause 13.1; and d) if the Board is not a party to the dispute—give the Board a copy of the notice mentioned in paragraph (c).</p> <p>Ending dispute by agreement 11.11. The parties to a dispute may agree to end the dispute at any time before the decision-maker decides the outcome of the dispute. If the parties agree to end the dispute, they must give written notice stating the terms of the agreement to: a) if the Board is not a party to the dispute—the Board; and b) if a decision-maker has been appointed for the dispute—the decision-maker.</p>	
<p>14. Disciplinary action / expulsion</p> <p>14.1 The Association may take disciplinary action against a Member where the Board determines that the Member has done any one or more of the following: a) failed to comply with this Constitution; b) falsified details in a membership application; c) engaged in conduct prejudicial to the interests of the Association.</p> <p>14.2 Before disciplinary action is taken against a Member, the Chief Executive Officer must give to the Member at least 14 days’ written notice: a) stating that the Association proposes to take disciplinary action against the Member; b) stating the grounds for the proposed disciplinary action; c) stating the date, place and time of a meeting with the Board (or any disciplinary Committee the Board appoints for this purpose) (“Disciplinary Meeting”); d) informing the Member that the Member may attend and speak at the Disciplinary Meeting and submit a written statement to the Chief Executive Officer at least 3 days prior to that meeting; and e) setting out the Member’s appeal rights under clause 15.</p> <p>14.3 At a Disciplinary Meeting, the Board (or Committee) must: a) give the Member an opportunity to be heard; and b) consider any written statement submitted by the Member.</p> <p>14.4 After conducting the Disciplinary Meeting, the Board (or Committee) may decide to: a) take no further action against the Member; b) suspend all or some of the Membership rights of the Member for a specified period; or c) expel the Member from the Association.</p>	<p>12. Disciplinary action procedure</p> <p>Disciplinary action 12.1. In this clause 12, disciplinary action against a Member includes any of the following: a) issuing a reprimand to the Member; b) directing the Member to do or cease doing any thing that has given rise to a ground for disciplinary action; c) suspending the Member’s entitlement to exercise some or all of the Member’s rights and privileges as a Member for a stated period; d) suspending the Member’s membership for a stated period; e) cancelling the Member’s membership and disqualifying the Member from applying for membership for a stated period; f) any other action the decision-maker considers appropriate.</p> <p>Grounds for disciplinary action 12.2. Each of the following acts or omissions by a Member is a ground for disciplinary action against that Member: a) failure to comply with the Act or this Constitution; b) failure to comply with policies or procedures of the University or the Association; c) falsification of details in a membership application or Board nomination; d) engaging in conduct prejudicial to the interests of the Association.</p> <p>Starting the disciplinary action procedure – appointing a decision-maker 12.3. If the Board is satisfied that a ground for disciplinary action exists in relation to a Member, the Board may commence the disciplinary action procedure by appointing a decision-maker and give the decision-maker the following information in writing: a) the name and contact details of the member who is the subject of the proposed disciplinary action; b) details about the proposed disciplinary action; c) the grounds for the proposed disciplinary action.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • Amending the disciplinary action procedure to better align with the Model Rules under the Act. The proposed process is generally the same – the substantive difference is that the Model Rules enable the decision-maker to invite the Member to make a written or oral submission (or both), whereas the current process requires both a written and oral statement. This current process has posed safety implications in recent years. • Clarification of what disciplinary action may be taken (clause 12.1) • New grounds for disciplinary action (clause 12.2) <ul style="list-style-type: none"> ○ failure to comply with the Act – to align with the Model Rules ○ failure to comply with policies or procedures of ANU Sport – to align with the Model Rules ○ failure to comply with policies or procedures of the ANU – to better align with the ANU’s disciplinary process ○ falsification of details in a nomination to be a director of the Board – to address issues that have arisen in recent years • New clause to permit the Board to suspend a Member’s rights and privileges while the disciplinary action procedure takes place if the Board considers it is reasonable to do so to protect any persons or property (clause 12.6). This clause is being introduced to address safety issues that have arisen several times in recent years

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>14.5 The suspension of Membership rights or the expulsion of a Member pursuant to clause 14.4 takes effect immediately after the vote is passed by at least two-thirds of the Board or Committee members present. The person subject to the decision of the Board or Committee (“Decision”) must be informed of the decision as soon as possible.</p>	<p>12.4. The Board must ensure that the decision-maker appointed under clause 12.3:</p> <ul style="list-style-type: none"> a) is capable of making an unbiased disciplinary action decision; and b) has, or can quickly acquire, knowledge of the following: <ul style="list-style-type: none"> i) the Act; ii) the Association’s Constitution; iii) the Association’s Objects; iv) the management and operation of the Association. <p>12.5. As soon as practicable after the decision-maker is appointed under clause 12.3, the Board must give the Member written notice that the disciplinary action procedure has started. The notice must include:</p> <ul style="list-style-type: none"> a) details about the proposed disciplinary action; b) the grounds for the proposed disciplinary action; c) the name of the decision-maker; and d) information about the disciplinary action procedure. <p><i>Interim suspension – for safety of persons or property</i></p> <p>12.6. The Board may suspend the Member’s entitlement to exercise some or all of the Member’s rights and privileges for the period of the disciplinary action procedure if the Board considers it is reasonable to do so to protect the safety of any persons or property. If the Board makes this determination, this must be included in the written notice given under clause 12.5.</p> <p><i>Opportunity to be heard</i></p> <p>12.7. Before deciding whether to take the proposed disciplinary action, the decision-maker must invite the Member to make a written or oral submission (or both) about:</p> <ul style="list-style-type: none"> a) the proposed disciplinary action; and b) the grounds for the proposed disciplinary action. <p>12.8. The invitation must state:</p> <ul style="list-style-type: none"> a) if the decision-maker invites the Member to make a written submission— a period of not less than 14 days in which the Member may make a written submission (the submission period); and b) if the decision-maker invites the Member to make oral submissions—the date, place and time (within the submission period) when the Member may make an oral submission. <p><i>Outcome of disciplinary action procedure</i></p> <p>12.9. As soon as practicable after the submission period has ended, the decision-maker must:</p> <ul style="list-style-type: none"> a) consider any submissions received during the submission period; b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the Member (the disciplinary action decision); and c) give the Member and the Board written notice stating: <ul style="list-style-type: none"> i) the disciplinary action decision; ii) the reasons for the disciplinary action decision; iii) if the decision-maker decides to take disciplinary action—the day the disciplinary action takes effect; and 	

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p align="center">iv) that the Member or the Board may appeal the disciplinary action decision under clause 13.1.</p> <p>Ending disciplinary action procedure 12.10. The Board may decide to stop the disciplinary action procedure against a Member at any time before the decision-maker makes a disciplinary action decision. If the Board decides to stop the disciplinary action procedure, the Board must give written notice to the Member and the decision-maker.</p>	
<p>15. Right of appeal of disciplined Member</p> <p>15.1 A person whose membership rights have been suspended or who has been expelled from the Association pursuant to clause 14.4 may give notice to the Chief Executive Officer within 14 days after the Decision was communicated to them, that he or she wishes to appeal against the suspension or expulsion.</p> <p>15.2 If a person has given notice pursuant to clause 15.1, a general meeting must be convened as soon as practicable. Notice of the meeting must be given to all Members of the Association and must specify:</p> <p>a) the date, time and place of the meeting; b) the name of the person against whom the disciplinary action has been taken; c) the grounds for taking that action; and d) that at the meeting, the Members present must vote on whether the decision to suspend or expel to the person should be upheld or revoked.</p> <p>15.3 At a general meeting convened under clause 15.2:</p> <p>a) no business other than the question of the appeal may be conducted; b) a member of the Board (or Committee) must state the grounds for suspending or expelling the member and the reasons for taking that action; and c) the person whose membership rights have been suspended or who has been expelled must be given an opportunity to be heard; and d) the Members present must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked. The decision is upheld if at least two-thirds of the Members vote in favour of the decision.</p>	<p>13. Appeal process</p> <p>Eligibility 13.1. The following persons may appeal a decision:</p> <p>a) in the case of a dispute decision—a party to the dispute or the Board; b) in the case of a disciplinary action decision—the person subject to the disciplinary action decision or the Board.</p> <p>Grounds for appeal 13.2. A person who is eligible to appeal under clause 13.1 may only appeal that decision on one or more of the following grounds:</p> <p>a) that a denial of procedural fairness has occurred; b) that the initial decision is unjust or unreasonable.</p> <p>Starting the appeal process 13.3. A person wanting to appeal a decision must, within 7 business days after the decision was communicated to them, give to the Chief Executive Officer:</p> <p>a) written notice setting out:</p> <p>i) their intention and eligibility to appeal under clause 13.1; and ii) the grounds for their appeal; and b) a \$50 appeal fee.</p> <p>13.4. The right of appeal lapses if the written notice of appeal or the appeal fee is not received by the Chief Executive Officer within the time specified in clause 13.3.</p> <p>13.5. As soon as practicable after receiving a notice under clause 13.3, the Chief Executive Officer must decide whether there are sufficient grounds for the appeal to proceed.</p> <p>13.6. The Chief Executive Officer may request further information from the person making the appeal or any other person to make an informed decision.</p> <p>13.7. If the Chief Executive Officer decides that the person making the appeal has not shown sufficient grounds for an appeal in accordance with clause 13.2, then:</p> <p>a) the Chief Executive Officer must notify the person making the appeal in writing, including reasons for the decision; and b) the appeal will be rejected and the appeal fee will be forfeited.</p> <p>13.8. A decision of the Chief Executive Officer under clause 13.7 is final and is not subject to appeal.</p> <p>Appointing a decision-maker</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • Amending the appeal process to better align with the University Sport Australia appeal process • Expanding category of persons who may appeal to any party to a dispute, a person subject to any disciplinary action decision or the Board (clause 13.1) • Including grounds for appeal to limit vexatious appeals (clause 13.2) • Including a requirement for an appeal fee to be made, which is refunded if grounds for appeal apply (clause 13.2(b) and 13.9(c)). This aligns with the University Sport Australia appeal process and is included to deter vexatious appeals and note the limited financial and personnel resources of ANU Sport as a not-for-profit association • The appeal is heard and determined by a decision-maker instead of a meeting of Members. The current process requiring a meeting of Members has posed safety implications in recent years as well as considerations of appropriateness

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p>13.9. If the Chief Executive Officer decides there are sufficient ground for appeal, the Chief Executive Officer must:</p> <p>a) appoint a decision-maker different to the original decision-maker to consider the appeal;</p> <p>b) provide a copy of the appeal notice to the decision-maker; and</p> <p>c) return the appeal fee to the person making the appeal.</p> <p>13.10. As soon as practicable after a decision-maker is appointed under clause 13.4, the Chief Executive Officer must give written notice to the parties to the appeal that the appeal process has started. The notice must include:</p> <p>a) a copy of the appeal notice;</p> <p>b) the name(s) of the decision-maker; and</p> <p>c) information about the appeal process.</p> <p>Opportunity to be heard</p> <p>13.11. Before deciding the appeal, the decision-maker must invite the parties to the appeal to make a written or oral submission (or both). The invitation must state:</p> <p>a) if the decision-maker invites the parties to make a written submission — a period of not less than 14 days in which a party may make a written submission (the submission period); and</p> <p>b) if the decision-maker invites the parties to make oral submissions — the day and time (within the submission period) when a party may make an oral submission.</p> <p>Outcome of appeal process</p> <p>13.12. As soon as practicable after the submission period has ended, the decision-maker must:</p> <p>a) consider any submissions received during the submission period;</p> <p>b) decide the appeal by:</p> <p style="padding-left: 20px;">i) confirming the decision on appeal; or</p> <p style="padding-left: 20px;">ii) setting aside the decision on appeal and remaking the decision;</p> <p>c) give the parties to the appeal a written notice including:</p> <p style="padding-left: 20px;">i) the appeal decision;</p> <p style="padding-left: 20px;">ii) the reasons for the decision; and</p> <p>d) if the Board is not a party to the appeal—give the Board a copy of the notice mentioned in paragraph (c).</p> <p>13.13. The outcome of the appeal process is final and is not subject to appeal.</p> <p>Withdrawing an appeal</p> <p>13.14. A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Chief Executive Officer.</p>	
<p>16. Clubs</p> <p>Affiliation of Clubs</p> <p>16.1 An entity which is a representative of, and controlling authority for, a sport or recreational activity within the University may apply to the Board to become an affiliated Club.</p> <p>16.2 All clubs must supply the following documentation to the Board:</p>	<p>N/A</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> • For clarity and simplicity, all Club requirements will be included in the Club Handbook and Affiliation Agreement.

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>a) a current copy of the Club constitution; b) all current rules and policies of the club; and c) membership lists.</p> <p>16.3 At its discretion, the Board may recognise that entity as an affiliated Club.</p> <p>Responsibilities of Clubs 16.4 Each Club shall:</p> <p>a) provide the Association with copies of its annual financial statements, annual report and associated documents as presented to its members within 30 days of the Club's annual general meeting; b) adopt in principle the Objects, and adopt rules which are, to the extent permitted or required by the Act, generally in conformity with this Constitution; c) act in good faith and loyalty to ensure the maintenance and enhancement of the Association, its standards, quality and reputation for the collective and mutual benefits of the Members d) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of the Objects; e) provide a Club update for the Annual Report by 31 December each year; and f) pay the annual fees and levies, if applicable, to the Association.</p> <p>16.5 The basis of, time for and manner of payment of Club annual fees and levies will be determined by the Board from time to time.</p> <p>16.6 Any Club which has not paid all monies due and payable to the Association will (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or earlier at the Board's discretion.</p> <p>Fining Clubs and Cancellation of Affiliation 16.7 The Board may fine a Club if the Club or 1 of its members contravenes this Constitution or the Association's Disciplinary Policy as published and amended by the Board from time to time.</p> <p>16.8 The Board may cancel the affiliation of any Club if:</p> <p>a) it is wound up; b) it withdraws its intention to be affiliated by providing written notice to the Chief Executive Officer; c) it admits to its membership, without written permission of the Chief Executive Officer, 1 or more persons who are not Members of the Association; d) it fails to meet the requirements of Club affiliation as set out in the Club Handbook; e) the conduct of its members or the Club, in the opinion of the Board, is detrimental to the interests of the Objects of the Association. where: f) an official representative of the Club has been given an opportunity of showing cause why the affiliation of the Club should not be cancelled; and g) at least two-thirds of the members of the Board present vote in favour of the cancellation.</p> <p>Liability of Clubs 16.9 The liability of an affiliated Club to contribute towards the payment of the debts and liabilities of the Association or the costs, changes and expenses of the</p>		

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>dissolution of the Association is limited to the amount, if any, unpaid by the affiliated Club in respect of annual fees payable under clause 16.4f) and all outstanding monies (if any) payable by it to the Association.</p> <p>16.10 A club which has ceased to be an affiliated Club is, notwithstanding that it has ceased to be an affiliated Club:</p> <p>a) liable to pay to the Association all monies payable by it up to the date on which it ceased to be an affiliated Club, and</p> <p>b) has no claim upon the property of the Association.</p>		
<p>17. Role of the Board</p> <p>17.1 The Board, subject to the Act, this Constitution, or any regulations:</p> <p>a) controls the affairs of the Association;</p> <p>b) may make, approve, adopt, interpret and amend, from time to time, such regulations consistent with this Constitution as for the proper advancement, management and administration of the Association;</p> <p>c) may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting;</p> <p>d) has power to delegate to Committees and individuals subject to clause 25; and</p> <p>e) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.</p>	<p>14. Role of the Board</p> <p>14.1. The Board, subject to the Act, this Constitution, or any regulations:</p> <p>a) controls the affairs of the Association;</p> <p>b) may make, approve, adopt, interpret and amend, from time to time, such regulations consistent with this Constitution as for the proper advancement, management and administration of the Association;</p> <p>c) may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in meeting of Members;</p> <p>d) has power to delegate to Committees and individuals subject to clause 25; and</p> <p>e) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.</p>	<p>Only change:</p> <ul style="list-style-type: none"> Paragraph (c) reference to 'general meeting' changed to 'meeting of Members' for consistency
<p>18. Board composition</p> <p>18.1 The Association's Board shall consist of the following positions, being in total no less than 6 and no more than 10:</p> <p>a) 6 positions for elected Board members¹;</p> <p>b) up to 3 positions to be appointed by the Board in its discretion;</p> <p>c) 1 position to be appointed by the University in its discretion;</p> <p>¹ Note: pursuant to clause 20.3, attempts will be made to elect 3 of these positions in 2020 (and subsequent even years) and elect the other 3 positions in 2021 (and subsequent odd years). However, as envisaged by clause 21.3, if an elected Board member vacates their office before the expiry of their term, that position will be open for election at the next general meeting.</p>	<p>15. Board composition</p> <p>15.1. The Association's Board shall consist of the following positions, being in total no less than 6 and no more than 10:</p> <p>a) 6 directors elected by the Members in accordance with clause 16;</p> <p>b) up to 3 directors appointed by the Board in accordance with clause 17;</p> <p>c) 1 director to be appointed by the University in its discretion.</p> <p>15.2. A person is not eligible to simultaneously hold more than 1 position on the Board.</p> <p>Election of President by the Board</p> <p>15.3. By the first meeting of the Board following the annual general meeting, the Board directors will elect from among them a President for the period until the next annual general meeting.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> Removal of requirement for Board to elect a Vice President and Treasurer based on better practice governance principles, noting that all Board directors are responsible for the dealings and financial standing of ANU Sport. This change means that the Board may still appoint a Vice President and Treasurer, but this is not mandatory <p>Other changes:</p> <ul style="list-style-type: none"> Drafting changes for clarity Clause 15.2 moved up from current clause 19.11 for readability Clause 15.3 moved up from current clause 23.8 for readability
<p>19. Election and appointment to the Board</p> <p>19.1 To be eligible for election or appointment to the Board, a person must:</p> <p>a) be an individual;</p> <p>b) be at least 18 years old;</p> <p>c) not be an employee of the Association. However, an employee of the Association who is also a Student Member is eligible for election or appointment to the Board; and</p> <p>d) not otherwise be ineligible or disqualified from holding office under the Act, and to be eligible for election (but not appointment) a person must be a Member of the Association and a member of at least 1 of the following:</p> <p>e) an affiliated Club; or</p> <p>f) the Association's gym; or</p>	<p>16. Election to the Board</p> <p>Eligibility for election to the Board</p> <p>16.1. Subject to clause 16.2, a person is eligible for election to the Board if the person meets all of the following criteria:</p> <p>a) is an individual and at least 18 years old;</p> <p>b) is a participant of 1 or more of the following:</p> <p>i) a Club;</p> <p>ii) the Association's gym;</p> <p>iii) a Program run or facilitated by the Association;</p> <p>c) is not an employee of the Association, unless the person is also a Student;</p> <p>d) has not been the CEO of the Association in the past 2 years;</p> <p>e) has not been subject to disciplinary action in the past 2 years; and</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> Clause 16 focuses on election to the Board, and new clause 17 focuses on appointment to the Board (for clarity) <p>Election to the Board</p> <ul style="list-style-type: none"> Clarification that involvement in a "Program" includes participation in intervarsity competitions such as UniSport Nationals (see new definition of "Program" in clause 1) New restrictions on eligibility to be elected as a director (clause 16.1): <ul style="list-style-type: none"> the candidate must not have been the ANU Sport CEO in past 2 years

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>g) a program run by the Association.</p> <p>Appointment</p> <p>19.2 Subject to clause 19.3, the Board may, in its discretion, appoint up to 3 Board members as and when it determines, and need not appoint any members.</p> <p>19.3 If at any time there are less than 2 elected Board members that are Student Members, the Board must take reasonable measures to appoint up to 3 Student Members to the Board.</p> <p>19.4 Any appointed members of the Board may have specific skills in governance, audit, risk management, finance, marketing, law or business generally or qualities which supplement the skills, outlook and diversity of the Board, including addressing gender equity and student representation.</p> <p>19.5 If at any time an appointed member of the Board ceases to meet the criteria or skills for which they were appointed, the Board may, in its discretion, terminate the office of that member and their position becomes vacant.</p> <p>Election</p> <p>19.6 Nominations of candidates for election as Board members of the Association must be:</p> <p>a) made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate; and</p> <p>b) given to the Chief Executive Officer at least 28 days before the annual general meeting at which the election is to take place; or</p> <p>c) in the case of nominations made at the annual general meeting because of insufficient nominations prior to the annual general meeting – seconded by 2 Members of the Association present at the meeting and the verbal consent of the candidate.</p> <p>19.7 If the number of nominations received is equal to the number of positions on the Board to be filled by election, the candidates nominated are taken to be elected, subject to ratification at the annual general meeting.</p> <p>19.8 If the number of nominations received is greater than the number of positions on the Board to be filled by election, a secret ballot to elect the number of positions on the Board must be held prior to the annual general meeting in accordance with the election regulations set by the Board and updated from time to time.</p> <p>19.9 If the number of nominations received is less than the number of positions on the Board to be filled by election:</p> <p>a) the candidates who nominated are taken to be elected, subject to ratification at the annual general meeting; and</p> <p>b) further nominations may be received at the annual general meeting.</p> <p>19.10 If the number of nominations received at the annual general meeting pursuant to clause 19.9b) is:</p> <p>a) equal to the number of positions on the Board to be filled by election, the candidates who nominate are taken to be elected, subject to ratification at the annual general meeting;</p> <p>b) greater than the number of positions on the Board to be filled by election, a secret ballot to elect the number of positions on the Board must be held at the</p>	<p>f) is not otherwise ineligible or disqualified from holding office under the Act.</p> <p>Representation quota for elected directors</p> <p>16.2. A person is not eligible for election to the Board if that would result in the Board (including current elected directors) comprising more than 1 director who:</p> <p>a) is a resident or member of the same Residential College;</p> <p>b) is a member of the same Club; or</p> <p>c) holds a leadership position in the same Student Association.</p> <p>Election process – before the annual general meeting</p> <p>16.3. A person who is eligible for election to the Board may nominate during the nomination period by submitting to the Association a written application in a form approved by the Board, including evidence of the candidate's eligibility to be elected.</p> <p>16.4. A candidate's nomination must be rejected if the candidate does not meet the eligibility criteria in clause 16.1.</p> <p>16.5. A candidate's nomination may be rejected if:</p> <p>a) the Association is not satisfied that the candidate will support the Association's Objects and comply with the Act and the Association's Constitution, policies and procedures; or</p> <p>b) disciplinary action has been taken against the candidate in the previous 5 years.</p> <p>16.6. Subject to clause 16.2, if the number of eligible nominations received is:</p> <p>a) equal to the number of positions on the Board to be filled by election — the candidates nominated are taken to be elected, subject to ratification at the annual general meeting; and</p> <p>b) greater than the number of positions on the Board to be filled by election — a ballot to elect the number of positions on the Board must be held prior to the annual general meeting, in accordance with the electoral regulations set by the Board, and ratified at the annual general meeting.</p> <p>Election process – at the annual general meeting</p> <p>16.7. If the number of eligible nominations received is less than the number of positions on the Board to be filled by election:</p> <p>a) subject to clause 16.2, the candidates who nominated are taken to be elected, once ratified at the annual general meeting; and</p> <p>b) further nominations may be received at or prior to the annual general meeting, in accordance with the electoral regulations set by the Board.</p> <p>16.8. Subject to clause 16.2, if the number of eligible nominations received at or prior to the annual general meeting under clause 16.7b) is:</p> <p>a) equal to the number of positions on the Board to be filled by election — the candidates who nominate are taken to be elected, once ratified at the annual general meeting;</p> <p>b) greater than the number of positions on the Board to be filled by election — an election to elect the number of positions on the Board must be held, in accordance with the electoral regulations set by the Board, and ratified at the annual general meeting; and</p> <p>c) less than the number of positions on the Board to be filled by election:</p>	<ul style="list-style-type: none"> ○ the candidate must not have been subject to disciplinary action in the past 2 years (to align with Model Rules under the Act) ○ Note: these are the same restrictions for appointment to the Board (see clause 16.1) <ul style="list-style-type: none"> • New representation quota (clause 16.2) which will have the effect that, out of the 6 elected directors, there will be no more than 1 director from the same Club, Residential College or Student Association. See the top of this document for a more detailed explanation of the proposed change • Simplified drafting for nomination process in clause 16.3 • New clause 16.4 to expressly say that a candidate's nomination must be rejected if the candidate does not meet the eligibility criteria for election • New clause 16.5 to give ANU Sport discretion to reject a nomination if the candidate does not agree to comply with the Act, and ANU Sport Constitution, policies and procedure, or if the candidate has been subject to disciplinary action in past 5 years (to align with Model Rules under the Act) • Removal of requirement for voting at an annual general meeting to be by 'secret ballot' (see current clause 19.8). This means that ANU Sport can, but is not required to, conduct voting at an AGM by secret ballot. For example, if there is only one candidate, the person presiding may determine it is simpler to conduct a vote by show of hands rather than a secret ballot • Clause 16.8(b) – in the case of insufficient nominations, ANU Sport may receive further nominations before or at the annual general meeting. This change has been included for flexibility, compared to current clause 19.9(b) which only permits further nominations to be received at the AGM <p>Appointment to the Board</p> <ul style="list-style-type: none"> • New restrictions on eligibility to be appointed as a director (clause 17.1): <ul style="list-style-type: none"> ○ the person must not have been the ANU Sport CEO in past 2 years ○ the person must not have been subject to disciplinary action in the past 2 years (to align with Model Rules under the Act) ○ Note: these are the same restrictions for election to the Board (see clause 16.1) • Removal of restriction on being an employee of ANU Sport for eligibility to be appointed as a director • Reference to specific skills in current clause 19.4 generalised in proposed clause 17.4. Note: the Board Charter includes more detailed guidance for the Board in relation to considering appointments (e.g. with reference to a skills matrix) • Current clause 19.5 moved into proposed clause 19 (vacation of office on the Board) for readability <p>Other changes:</p>

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>annual general meeting in accordance with the election regulations set by the Board and updated from time to time; and</p> <p>c) less than the number of positions on the Board to be filled by election:</p> <p style="padding-left: 20px;">i) the candidates who nominate are taken to be elected, subject to ratification at the annual general meeting; and</p> <p style="padding-left: 20px;">ii) the remaining positions are taken to be vacancies, which the Board may, in its discretion, fill by appointment.</p> <p>19.11 A person is not eligible to simultaneously hold more than 1 position on the Board.</p>	<p style="padding-left: 20px;">i) the candidates who nominate are taken to be elected, once ratified at the annual general meeting; and</p> <p style="padding-left: 20px;">ii) the remaining positions are taken to be vacancies, which the Board may, in its discretion, fill by appointment in accordance with clause 17.</p> <p>17. Appointment to the Board</p> <p><i>Eligibility for appointment to the Board</i></p> <p>17.1. A person is eligible for appointment to the Board if the person meets all of the following criteria:</p> <p style="padding-left: 20px;">a) is an individual and at least 18 years old;</p> <p style="padding-left: 20px;">b) has not been the CEO of the Association in the past 2 years;</p> <p style="padding-left: 20px;">c) has not been subject to disciplinary action in the past 2 years; and</p> <p style="padding-left: 20px;">d) is not otherwise ineligible or disqualified from holding office under the Act.</p> <p><i>Board may appoint directors</i></p> <p>17.2. Subject to clause 17.3, the Board may, in its discretion, appoint up to 3 Board directors as and when it determines, and need not appoint any directors.</p> <p>17.3. If at any time there are less than 2 elected Board directors that are Students, the Board must take reasonable measures to appoint up to 3 Students to the Board.</p> <p>17.4. When considering a director appointment, the Board will have regard to the skills, perspectives and qualities of a potential appointee that would supplement the skills, outlook and diversity of the Board, including addressing gender equity and Student representation.</p>	<ul style="list-style-type: none"> • Drafting changes for clarity, including headings for readability
<p align="center">20. Tenure of office on the Board</p> <p>20.1 For this clause 20, a term of office:</p> <p style="padding-left: 20px;">a) for an elected Board member, runs from the declaration of a person's election at an annual general meeting until the declaration of election results at the second annual general meeting following their election; and</p> <p style="padding-left: 20px;">b) for an appointed Board member, runs from the date of a person's appointment by the Board until the next annual general meeting.</p> <p>20.2 Members of the Board who, immediately before the coming into operation of this Constitution, held office as an elected or appointed member of the Board will continue to hold office until the 2019 annual general meeting.</p> <p><i>Elected members</i></p> <p>20.3 Elected Board members shall hold their position for a period of 2 years, with 3 elected members vacating their position in an even year, and the 3 other elected Board members vacating their position in an odd year.</p> <p>20.4 Notwithstanding anything in this clause 20, for the purposes of transition, for the 2019 annual general meeting, 3 elected positions will be for a period of 1 year, and 3 elected positions will be for a period of 2 years, as decided by the Board in its first meeting following the 2019 annual general meeting. For clarity, for the annual general meetings in 2020 and subsequent years, all 6 elected positions will be for a period of 2 years.</p>	<p align="center">18. Tenure of office on the Board</p> <p>18.1. Board directors who, immediately before the coming into operation of this Constitution, held office as an elected or appointed Board director will continue to hold office until the remainder of their term under the previous Constitution, and the maximum term of elected directors will not restart on the coming into operation of this Constitution.</p> <p><i>Elected members</i></p> <p>18.2. Elected Board directors shall hold their position from the ratification of the person's election at an annual general meeting for a period of 2 years. A director may agree to a shorter term to ensure that 3 elected director positions will be open for election each annual general meeting.</p> <p>18.3. Subject to the eligibility requirements in clause 16, an elected director is eligible for re-election for a maximum of 2 further consecutive terms of 2 years (i.e. a maximum term of 6 years).</p> <p>18.4. Where a person is ineligible to stand for election by virtue of clause 18.3, the person will become eligible again at the annual general meeting 1 year after the expiration of the person's third term.</p> <p>18.5. Notwithstanding clause 18.3, the Board may pass a resolution to extend a person's maximum term by 1 further 2-year term (i.e. a maximum term of 8 years) if at least two-thirds of the Board directors present at a Board meeting vote in favour of such an extension.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • New transition clause 18.1 (instead of current clause 20.2, 20.4 and 20.5), such that current directors will continue to hold office for the remainder of their term (noting the pre 2018 constitution had 1 year director terms and the current constitution has 2 year director terms) • Nil change to 2 year elected director terms, but new drafting in clause 18.2 to clarify that a director may agree to a shorter term to ensure that each year half of the elected director positions (3) are up for election <p>Other change:</p> <ul style="list-style-type: none"> • Drafting changes for clarity, including headings for readability

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>20.5 From the 2019 annual general meeting, an elected member is eligible for re-election for a maximum of 2 further consecutive terms of 2 years. For clarity:</p> <p>a) a member initially elected for 2 years is eligible for re-election for 2 further consecutive terms of 2 years, and therefore can serve a maximum of 6 consecutive years as an elected member of the Board; and</p> <p>b) a member elected in 2019 for a period of 1 year is eligible for re-election for 2 further consecutive terms of 2 years, and therefore can serve a maximum of 5 consecutive years as an elected member of the Board.</p> <p>20.6 Where a person is ineligible to stand for election by virtue of clause 20.5, the person will become eligible again at the annual general meeting 1 year after the expiration of the person's third term.</p> <p>20.7 Notwithstanding clause 20.6, the Board may pass a resolution to extend a person's maximum term by 1 further 2-year term if at least two-thirds of the members of the Board present at a Board meeting vote in favour of such an extension. Appointed Members</p> <p>20.8 Appointed Board members shall hold their position from the date of their appointment by the Board until the next annual general meeting. For clarity, that appointed Board member may be eligible for re-appointment or election at the next annual general meeting if they meet the eligibility requirements pursuant to clause 19.1.</p>	<p>Appointed Directors</p> <p>18.6. Appointed Board directors shall hold their position from the date of their appointment by the Board until the next annual general meeting.</p> <p>18.7. Subject to the eligibility requirements in clause 17, an appointed Board director is eligible for re-appointment at the next annual general meeting.</p>	
<p>21. Vacation of office on the Board</p> <p>21.1 If a member of the Board:</p> <p>a) dies;</p> <p>b) ceases to be a financial member;</p> <p>c) resigns their office;</p> <p>d) becomes disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001 (Cth); or</p> <p>e) subject to section 50 of the Act, is removed by a resolution passed at a general meeting of the Association convened for that purpose by a two-thirds majority of the votes of Members present and voting, their office ends and their position becomes vacant.</p> <p>21.2 If:</p> <p>a) a member of the Board is absent from 2 consecutive meetings of the Board without leave of absence granted by the Board; or</p> <p>b) an appointed member of the Board ceases to meet the criteria or skills for which they were appointed, the Board may, in its discretion, terminate the office of that member and their position becomes vacant.</p> <p>21.3 In the event of a vacancy occurring, then the remaining members of the Board may appoint a person to fill the vacant position until the next annual general meeting. If the vacancy was held by an elected member, then at the next annual general meeting that position will be open for election.</p>	<p>19. Vacation of office on the Board</p> <p>Automatic end of office</p> <p>19.1. The office of a Board director ends, and that position on the Board becomes vacant, if the director:</p> <p>a) resigns their office;</p> <p>b) dies or becomes physically or mentally unfit to exercise the functions of a director;</p> <p>c) is disqualified from being a director under the Act;</p> <p>d) is disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001 (Cth); or</p> <p>e) is removed from office under clause 19.3.</p> <p>Removal by the Board</p> <p>19.2. The Board may, in its discretion, terminate the office of a director, and that position on the Board becomes vacant, if:</p> <p>a) a Board director is absent from 2 consecutive meetings of the Board without leave of absence granted by the Board;</p> <p>b) an elected director ceases to meet the eligibility criteria in clause 16; or</p> <p>c) an appointed director ceases to meet the eligibility criteria in clause 17.1.</p> <p>Removal by the Members</p> <p>19.3. The Members may pass a resolution to terminate the office of a director, and that position on the Board becomes vacant, if the director:</p> <p>a) does not exercise their functions or discharge their duties under:</p> <p>i) section 66A of the Act (duty of care and diligence); or</p> <p>ii) section 66B of the Act (duty of good faith and proper purpose); or</p> <p>b) contravenes:</p> <p>i) section 66C of the Act (use of position); or</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • New drafting which means that a director will cease to be a director (in addition to current reasons) if they: <ul style="list-style-type: none"> ○ become physically or mentally unfit to exercise the functions of a director (clause 19.1(b)), or ○ are disqualified under the Act (clause 19.1(c)), to comply with legislative requirements under the Act • Removal of automatic end of office if a director ceases to be a member of ANU Sport (current clause 21.1(a)) • Inclusion of a discretionary right for the Board to remove a director if an elected director ceases to meet the eligibility criteria (e.g. if they cease to be a participant in an ANU Sport Club, gym or Program) • New clause 19.3 to comply with legislative requirements under the Act – a director can be removed if the Members pass a resolution to remove the director because the director has not complied with their duties under the Act <p>Other changes:</p> <ul style="list-style-type: none"> • Drafting changes for clarity, including headings for readability and to clarify that all elected and appointed positions must be in accordance with the eligibility criteria in new clause 16 and 17

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p align="center">ii) section 66D of the Act (use of information).</p> <p>Effect of vacancy 19.4. In the event of a vacancy occurring, then, subject to the eligibility criteria in clause 17.1, the remaining Board directors may appoint a person to fill the vacant position for the remainder of the term of that position.</p>	
<p>22. Liability of members on the Board</p> <p>22.1 A member of the Board is not liable to the Board or to the Association: a) for any act or omission of another member of the Board; or b) for any loss or expense incurred by the Board unless the loss or expense resulted from the Board member's own wilful act or default.</p> <p>22.2 The Association indemnifies and will keep indemnified all members of the Board against all liability (except legal costs) and all reasonable losses or expenses incurred in the performance of their functions and duties as Board members.</p> <p>22.3 The amounts referred to in clause 22.2 are not payable to the extent that they are due to the fraud, negligence or wilful default of a Board member.</p>	<p>20. Liability of Board directors</p> <p>20.1. A Board director is not liable to the Board or to the Association: a) for any act or omission of another Board director; or b) for any loss or expense incurred by the Board unless the loss or expense resulted from the Board director's own wilful act or default.</p> <p>20.2. The Association indemnifies and will keep indemnified all Board directors against all liability (except legal costs) and all reasonable losses or expenses incurred in the performance of their functions and duties as Board directors.</p> <p>20.3. The amounts referred to in clause 20.2 are not payable to the extent that they are due to the fraud, negligence or wilful default of a Board director.</p>	<p>Only change:</p> <ul style="list-style-type: none"> Reference to 'Board member' changed to 'Board director' for clarity and consistency. This change has been made throughout
<p>23. Meetings of the Board</p> <p>Time and place 23.1 Meetings of the Board will be held at such times and places as the President directs or, in the President's absence, as the Vice President directs, but must be held at least 6 times per calendar year.</p> <p>Method of meeting 23.2 A Board meeting can be held in person, by telephone, audio-visual linkup or using any technology consented to by all the Board members before or during the relevant meeting.</p> <p>23.3 Any consent under clause 23.2 may be a standing consent and may only be withdrawn by a member of the Board within a reasonable period before a meeting commences.</p> <p>23.4 A Board member is regarded as present at a Board meeting where the member is able to clearly and simultaneously communicate with each other.</p> <p>23.5 A Board meeting conducted by telephone, audio-visual linkup or other technology will be deemed to be held at the place agreed on by the members attending that meeting provided at least 1 of the members present at the meeting was at that place for the duration of the meeting.</p> <p>23.6 A hardcopy or electronic copy of a document which is in the possession of or has been seen by all members attending the Board meeting before or at the time of the meeting is deemed to be a document tabled at that meeting.</p> <p>Notice of meeting 23.7 Written notice of a meeting of the Board shall be given by the Chief Executive Officer to each member of the Board at least 7 days before the time appointed for the holding of the meeting, or such other period as may be unanimously agreed upon by the members of the Board.</p>	<p>21. Meetings of the Board</p> <p>Time and place 21.1. Meetings of the Board will be held at such times and places as the President directs, but must be held at least 6 times per calendar year.</p> <p>Method of meeting 21.2. The Board may, by resolution before or during a meeting, decide to hold a Board meeting using a method of communication, or a combination of methods of communication, that allows the Board directors taking part to clearly and simultaneously communicate with the other Board directors without being in each other's presence.</p> <p>21.3. Any consent under clause 21.2 may be a standing consent and may only be withdrawn by a Board director within a reasonable period before a meeting commences.</p> <p>21.4. A Board director is regarded as present at a Board meeting if they take part in a meeting conducted under clause 21.2.</p> <p>21.5. A Board meeting conducted by telephone, audio-visual linkup or other technology will be deemed to be held at the place agreed on by the directors attending that meeting provided at least 1 of the directors present at the meeting was at that place for the duration of the meeting.</p> <p>21.6. A hardcopy or electronic copy of a document which is in the possession of or has been seen by all directors attending the Board meeting before or at the time of the meeting is deemed to be a document tabled at that meeting.</p> <p>Notice of meeting 21.7. Written notice of a meeting of the Board shall be given by the Chief Executive Officer to each Board director at least 7 days before the time appointed</p>	<p>Substantive changes</p> <ul style="list-style-type: none"> Removal of requirement for Board to elect a Vice President and Treasurer (clause 23.8) based on better practice governance principles, noting that all Board directors are responsible for the dealings and financial standing of ANU Sport. This change means that the Board may still appoint a Vice President and Treasurer, but this is not mandatory <p>Other changes:</p> <ul style="list-style-type: none"> New clause 21.2 (to replace current clause 23.2) to clarify that Board meetings may be held using various forms of communication provided that all directors can clearly and simultaneously communicate with each other – drafting flexibility aligns with Model Rules under the Act Drafting changes for clarity and consistency, including moving the headings on quorum and presiding at Board meetings to separate clauses 22 and 23 (to align with the clause structure for meetings of Members)

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p><i>Election of President, Vice President and Treasurer</i> 23.8 At the first meeting of the Board following the annual general meeting, the members of the Board will elect from among them a President, Vice President and Treasurer for the period until the next annual general meeting.</p> <p><i>Presiding Member</i> 23.9 The President (or in the President's absence, the Vice President) shall preside at each meeting of the Board.</p> <p>23.10 If both the President and Vice President are absent from a Board meeting, the other members of the Board shall elect 1 of their number to preside at the meeting.</p> <p><i>Business</i> 23.11 Subject to this Constitution, the Board members may adjourn and otherwise regulate Board meetings as they think fit.</p> <p>23.12 A notice of a meeting of the Board shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the majority of the Board members present at the meeting agree to treat as business to be discussed at the meeting.</p> <p><i>Quorum</i> 23.13 Subject to clause 23.13(a), at a meeting of the Board, 4 members including at least one Student Member constitutes a quorum. a) If a quorum is present at the beginning of the meeting and one or more Student Member(s) subsequently vacate(s) the meeting so that there is no longer a Student Member of the Board present, the quorum requirement for any subsequent item(s) of business no longer requires a Student Member to be present (but still requires 4 Board members to be present).</p> <p>23.14 No business shall be transacted by the Board unless a quorum is present and if 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will be adjourned to the same place, date and time of the day in the following week, or to such other day and such other time as the Presiding member may determine.</p>	<p>for the holding of the meeting, or such other period as may be unanimously agreed upon by the Board directors.</p> <p>21.8. The notice shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the majority of the Board directors present at the meeting agree to treat as business to be discussed at the meeting.</p> <p>22. Quorum at meetings of the Board</p> <p>22.1. Subject to clause 22.2, at a meeting of the Board, 4 directors including at least 1 Student constitutes a quorum.</p> <p>22.2. If a quorum is present at the beginning of the meeting and 1 or more Student Member(s) subsequently vacate(s) the meeting so that there is no longer a Student Member of the Board present, the quorum requirement for any subsequent item(s) of business no longer requires a Student Member to be present (but still requires 4 Board directors to be present).</p> <p>22.3. No business shall be transacted by the Board unless a quorum is present and if 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will be adjourned to the same place, date and time of the day in the following week, or to such other day and such other time as the presiding director may determine.</p> <p>23. Presiding at meetings of the Board</p> <p>23.1. The President shall preside at each meeting of the Board.</p> <p>23.2. If the President is absent from a Board meeting, the other Board directors shall elect 1 of their number to preside at the meeting.</p> <p>23.3. Subject to this Constitution, the Board directors may adjourn and otherwise regulate Board meetings as they think fit.</p>	
<p>24. Voting at meetings of the Board</p> <p>24.1 Subject to clause 24.2 each member of the Board, present at a meeting of the Board is entitled to 1 vote on each motion put to the meeting. For clarity, the Chief Executive Officer, if attending a Board meeting, does not have the power to vote.</p> <p>24.2 In the event of an equality of votes, the person presiding at the meeting of the Board also has a casting vote.</p> <p>24.3 Any act or thing done or suffered, or purported to have been done or suffered, by the Board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.</p>	<p>24. Voting at meetings of the Board</p> <p>24.1. Subject to clause 24.2 each Board director present at a meeting of the Board is entitled to 1 vote on each motion put to the meeting. For clarity, the Chief Executive Officer, if attending a Board meeting, does not have the power to vote.</p> <p>24.2. In the event of an equality of votes, the person presiding at the meeting of the Board also has a casting vote.</p> <p>24.3. The Board directors at a Board meeting may vote on a question at the meeting orally, in writing or by a show of hands. However, a vote on a question must be by ballot conducted at the meeting if: a) the person presiding decides the vote is to be by ballot; or b) at least 2 Board directors request the vote be by ballot; in which case, the person presiding must decide how the ballot is to be conducted.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> • New clause 24.3 on the method of voting at Board meetings to align with the Model Rules under the Act: <ul style="list-style-type: none"> ○ to clarify that Board votes can be cast orally, in writing or by a show of hands, and ○ to provide that a vote must be by ballot if at least 2 directors or the person presiding requests this.

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p>24.4. Any act or thing done or suffered, or purported to have been done or suffered, by the Board is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board director.</p>	
<p>25. Delegation by the Board to a Committee or individual</p> <p>25.1 The Board may, by instrument in writing, establish any number of Committees to advise and assist it in exercising its functions, comprised of such members as it thinks fit (including people who are not Members).</p> <p>25.2 The Board may delegate such functions of the Board to any number of Committees or individuals as specified in the written instrument, other than:</p> <p>a) this power of delegation; and</p> <p>b) the power to make payments on behalf of the Association without express written authority from the Board.</p> <p>25.3 A delegation may be made subject to any conditions or limitations as to its exercise as specified by the Board.</p> <p>25.4 Any function delegated to a Committee under this clause 25 that remains unrevoked must, if exercised, be exercised in accordance with the terms of the delegation.</p> <p>25.5 Notwithstanding any delegation under this clause, the Board may continue to exercise any function so delegated and any decision by the Board overrides a decision by a delegated Committee.</p> <p>25.6 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause 25 has the same force and effect as it would have if it had been done or suffered by the Board, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.</p> <p>25.7 The Board may, by instrument in writing, revoke or vary, wholly or in part, any delegation under this clause.</p>	<p>25. Delegation by the Board to a Committee or individual</p> <p>25.1. The Board may, by instrument in writing, establish any number of Committees to advise and assist it in exercising its functions, comprised of such members as it thinks fit (including people who are not Board directors or Members).</p> <p>25.2. The Board may delegate such functions of the Board to any number of Committees or individuals as specified in the written instrument, other than:</p> <p>a) this power of delegation; and</p> <p>b) the power to make payments on behalf of the Association without express written authority from the Board.</p> <p>25.3. A delegation may be made subject to any conditions or limitations as to its exercise as specified by the Board.</p> <p>25.4. Any function delegated to a Committee under this clause 25 that remains unrevoked must, if exercised, be exercised in accordance with the terms of the delegation.</p> <p>25.5. Notwithstanding any delegation under this clause, the Board may continue to exercise any function so delegated and any decision by the Board overrides a decision by a delegated Committee.</p> <p>25.6. Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause 25 has the same force and effect as it would have if it had been done or suffered by the Board, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee.</p> <p>25.7. The Board may, by instrument in writing, revoke or vary, wholly or in part, any delegation under this clause.</p>	<p>Only change:</p> <ul style="list-style-type: none"> Inclusion of reference to 'Board directors' in the parenthesis in clause 25.1 to clarify that a Committee need not be comprised of Board directors (or Members)
<p>26. Management – Chief Executive Officer</p> <p>26.1 Administration of day to day affairs of the Association and implementation of Board decisions will be undertaken by the Chief Executive Officer and staff.</p> <p>26.2 The Chief Executive Officer shall:</p> <p>a) be employed by the Association;</p> <p>b) carry out the functions and duties as set out in the employment contract with the Association;</p> <p>c) be the public officer for the purposes of the Act, except that if the Chief Executive Officer does not reside in the Australian Capital Territory, the Board will nominate another member who is eligible to be public officer in accordance with the Act; and</p> <p>d) keep in their control all records and other documents relating to the Association.</p> <p>26.3 The Chief Executive Officer may, at the discretion of the Board, attend Board meetings as an ex-officio non-voting member.</p>	<p>26. Management – Chief Executive Officer</p> <p>26.1. Administration of day to day affairs of the Association and implementation of Board decisions will be undertaken by the Chief Executive Officer and staff.</p> <p>26.2. The Chief Executive Officer shall:</p> <p>a) be employed by the Association;</p> <p>b) carry out the functions and duties as set out in the employment contract with the Association;</p> <p>c) be the public officer for the purposes of the Act, except that if the Chief Executive Officer does not meet the requirements in section 57 of the Act, the Board will nominate another person to be public officer; and</p> <p>d) keep in their control all records and other documents relating to the Association.</p> <p>26.3. The Chief Executive Officer may, at the discretion of the Board, attend Board meetings as an ex-officio non-voting member.</p>	<p>Only change:</p> <ul style="list-style-type: none"> Amendments to clause 26.2(c) to comply with requirements under the Act

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p>27. Meetings of Members – annual general meetings and other general meetings</p> <p>Method of meeting</p> <p>27.1. The Association may decide to hold a meeting of Members using a method of communication, or a combination of methods of communication, that allows the Members taking part to clearly and simultaneously communicate with the other Members without being in each other’s presence.</p> <p>27.2. No matter other than the matter or matters of which notice has been given will be considered or transacted at a meeting of Members.</p> <p>Notice of meeting</p> <p>27.3. For a meeting of Members that does not involve a special resolution, the Chief Executive Officer shall give the Members 14 days’ notice of:</p> <p>a) the time, date and place fixed for the holding of the meeting;</p> <p>b) the agenda for the meeting (and 7 days’ notice of any additional matters to be considered pursuant to clause 28.3); and</p> <p>c) the minutes of the previous meeting.</p> <p>27.4. For a meeting of Members that involves a special resolution, the Chief Executive Officer shall give the Members 21 days’ notice of:</p> <p>a) the time, date and place fixed for the holding of the meeting;</p> <p>b) the agenda for the meeting;</p> <p>c) the proposed special resolution; and</p> <p>d) the minutes of the previous meeting.</p> <p>27.5. A notice required by or under this Constitution to be given to a Member of the Association may be given by any number of the following:</p> <p>a) any form of electronic communication;</p> <p>b) being posted on a notice board on the University campus in the Australian Capital Territory;</p> <p>c) being published in a newspaper, as the Board considers appropriate.</p> <p>Admission to meeting</p> <p>27.6. A person may be refused admission, or required to leave and not return, to a meeting of Members if the person:</p> <p>a) is not a Member or a proxy;</p> <p>b) refuses to permit examination of any article in the person's possession; or</p> <p>c) is behaving in a way that the person presiding the meeting reasonably considers to be dangerous, offensive or liable to cause disruption.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • New clause 27 to set out information that is relevant to all meetings of Members (to align with clause structure for Board meetings) • New clause 27.1 to provide that meetings of Members need not be in person - ANU Sport may decide to hold a meeting of Members using various forms of communication provided that all Members can clearly and simultaneously communicate with each other – drafting flexibility aligns with Model Rules under the Act • Nil changes to meeting business or notice requirements • New clause 27.6 to ensure the safe and efficient running of meetings of Members
<p>27. Annual general meeting</p> <p>27.1 The annual general meeting of the Association shall be held on or before 31 May each year and at a time and place that is accessible to the Members as determined by the Board.</p> <p>27.2 The Chief Executive Officer shall give the Members 14 days’ notice of the time, date and place fixed for the holding of the annual general meeting.</p>	<p>28. Annual general meeting</p> <p>Timing</p> <p>28.1. The annual general meeting of the Association shall be held on or before 31 May each year and at a time and place that is accessible to the Members as determined by the Board.</p> <p>Business</p> <p>28.2. At each annual general meeting:</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> • Requirement to provide annual reports to the Vice-Chancellor of the ANU (current clause 27.4) replaced with requirement to provide annual reports to a relevant / appropriate point of contact at the ANU (clause 28.4) • New drafting in clause 28.2(c) to clarify that the person presiding the meeting has the discretion to permit other matters that have not been notified in advance to be considered at a meeting of Members

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>Reports</p> <p>27.3 At each annual general meeting:</p> <p>a) Members must vote to confirm the minutes of the last annual general meeting and any general meeting held since that meeting;</p> <p>b) the President must present a report signed by 2 members of the Board stating:</p> <p> i) the name of each member of the Board at the date of the report;</p> <p> ii) the principal activities of the Association and any significant change in the nature of those activities during the most recently ended financial year; and</p> <p> iii) the net profit or loss of the Association for the most recently ended financial year;</p> <p>c) the Association must present the report and statements referred to in clause 27.3b) of this Constitution as audited in accordance with clause 34 of this Constitution, together with the Auditor's report on the books and accounts, and on the finances, of the Association during that financial year; and</p> <p>d) Members must elect 6 members of the Board subject to the process set out in clause 19.</p> <p>Copy of reports to go to Vice Chancellor</p> <p>27.4 As soon as practicable after each annual general meeting, the Board must furnish to the Vice Chancellor of the University a copy of the reports and statements referred to in clause 27.3b) that were presented at that meeting.</p> <p>Business</p> <p>27.5 An annual general meeting will consider such matters set out in clause 27.3 and may consider any other matters relating to the affairs of the Association.</p> <p>27.6 Any additional matter to be resolved at an annual general meeting must be notified to the Chief Executive Officer at least 10 days prior to the annual general meeting by not less than 2 Members.</p> <p>27.7 The Chief Executive Officer must give the Members no less than 7 days' notice of any additional matter or matters other than the matters set out in clause 27.3 to be resolved at an annual general meeting.</p>	<p>a) Members must vote on the resolutions put to the meeting, including to:</p> <p> i) confirm the minutes of the last annual general meeting and any general meeting held since that meeting; and</p> <p> ii) elect Board directors in accordance with the process set out in clause 16; and</p> <p>b) the Board must present, for the most recently ended financial year of the Association:</p> <p> i) a statement of the Association's accounts;</p> <p> ii) a copy of the auditor's report in relation to the Association's accounts; and</p> <p> iii) a report signed by 2 Board directors stating:</p> <p> A) the name of each Board director;</p> <p> B) the principal activities of the Association and any significant change in the nature of those activities; and</p> <p> C) the net profit or loss of the Association; and</p> <p>c) the meeting may consider any other matters relating to the affairs of the Association as notified to the Members in advance of the meeting or at the person presiding's discretion.</p> <p>28.3. Any additional matter relating to the affairs of the Association to be resolved at an annual general meeting must be notified in writing to the Chief Executive Officer at least 10 days prior to the annual general meeting by not less than 2 Members so that the Chief Executive Officer can give notice to the Members of the updated agenda.</p> <p>Reports</p> <p>28.4. As soon as practicable after each annual general meeting, the Board must furnish to the University a copy of the reports and statements referred to in clause 28.2b) that were presented at that meeting.</p>	<p>Other changes:</p> <ul style="list-style-type: none"> Drafting changes for clarity and consistency, including re-ordering headings for readability
<p>28. Notices</p> <p>28.1 A Notice required by or under this Constitution to be given to a Member of the Association may be given by any number of the following:</p> <p>a) any form of electronic communication;</p> <p>b) being posted on a notice board on the University campus in the Australian Capital Territory;</p> <p>c) being published in a newspaper, as the Board considers appropriate.</p>	<p>N/A</p>	<p>Only change:</p> <ul style="list-style-type: none"> For readability, moved up into new clause 27
<p>29. General meetings</p> <p>29.1 In addition to the annual general meeting, a general meeting of the Association may be called by:</p> <p>a) at least 25 Members, by giving notice in writing given to the Chief Executive Officer, request the Board to convene a general meeting of the Association for the purpose of determining the matter or matters specified in that notice; or</p> <p>b) the Board. 29.2 If a general meeting of the Association is called, the Board must, fix a date, time and place for the holding of the general meeting.</p> <p>29.3 Subject to clauses 1.3, 5.1 and 6.1 (special general meetings), the Chief Executive Officer must give the Members at least 7 days' notice of the date, time</p>	<p>29. Other general meetings</p> <p>29.1. In addition to the annual general meeting, a general meeting of Members may be called by:</p> <p>a) at least 25 Members requesting the Board convene a meeting of Members for the purpose of determining the matter or matters specified in a written notice to the Board; or</p> <p>b) the Board.</p> <p>29.2. If a general meeting of Members is called, the Board must fix a date, time and place for the holding of the meeting.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> Members can request a meeting of Members by writing to the Board, rather than the CEO (clause 29.1(a)) <p>Other change:</p> <ul style="list-style-type: none"> Notice and business requirements moved to new clause 27

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>and place of any ordinary general meeting convened and of the matter or matters to be determined at that meeting.</p> <p>29.4 No matter other than the matter or matters of which notice has been given will be considered or transacted at a general meeting.</p>		
<p>30. Quorum at meeting of Members</p> <p>30.1 At an annual general meeting or special general meeting of the Association, 25 financial members of the Association present in person constitutes a quorum.</p> <p>30.2 No business shall be transacted at an annual general meeting or general meeting unless a quorum is present.</p>	<p>30. Quorum at meetings of Members</p> <p>30.1. At a meeting of Members, a quorum is the number calculated by dividing the total number of Members by 5 and rounding to the nearest whole number, unless the total number of Members is less than 25, in which case the quorum is 5.</p> <p>30.2. No business shall be transacted at a meeting of Members unless a quorum (including any proxies) is present.</p>	<p>Substantive change:</p> <ul style="list-style-type: none"> • New quorum requirement to reflect changes to membership structure. Drafting aligns with better practice governance quorum calculation. For example: <ul style="list-style-type: none"> ○ if there are 25 Members or less, the quorum is 5 ○ if there are 30 Members, the quorum is 6 ○ if there are 40 Members, the quorum is 8
<p>31. Presiding at meetings of Members</p> <p>31.1 The President, or in the absence of the President, the Vice-President, shall preside at each annual general meeting and general meeting.</p> <p>31.2 If both the President and Vice-President are absent from an annual general meeting or general meeting, the financial members shall elect 1 of their number to preside at the meeting.</p>	<p>31. Presiding at meetings of Members</p> <p>31.1. The President shall preside at each meeting of Members.</p> <p>31.2. If the President is absent from a meeting of Members: a) the directors present shall elect 1 of their number to preside at the meeting; or b) if no director is present or willing to take the chair, the Members may elect 1 of their number to preside at the meeting.</p> <p>31.3. If there is a dispute at a meeting of Members about a question of procedure, the person presiding the meeting may determine the question.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • Slightly different process to determine presiding person in the absence of the President (clause 31.2) <ul style="list-style-type: none"> ○ First, the directors may elect one of themselves to preside (noting removal of mandatory Vice President role under proposed constitution) ○ Second, if no director is present or willing to preside, then the Members may elect the person presiding • New clause 31.3 to align with Model Rules under the Act – the person presiding determines the procedure of the meeting
<p>32. Adjournment of meetings of Members</p> <p>32.1 If, within half an hour from the time appointed for the holding of an annual general meeting or general meeting, a quorum is not present, the meeting will be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Association provides notice. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present (being not less than 10) shall constitute a quorum.</p> <p>32.2 The person presiding at an annual general meeting or general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place.</p> <p>32.3 Notice in accordance with clause 27.2 or 29.3 of this Constitution is not required for an adjournment of a meeting of Members except where the meeting is adjourned for 14 days or more.</p> <p>32.4 At an adjourned annual general meeting or general meeting of the Association, no items of general business shall be considered at the meeting, other than those items of business for which the meeting was adjourned to consider.</p>	<p>32. Adjournment of meetings of Members</p> <p>32.1. If, within half an hour from the time appointed for the holding of a meeting of Members, a quorum is not present, the meeting will be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Association provides notice. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the Members present (being not less than 5) shall constitute a quorum.</p> <p>32.2. The person presiding at a meeting of Members at which a quorum is present may, with the consent of the majority of Members present and entitled to vote at the meeting, adjourn the meeting from time to time and place to place.</p> <p>32.3. Notice in accordance with clause 27 is not required for an adjournment of a meeting of Members except where the meeting is adjourned for 14 days or more.</p> <p>32.4. At an adjourned meeting of Members, no items of general business shall be considered at the meeting, other than those items of business for which the meeting was adjourned to consider.</p>	<p>Only change:</p> <ul style="list-style-type: none"> • Changes to terminology for clarity and consistency (e.g. ‘annual general meeting or general meeting’ replaced with ‘meeting of Members’)
<p>33. Voting at general meetings</p> <p>33.1 Subject to this Constitution, a resolution at an annual general meeting or general meeting of the Association shall be determined by a majority of votes by a show of hands of the Members present and voting on the resolution.</p>	<p>33. Voting at meetings of Members</p> <p>33.1. A resolution (including a special resolution) at a meeting of Members shall be determined by a show of hands of the Members present and entitled to vote on the resolution.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • New clause 33.5 to clarify that an announcement by the person presiding, and an entry in the minutes, of the outcome of a vote is evidence of the outcome (to limit future challenges to decisions and align with better practice governance)

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>33.2 A ballot shall be conducted if at least 4 financial members present request that a resolution be decided by a ballot. The ballot shall be conducted in such a manner as the person presiding directs.</p> <p>33.3 In the event of an equality of votes, the person presiding at the annual general meeting or general meeting also has a casting vote.</p>	<p>33.2. A ballot shall be conducted if at least 4 Members present (including any proxies) request that a resolution be decided by a ballot. The ballot shall be conducted in such a manner as the person presiding directs.</p> <p>33.3. A resolution is carried: a) in the case of an ordinary resolution — if a majority of the Members present and entitled to vote on the resolution, including a person present and entitled to vote as a proxy, vote in favour of the motion; and b) in the case of a special resolution — if three-quarters of the Members present and entitled to vote, including a person present and entitled to vote as a proxy, on the resolution vote in favour of the motion.</p> <p>33.4. In the event of an equality of votes, the person presiding at the meeting of Members also has a casting vote.</p> <p>33.5. A declaration by the person presiding at a meeting of Members that a resolution has been carried or lost, and entry to that effect in the minutes of the meeting, are conclusive evidence of the resolution.</p> <p>Votes by proxy</p> <p>33.6. A Member (the authorising Member) may authorise another person (the proxy) to vote on their behalf at a meeting of Members. The proxy need not be a Member. However, a proxy must not be a proxy for than 1 Member at a meeting of Members.</p> <p>33.7. The authorisation must: a) be in writing; b) include the name and contact details of the authorising Member and the proxy; c) specify the duration or the authorisation; d) include instructions about how the proxy is to vote on the authorising Member's behalf; e) be signed by the authorising Member and the proxy; and f) be in a form approved by the Board.</p> <p>33.8. The proxy may vote on the authorising Member's behalf at a meeting of Members only if: a) the authorising Member gives the authorisation to the Board no later than 5 days before the meeting of Members; and b) the President of the Board accepts the authorisation.</p> <p>33.9. The Board must not accept the authorisation of a proxy if the Board has already accepted an authorisation from another Member for that proxy.</p> <p>33.10. If the Board does not accept the authorisation, the Board must, as soon as practicable before the meeting of Members, give the authorising member written notice that the authorisation has not been accepted.</p> <p>33.11. To remove any doubt, either the authorising Member or their proxy, but not both, may be taken to be present at, and vote in, a meeting of Members.</p> <p>33.12. A vote cast in accordance with an appointment of proxy is valid even if, before the vote was cast at a meeting of Members, the authorising Member: a) died or became mentally unfit to exercise the functions of membership; or</p>	<ul style="list-style-type: none"> • New clause 33.6 – 33.12 to permit Members to vote by proxy, to align with the Model Rules under the Act. This recognises that not all Members may be able to attend a general meeting, so they may authorise another person to attend and vote on their behalf at a meeting of Members. A proxy can only represent 1 Member (i.e. multiple Members cannot authorise the same person to be their proxy) <p>Other changes:</p> <ul style="list-style-type: none"> • New clause 33.3 to simplify drafting in relation to ordinary resolutions and special resolutions in one clause rather than across several clauses in current constitution

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
	<p>b) revoked the proxy; unless written notification of the death, unsoundness of mind or revocation was received by the Board before the relevant meeting of Members.</p>	
<p>34. Auditors</p> <p>34.1 The Board shall make arrangements for a person who is an auditor and who satisfies the requirements of section 74 of the Act to:</p> <p>a) carry out audits of the books and accounts as required by the Act; and b) report on the finances of the Association in each financial year.</p>	<p>36. Accounts and auditors</p> <p>36.1. The Association shall maintain proper accounting records of all its financial transactions including accurate and up to date records of all income and expenditure and all moneys owed to or by the Association.</p> <p>36.2. The Board shall make arrangements for a person who is an auditor and who satisfies the requirements of section 74 of the Act to:</p> <p>a) carry out audits of the books and accounts as required by the Act; and b) report on the finances of the Association in each financial year.</p>	<p>Only changes:</p> <ul style="list-style-type: none"> • Current clause 34 moved down to clause 36 (after receipt and use of funds) for readability • Auditing clause merged with current clause 35.5 to group like subject matter in the same clause (for readability)
<p>35. Funds</p> <p>35.1 Subject to section 114 of the Act and solely for furthering the Objects of the Association, the funds of the Association shall be derived from:</p> <p>a) allocations by the University to the Association; b) fees, levies and annual membership fees; c) grants, sponsorships and donations (including donations of funds and in-kind donations); d) income from rent and investments; e) fundraising activities conducted by the Association, Clubs or Members; and f) such other sources as the Board determines.</p> <p>35.2 All money received by the Association must be deposited as soon as practicable into the Association's bank account.</p> <p>35.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.</p> <p>35.4</p> <p>a) Subject to any resolution passed by the Association in a general meeting, the funds of the Association shall only be used to further the Objects of the Association in such a manner as the Board determines.</p> <p>b) The assets and income of Association shall be applied solely in furtherance of the Objects outlined in clause 3 and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.</p> <p>c) Subject to the Act, this constitution, or any regulations, the funds of the Association may be used for the Objects of the Association in the way the Board decides.</p> <p>35.5 The Association shall maintain proper accounting records of all its financial transactions including accurate and up to date records of all income and expenditure and all moneys owed to or by the Association.</p> <p>35.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed in accordance with the regulations made pursuant to clause 17.1b).</p>	<p>34. Receipt of funds</p> <p>34.1. Subject to section 114 of the Act, the funds of the Association shall be derived from:</p> <p>a) allocations by the University to the Association; b) fees, levies and annual membership fees; c) grants, sponsorships and donations (including donations of funds and in-kind donations); d) income from rent and investments; e) fundraising activities conducted by the Association, Clubs or Members; and f) such other sources as the Board determines.</p> <p>34.2. All money received by the Association must be deposited as soon as practicable into the Association's bank account.</p> <p>34.3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.</p>	<p>Only changes:</p> <ul style="list-style-type: none"> • Separating current clause 35 (funds) into 2 separate clauses to align with the Model Rules under the Act: <ul style="list-style-type: none"> ○ clause 34 focused on receipt of funds and ○ clause 35 focused on use of funds <p>As a consequence, removing the wording 'and solely for furthering the Objects of the Association' from proposed clause 34.1 (focused on the receipt of funds) as this requirement is more appropriately covered in proposed clause 35.1 (focused on use of funds)</p> • Current clause 35.4 moved to proposed clause 35.1 (see below) to group like subject matter in the same clause (for readability) • Current clause 35.5 moved to proposed clause 36.1 (see above) to group like subject matter in the same clause (for readability) • Removal of current clause 35.6 as it is covered in proposed clause 35.3 (see below) to group like subject matter in the same clause (for readability)

ANU Sport Constitution – Explanation of proposed changes

Current Constitution	Proposed changes	Explanation of proposed changes
<p>36. Payment out of moneys</p> <p>36.1 Payments (by cheque, electronic funds transfer or otherwise) made on behalf of the Association must be authorised by signature by any 2 of the following:</p> <p>a) Chief Executive Officer; b) President; c) Vice President; and d) Treasurer, or as otherwise delegated in writing by the Board to the Chief Executive Officer.</p>	<p>35. Use of funds</p> <p>35.1. Subject to the Act, this Constitution or any resolution passed by the Association in a meeting of Members, the funds of the Association shall only be used:</p> <p>a) to further the Objects of the Association in such a manner as the Board determines; and b) to do all things incidental in relation to the exercise the power under clause 35.1(a).</p> <p>35.2. The assets and income of Association shall be applied solely in furtherance of the Objects of the Association and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.</p> <p>35.3. Payments (by cheque, electronic funds transfer or otherwise) made on behalf of the Association must be authorised by any of the following:</p> <p>a) the Board; b) the Chief Executive Officer; or as otherwise delegated in writing by the Board to: c) a director; or d) anyone employed or engaged by the Association.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • Current clause 35.4 moved to proposed clause 35.1, and redrafted for simplicity and to clarify that funds of ANU Sport may only be used to further the Objects of ANU Sport and anything incidental to furthering the Objects • Current clause 36.1 moved to proposed clause 35.3 for readability. Consequential changes to remove reference to Vice President and Treasurer, noting the proposed changes remove the requirement to have these positions. See clause proposed clause 15.3 above • Amendment to proposed clause 35.3 to align with the Model Rules under the Act, such that the Board or the CEO can make payments on behalf of ANU Sport, unless otherwise delegated by the Board to a director or a person or employed or engaged by ANU Sport. <p>Other changes:</p> <ul style="list-style-type: none"> • Current clause 35.4(b) moved to proposed clause 35.2 for readability • Current clause 36.1 moved to proposed clause 35.3 to group like subject matter in the same clause (for readability)
<p>37. Inspection of books</p> <p>37.1 If reasonably requested by a Member, the records, books and other documents of the Association must be made open to inspection at a place in the Australian Capital Territory, free of charge, to a Member within a reasonable time.</p> <p>37.2 The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.</p>	<p>37. Copy of documents for Members</p> <p>37.1. If requested by a Member, the Association must give the Member the following documents free of charge and within a reasonable time:</p> <p>a) a copy of this Constitution; b) a copy of the deeds of any trust relevant to the Association; c) a summary of the minutes of a Board meeting.</p> <p>37.2. The Board may refuse to give a Member access to any document of the Association if satisfied that allowing access would be prejudicial to the interests of the Association, including if:</p> <p>a) the document includes confidential, sensitive or personal information; b) the document relates to employment, commercial or legal matters; or c) it would be unreasonable to provide access.</p>	<p>Substantive changes:</p> <ul style="list-style-type: none"> • Clause 37.1 redrafted to comply with clause 35 of the Act – ANU Sport must, on request, give a Member a copy of the constitution, deeds of any trust (there are none presently) and a summary of the minutes of a Board meeting. <ul style="list-style-type: none"> ○ We have retained the reference to ‘free of charge’ in our current constitution despite the Act permitting an association to charge a fee for these documents. ○ We have retained reference to ‘a reasonable time’ despite the Act not specifying a time limit ○ The changes to clause 37.1 clarify that a Member does not have a right to inspect all records held by ANU Sport • Clause 37.2 redrafted for clarity – ANU Sport need not provide access to any documents if that would be prejudicial to the interests of the Association. Paragraphs (a), (b) and (c) are examples of what would be prejudicial to the interests of the Association.