

# Special General Meeting

## MINUTES

**Date:** : 17 April 2025

**Time:** 4:30 pm

**Location:** Refectory Building and online via Zoom

### BOARD MEMBERS

#### The following Board members were present at the meeting

Bryson Constable – President and Chair

Ben Hines – Vice President

James Dwyer – Hon. Treasurer

Julia Lim – Hon. Secretary

Grace Porter – Director

Sargun Saluja – Director

Grace Wallman – Director

Ethan Floyd – Director

Phan Vu – Director

Georgia Zhang – Director

Shirley Zhang – Director

Tiffany Donnelly – Senate-Appointed Director

Michael Bromley – Senate-Appointed Director

#### Opening by President and Chair – Bryson Constable

The President opened the Special General Meeting (SGM) at 4:31 pm. The President apologised for the delay.

#### 1. Attendance and Acknowledgement of Country

The President provided an Acknowledgement of Country.

#### 2. Apologies and leave of absence

No apologies were raised for noting.

#### 3. Motion on Notice for the meeting

It was announced that the motion before the meeting was as follows:

That the membership present approves changes to the Constitution as outlined in Appendix 1 of the Notice of Meeting for the April 2025 Special General Meeting so as to implement the compositional governance changes necessary for the 2025 USU Election as outlined in the USU's proposed incorporation model contained and explained in Appendixes 2 and 3.

- [Appendix\\_2-Overall Proposed Incorporation Structure.pdf](#)
- [Appendix 3-Explanation of Changes.pdf](#)

The appendices had previously been provided and are located on the USU website.

The following were noted:

- The Chair moved the motions on notice, and they were seconded by the Vice President, Ben Hines.
- the Immediate Past President, Nazanin Sharifi, and the Immediate Past CEO, Michael Bromley, would be given an opportunity to speak; and

- It was noted that the Constitution dictates that voting should be on the voices, and that should voting be conducted via ballot 15 members would be the required for that.
- The President advised members that the meeting was very important in USU's history, and that the voting would be the first of two stages of the incorporation of the USU. The SGM vote would be to allow changes to the composition of the Board of Directors.
- If the vote at the SGM was approved, the vote at the AGM on 30 May would be needed to approve the new Constitution in full.
- The USU incorporation model was unanimously approved by the Board of Directors for reasons including but not limited to: it would present opportunities to enter contracts; reduce risk and increase transparency; provide access to government grants; reduce vulnerability to exploitation by third party providers; and better control Directors and members uncapped personal liability.
- Drawbacks such as expenditure on legal advice were noted to be minimal.
- With the proposed changes, USU would remain a not-for-profit organisation which would however require more formal reporting to the Australian Charities and Not-for-profits Commission (ACNC).
- It was noted that the proposed changes would not alter the student representation with student Directors making up 11 of the 13 positions in both the old and current model.
- External legal advice had been obtained throughout the process.

It was noted that the Board asked members to make the following changes regarding membership at the meeting:

- Alter the number of Student Directors elected at the USU at the election in May from 6 to 4
- Increase the number of voting third year Directors on the Board from zero to two - Immediate Past President (IPP) and an Immediate Past Vice President (IPVP).

For noting was that a paper containing false information had been circulated the day before the meeting and that it falsely claimed the following three things:

- that there would be less student representatives elected on the Board.
- that there would be less representatives because the IPP and IPVP roles would not be elected student Directors which is incorrect based on the election process; as well as that there would be more university management and control. It was noted that under the new model the proposition is to replace two Senate appointed Directors with three external Chairs bound to a skills matrix.
- that there would be more power to conservative forces. The President reminded members that as an action to demonstrate his support to the incorporation at the AGM he is prepared to resign his position as incoming IPP and not participate in the USU Executive elections as the only conservative member currently.

## 4. Other Speakers

### 4.1 Former Immediate Past President – Nazanin (Naz) Sharifi

- The Former Immediate Past President raised the following points:
  - She appreciated the work the USU does through her experiences as a past President, noting that she has campaigned for more diversity, more halal food on campus and better representation at each level.
  - She advised that during her Presidency, she realised that incorporation is an existential question as other Presidents have questioned over 150 years.
  - She highlighted the legal risk involved (up to \$30 million) in the USU decisions being made by the University of Sydney because of incorporation.
  - She advised members not to vote based on emotion but on the correct reasoning. Members should avoid voting based on their alignment to factions or on political motives.

#### 4.2 Senate Appointed Director and Immediate Past CEO – Michael Bromley

- The former CEO raised the following points:
  - He noted that members are at risk and could be sued individually and held liable if organisation remains unincorporated.
  - He highlighted that what he considers relevant are the countless programs, clubs and societies, food and beverage outlets to mention a few which are at risk daily as an unincorporated association.
  - He encouraged members to look at facts in the proposal as opposed to pamphlets or other information sources.
  - He advised members that the governance structure is important for the students but also for the future of the USU, which was the point of voting.

#### 4.3 Vice President: Ben Hines

Ben spoke to concerns repeatedly raised regarding the process of governance reform and what change means for USU. He addressed incorrect information shared, in particular flyers handed out in person on the day of the SGM and posted around campus.

Ben reiterated the President's clarification on matters regarding the IPP and IPVP roles. In particular:

- He indicated that the IPP and IPVP would be in the roles for an extra third year. This is only slightly longer than allowed under the Constitution. He noted that the Constitution mandates the duration of tenure.
- He noted that the process of making legal claims would be better if the organisation was incorporated due to Fair Trading stipulations, as the organisation's revenue is over \$5million dollars a year (comprehensive revenue).
- He urged members to confer with qualified legal experts should they have questions regarding the proposed model.
- He noted that the full USU Constitution is pending completion as it currently is in consultation with members.
- He reminded members that the University has reviewed the proposal which they have committed to and provided support to in principle and gave approval to present this at the USU AGM on 30 May 2025.
- A question on how governance reform and incorporation are two distinct processes was addressed. It was noted that whilst they are different, currently they are inter-linked and that governance reform is a prerequisite for incorporation.
- The consultation process was noted to have been occurring for 12 months through surveys.

#### The President opened the floor for questions.

Some of the questions asked included but were not limited to:

- The tenure of the IPP and IPVP under the new governance model.  
*The President advised that tenure of IPP is already three years under the Constitution and that extending the of tenure of the IPVP would provide greater continuity.*
- Why is voting at this SGM for governance change instead of Constitutional change.  
*Members were reminded that the USU has not been able to incorporate as the University will not allow a Constitutional change without the organisation first making governance changes.*
- Fears expressed regarding loss of control for students.  
*The President advised that students retain control of the Board under the new model.*
- The lack of communication shared with members regarding important meetings.  
*The President advised that post consultation with members and surveys*

*regarding the model, the communication seems to have been sufficient, however took the question on board for further reflection.*

## 5. Voting

Members voted in person by show of hands and online via Zoom.

It was noted that, because the motion was proposed en bloc and included amendments to the Constitution, a two-thirds majority of Members present and voting was required for the motion to pass.

Members voting against the motion, and those choosing to abstain, were also noted in the process.

Members were advised that voting by poll via Zoom had been made available.

A majority of Members voted in favour of the motion. Of the Members present, a total of 194 votes were cast, of which 115 were in favour and 79 were against.

**Outcome: The motion was not carried. While a majority of Members present and voting supported the motion, only 59% voted in favour, which did not meet the required two-thirds majority.**

Next Steps:

- Discuss the results at the next USU Board Meeting
- Further information will be provided regarding the AGM on 30 May 2025.

## 6. Other Business

Nil

## 7. Close of Business

Meeting closed at 5:49pm.