



HARVARD CLUB OF VICTORIA

Harvard Club of Victoria Inc. Rules

[Oct 21 2021]

1. Name

The name of the Club shall be “Harvard Club of Victoria Inc”.

2. Statement of Purposes

- a) To increase social and fraternal fellowship amongst the alumni/ae of Harvard University in Victoria.
- b) To promote the welfare of Harvard University.
- c) To assist both directly and indirectly Australians studying at Harvard University.
- d) To raise funds for donation to scholarship funds supporting Australians studying at Harvard University.
- e) To raise funds to support representatives of Australian charitable organisations studying at Harvard University for the benefit of those organisations.
- f) To do all such other things as may be necessary or conducive to meeting the above purposes.

3. Registered Address

The registered address of the Club shall be at such place as the Council may from time to time determine.

4. Membership

- a) The following persons shall be eligible to become members of the Club:
 - i) Any person who has received a degree or an honorary degree awarded by Harvard University.
 - ii) Any person who qualifies as a “member” of the Harvard Alumni Association.

- iii) Any person who is enrolled in a degree program at Harvard University and has completed at least one credit granting course with a passing-grade.
 - iv) Any person who has completed any of the following Harvard Business School programs, or predecessor or successor Harvard Business School programs, as determined by the Council in its discretion: Advanced Management Program, Owner/President Management Program, General Management Program or Program for Leadership Development.
 - v) Any person who has been designated as a Non-profit Fellow by the Council.
 - vi) A tenured active or emeritus member of a Harvard University faculty.
 - vii) Any other person upon whom the Council of the Club deems it appropriate to confer membership. Generally, such a person will have a close connection with Harvard University or the Club.
- b) The following persons who are not listed in sub-rule (a) shall be eligible to become associate members of the Club:
- i) Any person who qualifies as an “associate member” of the Harvard Alumni Association.
 - ii) Any other person upon whom the Council of the Club deems it appropriate to confer associate membership.

For purposes of these rules only, an associate member is considered to be a member, except that an associate member:

- i) Is permitted to attend any General Meeting of members but his or her presence shall not be considered when determining whether a quorum is present;
 - ii) Shall not be eligible to vote on any matter before any General Meeting of members;
 - iii) Shall not be eligible to become a Council member; and
 - iv) Shall not be granted access to the register of members or other databases containing member information.
- c)
- i) Any person wishing to become a member shall make application to the Secretary, specifying his or her qualifications for membership; provided that the Council shall be at liberty also to consider any application which fails fully to comply with the terms of this sub-paragraph.
 - ii) Subject to sub-rule (d), any person applying for membership as aforesaid shall become a member, upon the Council’s satisfying itself that the applicant

possesses the necessary qualifications for membership and upon payment of the appropriate entrance fee (if any) and subscription as applicable.

- d) The Council shall have the discretion to refuse to grant any application for membership.
- e) The Council may confer life membership on any person deemed by the Council to be an appropriate life member. Life members are members within the meaning of that word in these rules, but are not obligated to pay an entrance fee (if any) or subscriptions.
- f) The Council may confer honorary membership on any person deemed by the Council to be an appropriate honorary member. A person may be a member of the Club concurrently with being an honorary member. Honorary members are not members within the meaning of that word in these rules and have none of the rights and obligations of members. For the avoidance of doubt, an honorary member (i) is permitted to attend any General Meeting of members but his or her presence shall not be considered when determining whether a quorum is present, (ii) cannot vote on any matter before any General Meeting of Members, (iii) is ineligible to become a Council member, and (iv) shall not be granted access to the register of members or other databases containing member information. The Council may for any reason or no reason cancel any honorary membership.
- g) The Council may appoint a patron to hold office for any period deemed by the Council to be appropriate. A person may be a member of the Club concurrently with being a patron. Patrons are not members within the meaning of that word in these rules and have none of the rights and obligations of members. For the avoidance of doubt, a patron (i) is permitted to attend any General Meeting of members but his or her presence shall not be considered when determining whether a quorum is present, (ii) cannot vote on any matter before any General Meeting of Members, (iii) is ineligible to become a Council member, and (iv) shall not be granted access to the register of members or other databases containing member information. The Council may for any reason or no reason cancel any appointment as patron.

5. Subscription

- a) The Club's financial year shall begin on 1 July in each year and terminate on 30 June in the following year.
- b) The entrance fee (if any) and subscription payable by members shall be determined from time to time by the Council.
- c) The Club may authorise any person or entity to collect subscriptions on its behalf and may authorise such person or entity to retain an amount from those subscriptions as reasonable payment for the provision of administrative services.

- d) Subject to sub-rule (f), 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 or her intention to withdraw from the Club shall be considered as a continuing member and shall be liable to pay his or her subscription accordingly.
- e) Any member whose subscription is more than 3 months in arrears shall automatically cease to be a member, effective as of the most recent date his or her subscription fell due, and shall be removed from the register of members.
- f) A member who wishes to cease to be a member may notify the Secretary to that effect, whereupon he or she shall cease to be a member.

6. Council

The governing body of the Club shall be the Council, which shall consist of each officer serving as President, Vice-President, Secretary, and Treasurer, and a minimum of six other members, provided that (subject to rule 14(b)(i)) the members may by ordinary resolution at any Annual General Meeting decide to elect a smaller Council for the following year. No persons other than members shall be eligible to serve on the Council. Associate members, honorary members and patrons are not eligible to serve on the Council.

7. Executive

- a) There shall be an Executive of the Club which shall consist of the following officers for the time being:
 - i) One or more officers serving as President
 - ii) One or more officers serving as Vice-President
 - iii) One or more officers serving as Secretary
 - iv) One or more officers serving as Treasurer
- b) The Council shall appoint a person to fill any vacancy in the office of Secretary within 14 days after such vacancy arises and shall notify the Registrar of that appointment within a further 14 days.
- c) The Secretary shall be a member of the Club and must be a person eligible to hold the office of Secretary under the Associations Incorporation Reform Act 2012.

8. General Meetings

- a) A General Meeting of members, to be called the Annual General Meeting, shall be held once in every calendar year at such time and place as the Council deems fit.

- b) The second and subsequent Annual General Meetings after the incorporation of the Club shall be held within five months after the end of the financial year of the Club, subject to any extensions granted in accordance with applicable law.
- c) The Club shall submit to members at the Annual General Meeting the financial statements required to be submitted to members pursuant to the Associations Incorporation Reform Act 2012.
- d) General Meetings of the Club other than the Annual General Meeting shall be held i) if the Council determines that such a meeting be convened or ii) if the Secretary has received via email a written request for such a meeting to be convened, signed by at least six members and specifying the purpose for which the meeting is required and a date, not sooner than 28 days after the delivery of the request, upon which the meeting requested is to be held.
- e) The Council must ensure that minutes are taken and kept of each General Meeting.
- f) The chair of a General Meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- g) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- g) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more.
- h) The Club may hold its General Meetings, or permit members to take part in its General Meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member. A member who participates in a General Meeting in a manner permitted under this rule is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

9. Notice of General Meetings

- a) 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 sent by post or email to or left at the last known address of each member not less than seven days before the date specified by the Council for the holding of the meeting or, in the case of a General Meeting held pursuant to rule 8(d)(ii) hereof, not less than seven days before the date specified in the request for the holding of the meeting.

- b) Unless stated otherwise within these rules, where a motion is to be passed by special resolution, members must be given at least 21 days' notice of the General Meeting. Notice given under this rule must include:
 - i) the date, time and place of the meeting;
 - ii) the full proposed resolution; and
 - iii) a statement of the intention that the motion be proposed as a special resolution.
- c) Notice of a General Meeting given to a member must state that the member may appoint another member as a proxy for the meeting, and include a copy of any form that the Council has approved for the appointment of a proxy.

10. Quorum

Seven members present in person or by proxy and entitled to vote shall be a quorum for a General Meeting of the Club and no business shall be transacted at any such General Meeting unless a quorum is present at the commencement of business. Associate members, honorary members and patrons are not counted in determining whether a quorum is present at any General Meeting of the Club.

11. Voting and Proxies

- a) 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 one vote only. Associate members, honorary members and patrons are not entitled to vote at any General Meeting of the Club.
- b) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a General Meeting. The appointment of a proxy must be in writing and signed by the member making the appointment. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit. If the Council has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- c) A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting. Notwithstanding the foregoing, a form appointing a proxy is of no effect unless it is received by the Secretary via email no later than 24 hours before the commencement of the meeting.

12. Chair

- a) The President shall be the chair 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 chair, and if the Vice-President be absent also then the members who are present may choose any one of their number to be the chair at that meeting.
- b) The chair shall have a casting vote at any General Meeting.

13. Affiliate Organisations

The Council may from time to time recognise organisations of alumni/ae of Harvard University, or organisations of other persons who have undertaken a period of study at Harvard (but have not obtained a Harvard degree), as Affiliate Organisations of the Club, provided the Council is satisfied that such recognition would be in the interests of the Club. The Council may at any time withdraw such recognition if the Council is of the opinion that the activities of the Affiliate Organisation no longer conform with the objectives of the Club.

14. Election and Removal of Council Members and Officers

- a) At every Annual General Meeting, the offices of President, Vice-President, Secretary and Treasurer shall fall vacant.
- b) At every Annual General Meeting:
 - i) those Council members elected at the preceding Annual General Meeting shall continue in office as Council members until the following Annual General Meeting;
 - ii) the offices of the remaining Council members shall fall vacant and, subject to rule 6, they shall be eligible for re-election.
- c) Retiring officers shall hold office until the election of office bearers at the Annual General Meeting has been completed.
- d) Retiring officers shall be eligible for re-election to any of the offices falling vacant.
- e) Nominations for the offices on the Council shall be called for by the Secretary at least 40 days prior to each Annual General Meeting. Nominations must be handed to the Secretary at least 30 days prior to the Annual General Meeting.
- f) All elections shall be conducted on a show of hands or, if so demanded by five or more members present and voting, by ballot. If a ballot is required for the election for a position, the chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot. The returning officer must not be a member nominated

for the position. Before the ballot is taken, each candidate may make a short speech in support of his or her election. The election must be by secret ballot. The returning officer must give a blank piece of paper to each member present in person, and each proxy appointed by a member. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote. If the ballot is for more than one position, the voter must write on the ballot paper the name of each candidate for whom they wish to vote, and the voter must not write the names of more candidates than the number to be elected. Ballot papers that do not comply with this rule are not to be counted. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes. If the returning officer is unable to declare the result of an election under this rule because 2 or more candidates received the same number of votes, the returning officer must conduct a further election for the position in accordance with this rule to decide which of those candidates is to be elected, or with the agreement of those candidates, decide by lot which of them is to be elected. If the General Meeting is conducted using technology in accordance with rule 8(h), members and proxies participating using such technology shall be permitted to vote electronically.

- g) 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.
- h) A General Meeting of the Club may by special resolution, for any reason or for no reason, remove i) any member from the Council; and/or ii) any officer.
- i) A Council member may resign from the Council by written notice addressed to the Council.
- j) A person ceases to be a Council member if he or she ceases to be a member of the Club, resigns from the Council, is removed from the Council, dies, becomes insolvent under administration, becomes a represented person under the Guardianship and Administration Act 1986, is disqualified from managing corporations under Part 2D.6 of the Corporations Act or is otherwise disqualified under the Associations Incorporation Reform Act 2012.

15. Casual Vacancies

- a) Any vacancies occurring in the positions of the above officers of the Club may be filled by the Club at a 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 (subject to rule 14 (g) above).
- b) If a member of the Executive is temporarily unable to act in his or her position as a result of absence or illness, the Council may appoint a member to act in the position during that absence or illness but only so long as the relevant member of the Executive remains in office.

16. Council Meetings and Powers

- a) The Council may exercise all such powers of the Club as are not required by these rules to be exercised by the Club in General Meeting, but subject 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 (including by allowing some or all of its members to be present at any meeting using technology that allows Council members present at the meeting to clearly and simultaneously communicate with each other). 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 chair of any meeting of the Council shall be the President, or, if he or she should for any reason be unable or unwilling to act, then the Vice-President shall be the chair. If the Vice-President should for any reason be unable or unwilling to act, then such member of the Council shall be the chair as may be elected for the purpose by a majority of the 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 members of the Council present and entitled to vote on any matter shall for all purposes be a determination of the Council with respect to such matter. In the case of an equality of votes, the chair 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.
- f) The Council may invite representatives of an Affiliate Organisation recognised under rule 13 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.
- g) The Council must ensure that minutes are taken and kept of each Council meeting.
- h) Notice of each Council meeting must be given to each Council member no later than 7 days before the date of the meeting, except that notice shall not be required of any regularly scheduled Council meeting. The notice must state the date, time and place of the meeting.
- i) A Council member who has a material personal interest in a matter being considered at a Council meeting must disclose the nature and extent of that interest to the Council and must not be present while the matter is being considered or vote on the matter.
- j) The Council may grant a Council member leave of absence from attending Council meetings for a period to be determined by the Council.

- k) The Council may establish committees consisting of Council members and one or more other persons with terms of reference it considers appropriate.

17. Executive Meetings and Powers

- a) The Executive may exercise 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 (including by allowing some or all of its members to be present at any meeting using technology that allows members of the Executive present at the meeting to clearly and simultaneously communicate with each other). Any member of the Executive may summon a meeting of the Executive.
- c) The chair of any meeting of the Executive shall be the President, or, if he or she should for any reason be unable or unwilling to act, then the Vice-President shall be the chair. If the Vice-President should for any reason be unable or unwilling to act, then such member of the Executive shall be the chair 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 present and entitled to vote on any matter shall for all purposes be a determination of the Executive with respect to such matter. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote, except when only two members of the Executive shall be present.
- e) The quorum necessary for the transaction of business of the Executive shall be two.

The Executive may invite representatives of an Affiliate Organisation recognised under rule 13 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.

18. Register of Members

A register of members for the time being shall be kept by the Secretary or his or her designee. As required by law, this register shall set out each member's name and address, his or her class of membership and the date on which he or she became a member of the Club, and may include such other information as the Council and/or the Secretary may determine to be in the best interests of the Club in accordance with applicable law.

19. Bank Account

- a) The Club shall maintain one or more bank accounts into which, subject to rule 5(c), all money received by the Club shall be paid. All cheques drawn on any such bank accounts shall be signed by any two members of the Council as signatories for the time being. All electronic transfers of funds shall be authorised by (i) at least one

member of Council and (ii) at least one other person who has been delegated authority by the Council to administer payments of expenses on behalf of the Club. The Council shall pre-approve all payments on behalf of the Club that are above a certain amount to be determined by the Council from time to time.

- b) The funds of the Club shall be derived from entrance fees (if any), subscriptions, donations, interest on deposits, surpluses from events administered, sponsored or endorsed by the Club, and such other sources as the Council determines.
- c) The Treasurer or his or her designee must issue on behalf of the Club receipts for all moneys paid to or received by the Club.

20. Common Seal

- a) The Council may provide a Common Seal for the Club and, if it does, shall provide for its safe custody.
- b) The Common Seal (if any) shall be used only by the authority of the Council.
- c) Every instrument to which the Common Seal is affixed shall be signed by a member of the Executive and one other member of the Council.

21. Documents

- a) The Treasurer shall be responsible for the safe custody of all cheque books and banking and accounting records of the Club.
- b) The Secretary shall be responsible for the safe custody of the register of members.
- c) The Secretary shall be responsible for the safe custody of other records of the Club relating to its incorporation and management (including the minutes of meetings of the Council and the minutes of General Meetings) and other documents relating to transactions, dealings, business or property of the Club.
- d) A member may inspect, and make copies of, any of the documents referred to in this rule by arrangement with the officer having custody of those documents.

22. Expulsion

If any member wilfully infringes any of these rules or has (in the opinion of the Council) otherwise engaged in any conduct prejudicial to the interests of the Club, the Council shall have the power to expel that member, and erase his or her name from the register of members; but the Secretary shall give notice to the member, by post, email or personal delivery, of the intention of the Council to consider his or her expulsion, which notice shall be given not less than seven days before the date of the proposed Council meeting at which the expulsion is to be considered, and the 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 General Meeting, to be summoned not sooner than 28 days after his or her expulsion, at which a majority of two-thirds of those present and voting shall be required to confirm the expulsion. The voting at such General Meeting shall be by ballot. If the expulsion is not confirmed, the member shall be reinstated.

23. Grievance Procedure

- a) The parties to a dispute under these rules between members or between a member and the Club must meet and discuss the matter in dispute, and try to resolve it within 14 days after it comes to their attention.
- b) If they are unable to resolve the dispute at the meeting, or one of them fails to attend the meeting, they must within 10 days hold a meeting in the presence of a mediator chosen by agreement between the parties or, where they cannot agree:
 - i) in the case of a dispute between a member and another member, a person appointed by the Council;
 - ii) in the case of a dispute between a member and the Club, a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice and Regulation of the State Government of Victoria).
- c) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- d) The mediator, in conducting the mediation, must ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- e) The mediator must not determine the dispute.
- f) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Reform Act 2012 or otherwise in accordance with applicable law.

24. Indemnity

The members of the Council acting in relation to any of the affairs of the Club and the Secretary, and every one of them, and every one of their executors and administrators, shall be indemnified and held harmless by the Club, with respect to all actions, costs, charges, losses, claims, demands, damages, and expenses which the members of the Council or the Secretary, or any of them, 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 in their offices, except such (if any) as he or she or they shall incur or sustain by or through his or her or their own wilful neglect or wilful default respectively; and none of them shall be answerable for the acts or defaults of the other or others of them.

25. Alterations to Rules

No alteration or amendment of these rules shall be made unless approved by special resolution of three quarters of the members present and voting in person or by proxy at a General Meeting, with members comprising at least 10% of the total number of members entitled to vote at the General Meeting (such number to be determined as at the close of business on August 31 immediately preceding the day of meeting) voting on the proposal to alter or amend these rules, and unless the proposed alteration or amendment has been circulated to the members by the Secretary by post, email or by personal delivery not less than 28 days immediately preceding the day of meeting.

26. Dissolution

- a) The Club may be dissolved at any time upon a special resolution of a General Meeting convened for that purpose by notice circulated to the members by the Secretary by post, email or by personal delivery not less than 21 days immediately preceding the day of meeting, at which meeting:
 - i) at least one-fifth of the members eligible to vote on the resolution shall be present and shall vote in person or by proxy; and
 - ii) three quarters of the members present and voting support the resolution.
- b) On a dissolution of the Club, the assets of the Club after satisfaction of all debts and liabilities of the Club shall be donated to one or more scholarship or other funds supporting Australians studying at Harvard University, or failing that to any organisation which has similar purposes and which has rules prohibiting the distribution of its assets and income to its members, as determined by the special resolution passed in accordance with sub-rule (a) or a special resolution passed by three quarters of members present and voting at a further General Meeting of which the Secretary has given 21 days' notice by post, email or personal delivery.

27. Non-profit Association

- a) The assets and income of the Club shall be applied solely in furtherance of its abovementioned purposes 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) Where it furthers the objects of the Club to amalgamate with any one or more other organisations having similar purposes, it may do so provided that each other such organisation has rules prohibiting the distribution of its assets and income to members except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

As Recommended by the Council on June 16, 2021 and Approved by the Members on October 21, 2021.