



20 March 2026 Special General Meeting FAQs

What You Need to Know About the SGM

What is this Special General Meeting(SGM) about?

This Special General Meeting is about the final **legal** and **procedural steps** needed to implement incorporation, which members already voted in favour of at the June 2025 SGM.

At this meeting, members are asked to vote on resolutions to transfer USU's assets and liabilities to the incorporated entity, along with other related implementation steps needed to complete that transfer.

There are **NO** governance changes proposed at this SGM.

Why another Special General Meeting if incorporation is already voted on?

Because incorporation is a two-step process: members have already approved incorporation and now need to approve the transfer of USU's assets and liabilities into the incorporated entity so the new structure can operate properly.

What is USU's legal status today?

The USU is currently an unincorporated association. Incorporation gives the USU a clearer legal identity to hold contracts, assets and liabilities in its own name, which reduces risk for members and supports long-term stability.

Why is incorporation important for the USU?

Incorporation means USU operates through an incorporated not-for-profit entity that can hold assets, enter contracts and manage liabilities in its own name. It's a modern governance structure that strengthens continuity and accountability over time, without changing USU's purpose as a student union.

What this means in practice:

For members: USU is on a more stable legal footing to keep delivering services, clubs and societies support, events and campus life. It also reduces the chance that ordinary student members could be personally exposed to organisational liabilities simply because they are members.

For directors: clearer governance settings and a cleaner separation between organisational responsibilities and individual liability when acting in good faith for USU - alongside the usual duties and accountability expected of directors.

For staff members: clearer operating authority for employment, contracts and day-to-day decision-making - supporting a more stable platform to run services and manage risk at scale.



Bottom line: the mission stays the same. The structure becomes safer, clearer and more sustainable.

Will USU still be not-for-profit and member-run after incorporation?

Yes. Incorporation changes USU's legal structure - it doesn't change our purpose, our not-for-profit status, or the fact that members remain central to governance through voting and elections under the constitution.

Incorporation is a common model used by many not-for-profit and community organisations in NSW, and it's also used in the student organisations space - for example, groups like the Sydney University Law Society (SULS) and Sydney University Business Society (SUBS) operate in incorporated form. It's also not tied to any political viewpoint - organisations across the spectrum use incorporation as a practical governance structure (for example, The Greens N.S.W. Incorporated).

Does this mean the USU is becoming a company?

The USU will operate through an incorporated **not-for-profit** entity (a company limited by guarantee). That doesn't mean we're becoming commercial or for-profit, and it doesn't change our purpose as a student union. It simply gives the USU a formal legal identity to hold contracts, assets and liabilities in its own name, with member rights and governance set out in the constitution.

Are there any financial risks to members?

Under the proposed incorporated structure, member liability is much clearer and more limited than under the current unincorporated structure. As a company limited by guarantee, members are not personally liable for USU's debts or obligations just because they are members. The only financial contribution a member can be required to make is the nominal guarantee amount of up to \$1 set out in the constitution if the company is wound up.

By contrast, under an unincorporated structure, the organisation does not have its own separate legal identity, which can create greater uncertainty and potential personal liability for individuals involved, particularly those acting on behalf of the organisation or entering into contracts. Incorporation therefore provides a clearer and more limited liability position for members, while also supporting stronger governance and risk management.



What will happen after the vote?

If the vote is YES, we can complete the transition and move forward.

- The USU can transfer its assets, contracts and day-to-day operations into the incorporated not-for-profit - so the organisation runs on a stronger legal footing.
- We can update systems and agreements in an orderly way and formally notify suppliers and partners.
- Members will be invited to re-join the incorporated USU so member rights (including voting and elections) continue under the new structure.
- The updated constitution and governance settings will take effect, strengthening stability, accountability and risk management.

If the vote is NO, we can't complete the move - and the risks stay with the current structure.

- The USU remains an unincorporated association, meaning the legal and liability limitations that come with that structure continue.
- We may need to keep running two structures in parallel or delay parts of the transition, creating extra complexity, cost and uncertainty.
- Most importantly, the opportunity to reduce personal liability risk for student members and strengthen long-term stability is delayed.

In simple terms: a **YES** vote lets the USU complete incorporation properly and move forward with a safer, more sustainable structure. A **NO** vote keeps the status quo - and the risks that come with it.

How will incorporation affect my membership?

Your membership remains central to how the USU is governed and how you access benefits. Under the incorporated structure, members will continue to have key rights (including voting and eligibility to participate in elections) and will continue to access member benefits and services.

Because the USU will be moving to a new legal entity, there will be an administrative step requiring members' consent to transfer their membership to the incorporated USU. We will make this as simple as possible and provide clear instructions, with the aim of ensuring continuity of membership and no interruption to student-facing services and activities.

How can I vote?



Members can vote by attending the Special General Meeting, both in person or online on:

Date: Friday 20 March

Time: 11am

Location: Level 2, Manning House

Please register in advance to attend [here](#)

The SGM agenda and Motions on Notice are available [here](#).

USU Memberships & Rewards

Will members need to re-join the USU after the SGM vote?

Yes. Because the USU is moving to a new legal entity, members will need to **re-join** the incorporated USU. This is the consent step - memberships can't be automatically carried over from an unincorporated association to a new entity.

What to expect:

- The re-join process will be **fast and simple**
- We'll provide **clear instructions**
- Our aim is **no disruption** to student services or access

Clubs and societies:

- You will **not** need to re-join your club.
- Club activities and eligibility will continue through the transition - no one should lose club access because they're waiting to complete the re-join step.

How do Members re-join?

- After the Special General Meeting, we'll share clear, step-by-step instructions on how to re-join the incorporated USU.
- The website hub will act as the single source of truth for all incorporation information.

What does this mean for Rewards members?



No one will pay twice. If you have already paid for Rewards membership, we'll make sure your paid period and benefits are recognised under the incorporated USU when you re-join.

This will be handled by either:

- carrying over your remaining paid period automatically, or
- applying an equivalent credit/benefit to your new account.

Who can I speak to if I have further questions?

If your question is not answered here, you are welcome to submit it via [this form](#) or email the USU President, Phan Vu, at president@usu.edu.au.