

HARVARD CLUB OF AUSTRALIA INC.

**Registered Office:
8/171 Walker Street
North Sydney NSW 2060**



CONSTITUTION

**As Incorporated on 27 March 2002
Amended 24 August 2004**

HARVARD CLUB OF AUSTRALIA INC.

CONSTITUTION

I. NAME

The name of the Club shall be "Harvard Club of Australia Inc."

II. OBJECTIVES

- (a) To increase social and fraternal fellowship amongst the alumni of Harvard University in Australia.
- (b) To promote the welfare of Harvard University.
- (c) To both directly and indirectly assist Australian citizens studying at Harvard University.
- (d) To raise funds and utilize any funds surplus to general operating expenses to support the interchange of people and ideas between Australia and Harvard University, with such funds being donated to the R G Menzies Scholarship Trust or other vehicle, as appropriate.
- (e) To do all such other things as may be necessary or conducive to the objectives of the Club.

III. OFFICE

The Office of the Club shall be at such place as the Executive Committee may from time to time determine.

IV. MEMBERSHIP

- (a) The following persons shall be eligible to become ordinary members of the Club:-
 - (i) Graduates of Harvard University.
 - (ii) Other persons who have worked at Harvard University as members, whether permanent or otherwise, of one of the faculties.
 - (iii) Other persons who have studied at Harvard University but not obtained a degree therefrom. Generally such studies will not be of less than six (6) weeks duration.
 - (iv) Members of the Harvard Club of Australia-Victoria Inc.
- (b)
 - (i) Any person wishing to become a member of the Club shall make written application to the Secretary specifying his qualifications for membership.
 - (ii) Subject to sub-clause (c) hereof, any person applying for membership as aforesaid shall become a member upon the Council satisfying itself that the applicant possesses the necessary qualifications for membership and upon payment of the appropriate entrance fee and subscription.
- (c) The Council of the Club shall have the discretion to refuse to grant any application for membership.
- (d) The Council of the Club may confer Honorary membership on any person.
- (e) The Council of the Club may appoint a patron to hold office for any period.
- [f] The Council may invite any member of the Harvard Club of Australia-Victoria Inc. resident outside Victoria to become a member of the Club and may waive or reduce any entrance fee and the subscription payable by that person until subscriptions next become payable.

V. COUNCIL

The governing body of the Club shall be the Council which shall consist of a President, a Vice-President, an Honorary Secretary, an Honorary Treasurer and a minimum of six (6) other members.

VI. EXECUTIVE

There shall be an Executive of the Club which shall consist of the following officers for the time being:

- (a) The President
- (b) The Vice-President
- (c) The Honorary Secretary
- (d) The Honorary Treasurer

VII. MEETINGS

- (a) A general meeting of members of the Club to be called the Annual General Meeting shall be held once in every calendar year at such time and place as the Council seems fit, but not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
- (b) General meetings of the Club other than the Annual General Meeting shall be called Special General Meetings and shall be held:
 - (i) if the Council determines that such a meeting be convened or
 - (ii) if the Secretary has received a written request for such a meeting to be convened, signed by at least six (6) members which specifies the purpose for which the meeting is required and a date, not sooner than twenty-eight (28) days after the delivery of the request, upon which the meeting is to be held.

VIII. NOTICES OF MEETINGS

The Secretary shall cause notices of all general meetings to be sent to members specifying the business to be transacted at such meetings. All notices of meeting shall be posted to or left at the last known address of each member not less than fourteen (14) days before the date specified by the Council for the holding of the meeting or in the case of a Special General Meeting held pursuant to clause VII (b)(ii) hereof, not less than twentyone (21) days before the day specified in the request for the holding of the meeting.

IX. QUORUM

Seven (7) members present in person shall be a quorum for a general meeting of the Club and no business shall be transacted at any such general meeting unless the quorum requisite be present at the commencement of the business.

X. VOTING

No persons other than members shall be entitled to vote at any general meeting of the Club. Unless otherwise specified herein all voting shall be by show of hands and each person present and entitled to vote shall be entitled to cast only one vote.

XI. CHAIRMAN

- (a) The President shall be the chairman at every general meeting of the Club, but if at any meeting, the President shall not be present within fifteen minutes after the time appointed for holding such meeting, then the Vice-President shall be the chairman and if the Vice-President be absent also then the members who are present may choose any one of their number to be the chairman of that meeting.
- (b) The chairman shall have a casting vote at any general meeting.

XII. CHAPTERS AND AFFILIATE ORGANISATIONS

- (a) The Council may from time to time recognise regional organisations of members of the Club as Chapters of the Club, provided it is satisfied that such recognition would be in the interests of the Club. The Council may at any time withdraw such recognition if it is of the opinion that the activities of the Chapter no longer conform with the objectives of the Club. The rules under which a Chapter operates shall be determined by the Council from time to time.
- (b) The Council may from time to time recognise organisations of alumni of Harvard University and other persons who have worked at Harvard (but not obtained a degree from Harvard) as Affiliate Organisations of the Club, provided it is satisfied that such recognition would be in the interests of the Club. The Council may at any time withdraw such recognition if it is of the opinion that the activities of the Affiliate Organisation no longer conform with the objectives of the Club.
- (c) The Harvard Club of Australia-Victoria Inc. shall be an Affiliate Organisation unless and until the Council determines otherwise under sub-rule [a].

XIII. ELECTION OF OFFICERS

- (a) On the day of every Annual General Meeting commencing with the Annual General Meeting next after the adoption of this alteration to the Constitution, the offices of President, Vice-President, Secretary and Treasurer shall fall vacant.
- (b) On the day of every alternate Annual General Meeting commencing with the Annual General Meeting next after the adoption of this alteration to the Constitution, three (3) offices of Council Member shall fall vacant.
- (c) On the day of every other alternate Annual General Meeting three (3) of the offices of Council Member shall fall vacant.
- (d) The three (3) offices of Council Member to fall vacant in each year shall be those filled by the Council Members who have been longest in office since they were last elected to office. If more than three (3) Council Members so qualify for retirement then the three (3) to retire shall be determined by lot.
- (e) Retiring officers shall hold office until the election of office bearers at the Annual General Meeting has been completed.
- (f) Retiring officers shall be eligible for re-election to any of the offices falling vacant provided that no member shall be re-elected to an office if that member has already held that same office for the two (2) immediately preceding years.
- (g) Nominations for the offices on the Council shall be called for by the Secretary at least fourteen (14) days prior to the Annual General Meeting. Nominations must be signed by the proposer and handed to the Secretary prior to the commencement of the Annual General Meeting provided that the members may by ordinary resolution waive compliance with this subclause at any Annual General Meeting.
- (h) All elections shall be conducted by preferential secret ballot.
- (i) If any offices are not filled at the Annual General Meeting such offices may be filled by members appointed by the Council from time to time.

XIV. COUNCIL MEETINGS AND POWERS

- (a) The Council may exercise all such powers of the Club as are not by this Constitution required to be exercised by the Club in general meeting, subject nevertheless to any restrictions imposed by the Club in general meeting.
- (b) The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of any member of the Executive or of any two members of the Council summon a meeting of the Council.

- (c) The Chairman of any meeting of the Council shall be the President, or if he should for any reason be unable to or unwilling to act, then the Vice-President shall be the chairman and if he should for any reason be unable to or unwilling to act, then such member of the Council as may be elected for the purpose by a majority of members of the Council then present.
- (d) Questions arising at any meeting of the Council shall be decided by a majority of votes, and a determination by a majority of the Council shall for all purposes be a determination of the Council. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- (e) The quorum necessary for transaction of the business of the Council shall be three (3).
- (f) The Council may invite representatives of an Affiliate Organisation recognised under Clause XII to attend such meetings of the Council as it sees fit from time to time, but such representatives shall not be entitled to vote on any question arising at such meetings.

XV. EXECUTIVE MEETINGS AND POWERS

- (a) The Executive may exercise:-
 - (i) All such powers as may be exercised by the Council if, in the opinion of any two (2) members of the Executive, a meeting of the Council could not be convened without difficulty and delay.
 - (ii) Such powers of the Council as the Council may from time to time delegate to it.
- (b) The Executive may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Any member of the Executive may summon a meeting of the Executive.
- (c) The Chairman of any meeting of the Executive shall be the President, or if he should for any reason be unable or unwilling to act, then the Vice-President shall be the chairman and if he should for any reason be unable or unwilling to act, then such member of the Executive as may be elected for the purpose by a majority of members of the Executive then present.
- (d) Questions arising at any meeting of the Executive shall be decided by a majority of votes and a determination by a majority of the Executive shall for all purposes be a determination of the Executive. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote except when only two (2) members of the Executive shall be present.
- (e) The quorum necessary for the transaction of business of the Executive shall be two (2).
- (f) The Executive may invite representatives of an Affiliate Organisation recognised under Clause XII to attend such meetings of the Executive as it sees fit from time to time, but such representatives shall not be entitled to vote on any question arising at such meetings.

XVI. REGISTER OF MEMBERS

A register of members of the Club for the time being shall be kept by the Treasurer, setting out the name in full, the occupation, address and Harvard University association of each member of the Club and the date of last payment of his or her subscription. The Council may delegate this requirement to an Administrator.

The Club will nominate long-standing members as Crimson Fellows and suitably recognise their membership after twenty-five (25) years of membership with the Club [taking account of any periods as members of the Harvard Club of Melbourne, the Harvard Club of Australia-Victoria Inc. and any other Affiliate Organisations].

XVII. BANK ACCOUNT

The Club shall maintain one or more bank accounts into which all money received by the Club shall be paid. All cheques drawn on any such bank accounts shall be signed by any two (2) members of the Club approved by the Council as signatories for the time being. No payment shall be made on behalf of the Club except with the approval of the Council who may authorise the Treasurer to pay accounts electronically using one digital signature after such approval has been given.

XVIII. SCHOLARSHIP FUNDING

All surplus funds of the Club and funds specially raised for the purpose shall be used to support the exchange of learning between Harvard University and Australia. Subject to approved tax deductibility, such funds shall be donated to the R G Menzies Scholarship Fund and other funds which similarly support scholarships in pursuit of such exchange.

XIX. EXPULSION

If any member shall wilfully infringe any of the rules of this Constitution or be (in the opinion of the Council) guilty of any conduct prejudicial to the interests of the Club, the Council shall have the power to expel such member, and erase his or her name from the Register of Members; but the Secretary shall give to the member notice by post or personal delivery to the member of the intention of the Council to consider his or her expulsion not less than seven (7) days before the date of the proposed meeting and such member shall have the right to appear before and be heard by the Council. Any member so expelled shall have the right of appeal to a Special General Meeting to be summoned within twenty-eight (28) days of his or her expulsion when a majority of two-thirds of those present and voting shall be required to confirm the expulsion. The voting at such Special General Meeting shall be by ballot. If the expulsion be not confirmed, the member shall be reinstated.

XX. PROPERTY

- (a) The real and personal property of the Club shall be held in the name of the Club. The Council may at its discretion vest all or some Club property in a trustee or trustees for the Club subject as hereinafter provided. The trustees may be two or more members of the Club or a trustee company or a trustee company with one or more members of the Club. No individual shall be qualified to be or remain a trustee unless he is a member of the Club. In this rule, the expression "a trustee company" means an incorporated company authorised by Act of Parliament in the State of New South Wales to act as a trustee in that State.
- (b) The trustees may be appointed and removed at any time by the Club in general meeting, provided that the Council may appoint a duly qualified person or a trustee company to fill a casual vacancy occurring in the office of trustee or as an additional trustee, but such appointee shall hold office only until the next following Annual General Meeting of the Club when he or it shall be eligible for reappointment as a trustee, if qualified.
- (c) The authority of the trustees may at any time and from time to time be extended, limited or restricted by resolution of the Club in general meeting.
- (d) Until the Club in general meeting shall otherwise resolve, the trustees shall deal with the Club property vested in them in such manner as the Council shall direct, but no purchaser or mortgagee or other persons dealing with the trustee shall be concerned or bound to enquire whether any such sanction or direction has been given.
- (e) The Club property may be invested as follows:-
 - (i) In any investment for the time being authorised by law for the investment of trust funds.
 - (ii) In the bonds, debentures, debenture stock, mortgages or preference stock of any public company wherever incorporated or carrying on business.
 - (iii) In the ordinary stock or shares or preferred or deferred stock or shares of any public company wherever incorporated or carrying on business. provided that such stock or shares are for the time being listed on a recognised Australian stock exchange.
 - (iv) In loans to persons or companies approved for the time being by the Council.

XXI. INDEMNITY

The members of the Council, trustees, and other officers including the Secretary for the time being of the Club, acting in relation to any of the affairs of the Club and every one of them, and every one of their executors and administrators shall be indemnified and held harmless by the members thereof, from and against all actions, costs, charges, losses, claims, demands, damages, and expenses which they, or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any acts done, concurred in, or omitted, in or about the execution of their duty, or supposed duty, in their offices or trusts, except such (if any) as he or they shall incur or sustain by or through his or their own wilful neglect or default respectively; and none of them shall be answerable for the acts or defaults of the other or others of them, or for joining in receipts for the sake of conformity, or for any bankers or other persons, with whom any monies or securities or effects belonging to the Club, shall or may be lodged and deposited for safe custody, or for the insufficiency or deficiency of any security upon which any monies of or belonging to the Club, shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall be by or through his or their own wilful default respectively provided that the liability of any member under the indemnity herein contained shall not exceed the sum of \$20.

XXII. ALTERATIONS TO CONSTITUTION

No new rule, or alteration, or amendment of the rules shall be made, nor shall any rule be rescinded or suspended unless sanctioned by two-thirds of the members present and voting in person at a general or Special General Meeting, twenty (20) members at least voting on the occasion, and unless the proposed rules, alteration amendment rescission or suspension shall have been circulated to the members by post or by personal delivery not less than twentyone (21) days immediately preceding the day of meeting. No amendment to the proposed new rule, alteration amendment or rescission or suspension (other than a verbal alteration) shall be entertained unless notice thereof shall have been given in writing, to the Secretary fourteen (14) days before such meeting.

XXIII. CASUAL VACANCIES

Any vacancies occurring in the position of office bearers of the Club including the Auditor may be filled by the Club in general meeting or by the Council. Any person or persons so appointed by the Council shall hold office only until the next Annual General Meeting.

XXIV. AUDIT

The income and expenditure accounts of the Club shall be audited prior to each Annual General Meeting and such accounts shall be presented to each Annual General Meeting.

XXV. AUDITOR

At the Annual General Meeting held each year the members present shall appoint an auditor or auditors to hold office until the next Annual General Meeting and their rights and duties shall be regulated by the members present, or in the absence of such regulations by the Council for the time being.

XXVI. SUBSCRIPTION

- (a) The Club year shall begin on 1st January in each year and terminate on 31st December.
- (b) The entrance fee and subscription payable by members shall be determined from time to time by a resolution of the members present at the Annual General Meeting or at a Special General Meeting called for the purpose of determining such fee and subscription. Fees and subscriptions so determined shall remain in force until altered at another general meeting.
- (c) Any member who does not give notice to the Secretary one month previous to the day on which the next subscription falls due of his intention to withdraw from the Club shall be considered as a continuing member and shall be liable to pay his subscription accordingly.
- (d) The Council may remove from the Register of Members the name of any member whose subscription is more than twelve months in arrears.

- [e] A member who resides in Victoria and applies to become a voting member of the Harvard Club of Australia-Victoria Inc may notify the Secretary to that effect, whereupon he or she shall be transferred and will cease to be a member of the Club.
- [f] The Council may refund in whole or in part the subscription paid by a member who has become a member of the Harvard Club of Australia-Victoria Inc.

XXVII NON-PROFIT/DISSOLUTION/AMALGAMATION

- (a) The assets and income of the Club shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
- (b) The Club may be dissolved at any time upon a resolution of a Special General Meeting convened for that purpose, at which meeting at least one-fifth of the members of the Club eligible to vote thereon shall be present and vote in person.
- (c) On a dissolution of the Club the amount which remains after such dissolution and the satisfaction of all debts and liabilities of the Club shall be donated to then existing scholarships and fellowships or if none exist, another scholarship fund supporting Australian students studying at Harvard University or failing that to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.
- (d) Where it furthers the objects of the Club to amalgamate with anyone or more other organisations having similar objects, the other organisation must have rules prohibiting the distribution of its assets and income to members.

XXVIII SEAL

- (a) The common seal of the Club must be kept in the custody of the public officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

XXIX PUBLIC OFFICER

The Council shall appoint a public officer in accordance with the Act.

XXX INSURANCES

The Council shall:

- (a) maintain with an insurer approved by the Council, insurance under Section 44 of the Act which shall include public liability insurance of not less than five million dollars (\$5,000,000);
- (b) ensure that all major fund raising ventures (as determined by the Council) are underwritten; and insure the cost of all major fund raising ventures against risks such as cancellation and non appearance of important persons.
- (c) in addition to the insurance required under Clause (a) of this Article, maintain insurances for voluntary workers personal accident and directors & officers liability.

XXXI INDEMNIFICATION OF OFFICERS OF THE COMPANY

Every officer of the Club shall be indemnified out of the property of the Club against the following:

- (a) any liability for costs and expenses incurred by the officer in his or her capacity as an officer of the Club;
- (b) in defending any proceedings, whether civil or criminal, in which judgment is given in the officer's favour or in which the officer is acquitted; or in connection with an application in relation to any such proceedings in which relief under the Law is granted to the Officer by a Court;

XXXII BOOKS

- (a) Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.
- (b) The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at any reasonable hour.

XXXIII RULES OF AN ASSOCIATION

Where this Constitution does not provide for any of the 17 items referred to in Schedule 1 of the Act, the corresponding rule in the Model Rules for associations incorporated under the Act shall apply by default.

XXXIV DEFINITIONS

In this Constitution, unless there be something in the subject or context inconsistent therewith:

"The Act" means the Associations Incorporation Act 1984

"The Regulation" means the Associations Incorporation Regulation 1999.

"Council" constituted in accordance with this Constitution means the body which governs or has the management of the Club.

"Club" means the Harvard Club of Australia Inc.

"Chapter" means a branch or sub-division of the Club formed in a specific state or region by at least ten (10) members resident in that region.

"Convenor" means the member appointed by a Chapter which has chosen not to elect a Council.

"Councillor" means a member of a Council.

"Member" means a person elected to membership of the Club other than as an Honorary, Temporary, Provisional or Life Member.

"Office" means the registered office for the time being of the Club.

"Secretary" means the person holding office under these rules as secretary of the Club, or if no such person holds that office, the public officer of the Club.

"Special General Meeting" means a general meeting of the Club other than an Annual General Meeting.

"Administrator" means a person engaged by the Club for a fee. Membership of the Club shall not preclude a member from holding this office

"In writing" and "written" include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

Words importing the singular number include the plural number and vice versa and the masculine gender includes the feminine gender and vice versa and corporations.

A decision of the Council on the construction or interpretation of this Constitution of the Club or any By-laws or rules of the Club made pursuant to this Constitution or on any matter arising therefrom shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting.