



BY-LAWS

Made by the Council of the Women's College within the University of Sydney on 18 March 2014 pursuant to section 16 Women's College Act 1902 (NSW)

INTRODUCTION

1. All previous By-laws are hereby rescinded.

DEFINITIONS

2. In these By-laws terms have the meaning in the *Women's College Act 1902 (NSW)*, and unless the context otherwise requires:

Act means the *Women's College Act 1902 (NSW)* as amended from time to time

By-laws means by-laws made under section 16 of the Act

Chair means the chair, and Deputy Chair means the deputy chair, of the Council elected in accordance with By-law 7

College means the Women's College within the University of Sydney

Council means the Council of the Women's College within the University of Sydney, a statutory corporation established under the Act

Councillor means a member of the Council appointed or elected in accordance with section 5 of the Act

Elective Councillor means a Councillor elected in accordance with section 6, or appointed in accordance with section 7, of the Act

Member means a person whose name is entered on the Roll in accordance with By-law 12

Principal means the person appointed by the Council as principal of the College in accordance with By-law

Resident means a resident of the College admitted in accordance with By-law 19

Returning Officer means the person appointed in accordance with By-law 16(a)

Roll means the register of Members maintained by the Council in accordance with By-law 13

University means the University of Sydney

3. The provisions in the *Interpretation Act 1987* (NSW) as amended shall apply as if these By-laws were a statutory rule as defined in that Act unless the contrary intention appears.

THE COUNCIL

4. The Council shall meet at least four times each calendar year for conducting its business, adjourn and otherwise regulate its meetings as it sees fit.
5. Any three Councillors may at any time requisition a meeting of the Council. Such a requisition must be made in writing and specify the business to be included in the agenda of the meeting. The Chair shall as soon as reasonably convenient issue notice of the requisitioned meeting, but no business shall be transacted at any such meeting other than that included in the requisition.
6. Except where the Councillors unanimously consent in writing to shorter notice being given, at least seven days' notice of meetings shall be given in writing stating the business to be transacted at the meeting. The accidental omission to give notice of a Council meeting to any Councillor shall not invalidate any business transacted at such meeting.
7. The Council shall from time to time elect from the Councillors a Chair and a Deputy Chair and such other office bearers as it may from time to time determine, who shall hold office for such term as the Council shall determine, but shall be eligible for re-election.
8. At every Council meeting the Chair shall preside, and in the absence of the Chair, the Deputy Chair shall preside. If both incumbents are absent, the Council shall elect another Councillor present at the meeting to preside.
9. At any meeting of the Council, the number of Councillors whose presence is necessary to constitute a quorum is as determined by the Council, and, unless so determined, is one half of the Councillors holding office, or if there is an odd number of Councillors, then the majority of Councillors holding office.
10. A question arising at a meeting of the Council is to be decided by a majority of votes of Councillors present and entitled to vote, and that decision is for all purposes a decision of the Council.
11. The common seal of the College shall be kept under such custody and control as the Council shall from time to time prescribe and in the absence of any such prescription, in the custody of the Principal. The seal shall not be affixed to any document except by resolution of the Council and the affixing of the seal shall be attested by any two Councillors authorised to do so.

COMMITTEES

12. The Council may, by instrument in writing, delegate to one or more committees (consisting of such Councillors and other persons as the Council thinks fit, provided the committee shall include at least one Councillor) the exercise of such of the functions of the Council as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Council by the Act or by any other law.

13. A function the exercise of which has been delegated to a committee under By-law 12 may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
14. A delegation under By-law 12 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
15. Despite any delegation under By-law 12, the Council may continue to exercise any function delegated.
16. Any act or thing done or suffered by a committee acting in the exercise of a delegation under By-law 12 has the same force and effect as it would have if it had been done or suffered by the Council.
17. The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
18. A committee may meet and adjourn as it thinks proper.

REMUNERATION

19. No Councillor may receive any remuneration from their services as Councillor except for:
 - (a) payment of out of pocket expenses approved by the Council; and
 - (b) where the Councillor is a paid employee of the Council and the remuneration is allowed or approved under applicable charitable fundraising legislation.

MEMBERS

20. Persons in the following classes whose names are on the Roll on the date determined by the Returning Officer shall be eligible to vote at any election of Elective Councillors in accordance with section 6 of the Act (**Members**):
 - (a) Previous Residents who were Residents for not less than one academic year;
 - (b) The Councillors, previous Councillors and previous Principals; and
 - (c) Persons determined by the Council at its discretion from time to time

PROVIDED THAT any such person wishing to be admitted as a Member must apply for admission to the Council in such form as it shall determine, and the Council may accept or reject that application without giving reasons for its decision.

ROLL OF MEMBERS

21. The Council shall maintain a register of Members containing names and such contact information as is provided by Members from time to time (**Roll**).
22. The Council shall maintain the Roll in such form and in such place as it shall determine from time to time and shall take reasonable steps to ensure that the Roll is kept up to date.

ELECTION OF COUNCILLORS

23. Elections for Elective Councillors shall be conducted in accordance with the Act in every alternate November in the following manner:
 - (a) The Council shall appoint a person who is not standing for election, who may be a Councillor, to conduct a secret ballot (**Returning Officer**).

- (b) The Returning Officer shall propose for the prior approval of the Council the procedure to be followed in the conduct of the election, including:
- i. The procedure for making and receiving nominations;
 - ii. The form of ballots, whether postal or electronic;
 - iii. Information that shall be provided to Members in relation to candidates;
 - iv. The closing date for receipt of ballots; and
 - v. Any other matters that the Returning Officer considers appropriate.
- (c) The Returning Officer shall report the results of the ballot to the Chair, who shall declare those Councillors duly elected at the next Council meeting after the election.
- (d) In the event of an equal number of votes for two or more candidates, the Council shall determine by lot which candidate is to be elected.
- (e) The outcome of the election shall be recorded in the minutes of the Council, and published in such reasonable manner to Members, the College and others as the Council shall determine.

ELECTIVE COUNCILLORS - DECLARATION OF VACANCY OF SEAT

24. In addition to the circumstances leading to a casual vacancy in the office of Elective Councillor referred to in the Act, where any Elective Councillor is absent from four consecutive meetings of the Council without leave, the Council may by resolution declare the position of that Elective Councillor vacant. The Council may fill such a vacancy by resolution at a meeting held within four (4) months of the declaration.

NOTICES

25. Any notice required by these By-laws to be given to a Member shall be sent to the address in the College Roll, but the omission to send notice or the non-receipt of such notice by any such Member shall not invalidate any proceedings.

PRINCIPAL

26. The Council shall appoint a Principal of the College who shall have such responsibilities and functions for the general administration and supervision of the College and Residents as it shall direct from time to time.

RESIDENTS

27. The Council may admit to the College such persons as it approves under such terms and conditions, and in accordance with such policies, as it shall determine by resolution from time to time (**Resident**).

FINANCE AND REPORTING

28. The Council must cause proper financial records to be kept.
29. Annual statements of Income and Expenditure and Balance Sheets as at December 31 shall be prepared and audited, and shall be approved by the Council within five months of the end of the financial year.
30. The Council shall adopt an annual budget showing the expected income and the proposed expenditure for the coming year and such other detail as it shall from time to time determine. A schedule of fees will be included in the Budget papers for

approval by the Council. The Council may approve expenditure in excess of the budget.

31. A report on Income and Expenditure against this budget shall be made to each meeting of the Council other than a requisitioned meeting under By-law 5.
32. The Council shall provide to the Members annually in such form and in such manner as it may determine from time to time a report on the activities and finances of the College.

NON-PROFIT AND DISSOLUTION CLAUSE

33. Any property or income of the Council, however derived:
 - (a) must be applied solely towards the promotion of the objects of the Council as set out in section 11 of the Act; and
 - (b) may not be paid or transferred to the Councillors or the Members.
34. If any property remains on the winding up or dissolution of the Council, that property may not be paid to or distributed among the Councillors or Members but must be given or transferred to some other institution in Australia:
 - (a) having objects similar to the objects of the Council;
 - (b) whose constitution prohibits the distribution of its income and property among its members;
 - (c) where the Council is endorsed as a tax concessional charity under the *Income Tax Assessment Act 1997* (Cth), that is endorsed as a tax concessional charity; and
 - (d) is determined by the Members at or before the time of dissolution.
35. Where the Council has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (as amended), then where:
 - (a) the Council is wound up; or
 - (b) the fund is wound up; or
 - (c) the endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) is revoked,

then any surplus assets of the Council or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with By-law 25 and is an endorsed deductible gift recipient.

36. Where the Council operates more than one fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) is revoked only in relation to one of those funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other fund for which it is endorsed as a deductible gift recipient.