

Gay and Lesbian Rights Lobby Inc.  
PO Box 304  
Glebe NSW 2037  
Phone (02 9571 5501)

## **Constitution and Objects**

### **1. NAME:**

The name of the Association shall be Gay and Lesbian Rights Lobby Incorporated (referred to in the rules as “the Association”).

### **2. OBJECTS**

The objects of the Association are:

- (a) to protect and promote lesbian and gay rights in New South Wales;
- (b) To liaise, support and work with other organisations to protect and promote lesbian and gay rights in Australia and internationally;
- (c) To liaise, support and work with other organisations in New South Wales for the protection and promotion of lesbian and gay rights in this state;
- (d) To raise money, employ staff, and enter into other financial and legal arrangements as may be appropriate to advance the aims of the association; and
- (e) To do such other things as the Association may consider to be necessary or desirable to achieve and advance the aims of the Association.

### **3. Membership**

- (a) Subject to these rules, the members of the association will be the members of the Association immediately prior to incorporation together with such other natural persons as the Committee admits to membership.
- (b) There are two categories of membership available. These are Full Members and Associate Members.
- (c) Full Membership is open to all natural persons who accept the objects and rules of the Association.
- (d) Associate Membership is available to any organisation which agrees with the objects and accepts the rules of the Association..
- (e) Persons or organisations wishing to become members of the Association may apply to the Committee for membership.

- (f) The Committee shall accept all applicants for full membership provided the applicant accepts the objects and rules of the Association.
- (g) The Committee shall accept all applicants for associate membership provided the applicant accepts the objects and rules of the Association unless the Committee feels that it would not be conducive to the general purposes of the organisation.
- (h) The Committee shall determine the category of membership to which an applicant is entitled.
- (i) Membership fees shall fall due on the first day of the financial year of the Association or at any other time that the Committee shall from time to time decide. Any member who obtains membership within the two month period immediately prior to the end of the financial year shall be deemed a financial member for the period following until the first day of the financial year in the next year.
- (j) The Financial Year of the Association will be initially from 1<sup>st</sup> of August to 31<sup>st</sup> of July. This may be altered by Committee from time to time.

#### **4. MEMBER'S LIABILITY:**

The members of the Association shall have no liability to contribute toward the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding-up of the Association except to the amount of unpaid membership fees.

#### **5. DISCIPLINING OF MEMBERS:**

Where the committee is of the opinion that a member of the Association

- (a) has persistently refused or neglected to comply with a provision or provisions of the rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the committee may, by resolution

- (c) expel the member from the Association; or
- (d) suspend the member from membership of the Association for a specified period.

Anyone who wishes to appeal against a decision refusing membership, expelling them from membership other wise disciplining them may do so at the next general meeting of the Association.

#### **6. THE MANAGEMENT COMMITTEE**

- (a) The Association shall have its affairs conducted and controlled by the office bearers and other members known as the Committee. Office bearers and Committee members shall be full financial members of the Association when elected or appointed to the Committee.
- (b) The office bearers shall be 2 Convenors (1 male and 1 female), Secretary and Treasurer. There shall be 11 (eleven) other members of the Committee. The Committee shall comprise 5 male members (including male Convenor) elected by the full financial male members of the Association, 5 female members (including the female Convenor) elected by the full financial female members of the Association, and 5 members (including the Secretary and Treasurer) elected by all of the full financial members of the Association.
- (c) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the end of the annual general meeting next following the date of the appointment. Any appointment made under this clause must not contravene the provisions of paragraph (b) above as to the composition of the Committee. In the event of a Co-convenor's position becoming vacant the Committee shall call and convene a Special General meeting to fill such position(s) and appoint Association members to act in those vacant positions only until such time as the Special General Meeting is held.
- (d) Each member of the committee shall hold office from the date of their election or appointment until the next Annual General Meeting, unless replaced at a general meeting called under clause.
- (e) Retiring Committee members are eligible for re-election.
- (f) The Committee shall meet as often as necessary to conduct the business of the Association and not less than once in each month.
- (g) The quorum for meeting of the Committee shall be one half the number of Committee members.
- (h) Notice of Committee meetings shall be given at the previous Committee meeting or orally or in writing to members not present at the previous meeting.
- (i) A member of the Committee shall cease to hold office upon resignation in writing; removal as a member of the Association; absence from 3 successive Committee meetings without approval by the Committee.
- (j) The Committee shall function validly provided its number is not reduced below the quorum. Notwithstanding paragraph (c) should Committee members fall below the quorum the remaining Committee members shall promptly call a Special General Meeting for the election of a new Committee. If no Special General Meeting is called within 14 days of the Committee numbers falling below the quorum, then any 5 members of the Association may call such a meeting to elect a new Committee.

- (k) Questions arising at any meeting of the Committee shall be decided by the majority of votes of those present. In case of an equality of votes, the motion shall be deemed not passed.
- (l) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.
- (m) Additional meetings of the Committee may be convened by a Convenor or any two members of the Committee, with notice to all Committee members either orally or in writing.
- (n) No office bearer or Committee member may deal publically with any business or correspondence affecting the Association except as the Committee may from time to time approve.
- (o) Committee meetings shall be open, but only office bearers and other Committee members may speak and vote, except that members of the Association may speak (but not vote) with the consent of the majority of the Committee.

## **7. GENERAL MEETINGS**

- (a) An Annual General Meeting of the Association shall be held each year within 6 months of the end of the financial year of the Association (except for the First Annual General Meeting, which shall be held within 2 months from the end of the first financial year and within 18 months of incorporation).
- (b) The Committee may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened within two months of receiving a written request to do so from at least 5% of the full membership of the Association.
- (c) At least 14 days of all general meetings shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to all full financial members and full financial members for the preceeding financial year at least 21 days before the meeting.
- (d) In the case of the Annual General Meeting the following general business shall be transacted
  - (i) confirmation of the minutes of the last Annual General Meeting;
  - (ii) receipt of the Committee's report upon the activities of the Association in the last financial year;
  - (iii) election of office bearers and other members of the Committee; and,
  - (iv) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view of the last financial year of the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities, trust properties.
- (e) The quorum for a general meeting shall be 15% of all current full financial members of the Association present in person or (except in relation to a special

resolution to wind-up the Association) not fewer than 15 full financial members present in person whichever is the greater. If within one hour of the time appointed for a general meeting quorum is not present the meeting shall be dissolved.

- (f) Voting at general meetings shall be of members entitled to vote under these rules. Votes shall be by a show of hands unless a secret ballot is demanded. Decision shall be made by a simple majority vote of those voting except for those matters which must be decided by special resolution, where  $\frac{3}{4}$  majority of those voting is required.
- (g) All votes shall be given personally and there shall be no voting by proxy.
- (h) In the case of an equality of votes the motion shall be deemed not passed.
- (i) Nominations of candidates for election of office bearers or other Committee members may be given at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.

Written notice of all general meetings shall be given to members in writing, by post to the address kept in the membership register.

## **8. OFFICE BEARERS**

- (a) Each Convenor shall chair every other meeting of the Association and every other meeting of the Committee of the Association in rotation. In the absence of the appropriate Convenor, the other Convenor shall chair the meeting which should have been chaired by the first-mentioned convenor.
- (b) If both Convenors are absent from the meeting or are unwilling to act, the members present at the meeting shall elect one of their number to chair the meeting.
- (c) The Secretary shall ensure that records of the business of the Association including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be in the custody of the Secretary.
- (d) The treasurer shall ensure that all money due the Association is collected, and that all payments authorised by the Association are made.
- (e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

The Committee shall ensure that a financial report be an item of business at each Committee meeting. Such a report shall contain all receipts and expenditure transacted since the previous Committee meeting. The Committee may request presentation of bank statements as verification of the Treasurer's report.

## **9. SPECIAL RESOLUTIONS**

- (a) A special resolution must be passed by a special meeting of the Association to effect the following changes.
  - (i) a change of the Association's name;
  - (ii) a change of the Association's rules;
  - (iii) a change of the Association's objects;
  - (iv) an amalgamation with another Incorporated Association;
  - (v) to voluntarily wind up the Association and distribute its property;
  - (vi) to apply for registration as a Company or a Co-Operative
  
- (b) A special resolution shall be passed in the following manner:
  - (i) a notice must be sent to all full financial members and full financial members from the preceding financial year advising that a General Meeting is to be held to consider a special resolution;
  - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
  - (iii) a quorum must be present at the meeting;
  - (iv) at least  $\frac{3}{4}$  of those full financial members of the Association present and voting must be in favour of the resolution;
  - (v) in situations where it is not possible or practical for a resolution to be passed as described above, a request may be made to the Corporate Affairs Commission for permission to pass the resolution in some other way.

## **10. PUBLIC OFFICER**

- (a) The Committee shall ensure that a person is appointed as Public Officer.
- (b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales..
- (d) The Public Officer may be deemed to have vacated their position in the following circumstances;
  - (i) Death
  - (ii) resignation;
  - (iii) removal by the Committee or at a general meeting;
  - (iv) Bankruptcy or insolvency;
  - (v) Mental illness but only in the circumstances set out in the Associations Incorporation Act 1984 (NSW);
  - (vi) Residency outside New South Wales

- (e) When a vacancy occurs in the position of Public Officer, the Committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form in the following circumstances:
  - (i) appointment (within 14 days)
  - (ii) a change of residential address (within 14 days);
  - (iii) a change in the Association's objects or rules (within 1 month);
  - (iv) a change in the membership of the Committee (within 14 days);
  - (v) of the Association's financial affairs (within 1 month after the Annual General Meeting);
  - (vi) a change in the Association's name (within 1 month).
- (f) The Public Officer may be an office bearer, Committee member or any other person regarded suitable for the position by the Committee.

#### **11. MISCELLANEOUS:**

- (a) The Association shall effect and maintain insurance as is required under the Associations Incorporation's Act together with any other insurance which may be required by law or regarded necessary by the Association.
- (b) The funds of the Association shall be derived from the fees of members, donations, grants and other such sources approved by the Association.
- (c) The Common Seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.
- (d) The Association may at any time pass a special resolution determining how surplus property is to be distributed in the event that the Association should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
- (e) Service of documents on the Association is effected by serving on the Public Officer or by serving them personally on members of the Committee.
- (f) Notices sent by post shall be deemed to have been received two working days after the date of posting.
- (g) The income and property of the Association shall be used for the promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.