



NEWCASTLE PRIDE INC

CONSTITUTION

Newcastle Pride is an inclusive, vibrant, and fun not-for-profit LGBTIQ+ community-based organisation established in 2018 to make Newcastle and the Hunter Region a safer, happier, healthier, and more culturally rich place for the LGBTIQ+ community. A place where we celebrate equality, diversity, and authenticity.

Association Date of Incorporation:
Constitution Amendment 1:
Constitution Amendment 2:

11/04/2018
2019 Annual General Meeting (30/11/2019)
2020 Annual General Meeting (05/12/2020)

Contents

Part 1	Preliminary	2
1	Definitions.....	3
1A	Name, aims and objectives & registered business names.....	3
Part 2	Membership	5
2	Membership generally	5
3	Application for membership.....	6
3A	Obligations of membership.....	6
4	Cessation of membership	6
5	Membership entitlements not transferable.....	6
6	Resignation of membership	7
7	Register of members	7
8	Fees and subscriptions	8
9	Members' liabilities	8
10	Resolution of disputes	8
11	Disciplining of members	8
12	Right of appeal of disciplined member	9
Part 3	The committee	10
13	Powers of the committee.....	10
14	Composition and membership of committee.....	10
15	Election of committee members	11
16	Secretary	12
17	Treasurer	12
18	Casual vacancies	13
19	Removal of committee members.....	13
20	Committee meetings and quorum	13
21	Appointment of association members as committee members to constitute quorum.....	14
22	Use of technology at committee meetings	14
23	Delegation by committee to sub-committee	15
24	Voting and decisions	15
Part 4	General meetings	16
25	Annual general meetings - holding of.....	16
26	Annual general meetings - calling of and business at	16
27	Special general meetings - calling of	16
28	Notice.....	17
29	Quorum for general meetings.....	17
30	Presiding member	18
31	Adjournment	18
32	Making of decisions	18
33	Special resolutions	19
34	Voting.....	19
35	Appointment of proxies.....	19
36	Postal or electronic ballots	20
37	Use of technology at general meetings.....	20
Part 5	Miscellaneous	21
38	Insurance	21
39	Funds - source.....	21
40	Funds - management	21
41	Association is non-profit	21
42	Distribution of property on winding up of association	21
43	Change of name, objects and constitution.....	22
44	Custody of books etc.....	22
45	Inspection of books etc.....	22
46	Service of notices	22
47	Financial year	23
48	Conditions of use of Logo/s.....	23
Appendix 1	Proxy Form	24

Part 1 Preliminary

1 Definitions

(1) In this constitution:

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1A Name, Aims And Objectives & Registered Business Names

(1) Name

The name of the Association shall be Newcastle Pride Incorporated (referred to in these rules as 'the Association').

(2) Aims And Objectives

- (a) support and promote the development of the LGBTIQ+ community and overall diversity in the Newcastle and wider Hunter Region.
- (b) facilitate and deliver the Newcastle Pride Festival and/or other regular social events for rainbow communities.
- (c) assist in overcoming the isolation of lesbian, gay, bisexual, transgender, intersex and queer (LGBTIQ+) people by empowering the local LGBTIQ+ community to live authentically.
- (d) advocate for equity for all.
- (e) foster an inclusive and safe environment for all people in the Newcastle and wider Hunter Region irrespective of sexual or gender identity.

- (f) form partnerships with other organisations that share similar values, aims and objectives to Newcastle Pride.
- (g) be a leading and guiding force for positive change in the community.

(3) Registered Business Names

Newcastle Pride Incorporated, in furtherance of the above objectives, may trade under other registered business names such as, Lake Macquarie Pride and Hunter Pride. Any such organisations must be not-for-profit.

Part 2 Membership

2 Membership Generally

- (1) A person is eligible to be a Member of the Association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for Membership of the Association in accordance with clause (3).

(2) Associate Membership

Organisations and Businesses may apply to the Association to become Associate Members.

- (a) These organisations and businesses must appoint one natural person to be the authorised representative for that organisation or business.
- (b) Application for Associate Membership must be lodged and processed in the standard way as outlined by clause 3.
- (c) Associate Members receive only one (1) vote in General Meetings of the Association just as is provided to individual Members as outlined in clause 34, subclause (1). The appointed authorised representative can exercise this vote.
- (d) Associate Members do not possess the privilege of access to discounted goods or services as is provided to individual Members.
- (e) The authorised representative can exercise the rights on behalf of the Associate Member. The authorised representative cannot simultaneously hold an individual Membership of the Association, nor can they stand for Committee during their time as an authorised representative of an Associate Member.

(3) Lifetime Membership

The Committee may, from time to time, award a Lifetime Membership to a person in recognition of outstanding service and achievements to the Association and / or to the LGBTIQ+ Community in the Newcastle / Hunter Region, at a rate determined by the Committee.

- (a) a Life Member of the Association will not be required to pay the Annual Membership Fee as specified by clause 8.
- (b) a Life Member of the Association will be treated for all other purposes outlined in this Constitution the exact same way as an individual Member of the Association.
- (c) the process of appointment of Life Members shall be as follows:
 - (i) nominations for Life Membership shall be made by any Committee Member at any Committee Meeting,
 - (ii) and will be ratified by 75% or more, of currently serving Committee Members, voting in agreement to the nomination at a meeting at which all currently serving Committee Members are present.

The Life Membership will be recorded in the minutes of the Meeting and announced to the Membership.

3 Application for membership

- (1) An application by a person, business entity or organisation for Membership or Associate Membership of the Association:
 - (a) must be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
 - (b) include payment of the Annual Membership or Associate Membership Fee.
 - (c) provided to the secretary of the Association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after such condetermination is made, the secretary must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable)
- (4) The secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

3A Obligations of Membership

Members and Associate Members are expected to uphold the Aims and Objectives of the Association, as outlined in clause 1A, subclause (2).

4 Cessation of membership

A person, organisation, or business ceases to be a Member or Associate Member of the Association if the person, organisation, or business:

- (a) dies, or
- (b) resigns Membership, or
- (c) is expelled from the Association, or
- (d) ceases trading (business or organisation only)
- (e) fails to pay the Annual Membership or Associate Membership Fee under clause 8 by the due date.

5 Membership entitlements not transferable

A right, privilege, or obligation (including the provision of discounted goods and services) which a person has by reason of being a Member or Associate Member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) will be suspended if the Member or Associate Member has not paid the respective Annual Membership or Associate Membership Fee, or has not paid any other money which may be due and payable by the Member or Associate Member of the Association, or conversely,
- (c) terminates on cessation of the person's Membership.

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7 Register of members

- (1) The secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) For the purposes of this clause a Membership year is each period of 12 months after the expiration of the previous Membership year, commencing on 1 July and ending on the following 30 June.
- (2) A Member or Associate Member of the Association must pay an initial joining Fee to the Association for the current Membership year as determined by the Committee. Life Members will be exempt from this requirement.
- (3) For each subsequent year, a Member or Associate Membership of the Association must pay to the Association the Annual Membership Fee for the applicable year as determined by the Committee. Life Members will be exempt from this requirement.
- (4) Fees paid under subclause (2) and (3) will cover Membership until to the end of the Membership year for which the year has been paid.

9 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Committee by any individual about any Member, Associate Member or Committee Member of the Association who:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) will determine the most appropriate way to begin a dialogue with the respective Member, Associate Member or Committee Member and may decide, if warranted, to communicate formal notice of the complaint to be served on the member concerned, and

- (b) must give the respondent at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the respondent in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
 - (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
 - (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12,whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14 Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the association, and
- (b) at least 5 ordinary committee members,

each of whom is to be elected at the annual general meeting of the association under clause 15 for a term of three years, other than at the first election.

For the purposes of this clause, a year is the period from one annual general meeting to the next annual general meeting.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The total number of committee members is to be 9.

(3) The office-bearers of the association are as follows:

- (a) the president,
- (b) the vice-president,
- (c) the treasurer,
- (d) the secretary.

(4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

(5) A committee member who has held office for a continuous period of six years or more may only be re-elected pursuant to a resolution passed at a general meeting. The committee may appoint such a person to fill a casual vacancy if the vacancy arises more than three months before the next general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.

(6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting at which their term expires, and is eligible for re-election.

(7) At each annual general meeting:

- (a) any Committee member appointed by the Committee to fill a casual vacancy or as an additional Committee member must retire, and
 - (b) at least one-third of the remaining Committee members must retire.
- (8) Other than a Committee member appointed to fill a casual vacancy, a Committee member's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- (9) Each Committee member must retire at least once every three years.
- (10) A Committee member who retires under sub-clause (7) may nominate for election or re-election, subject to sub-clause (5).
- (11) Each member of the Committee is assigned to a tranche, whose members all retire as follows:
- Members of tranche 'A', including the Secretary and two Ordinary Committee Members, retire at the 2020-21 AGM, and every three years thereafter;
 - Members of tranche 'B', including the Vice President, Treasurer and one Ordinary Committee Member, retire at the 2021-22 AGM, and every three years thereafter; and
 - Members of tranche 'C', including the President and two Ordinary Committee Members, retire at the 2022-23 AGM, and every three years thereafter.

The announcement of the result of any election shall also include the retirement date of those elected.

If a casual vacancy as defined under clause 18 arises, the person appointed or elected to fill the vacancy is deemed to be a member of the same tranche as the member they replaced.

- (12) If a casual vacancy is filled under the previous sub-clause, and at the immediate next annual general meeting there is at least one year remaining on the originally elected member's term, the member must immediately retire per clause 18(1), and the position must go to election.

The retirement date of a member elected in this way will be the original retirement date of the position, and they will be deemed to be a member of the original tranche associated with the position.

If the position is one of an ordinary committee member, an election will be held for one more than the number of retiring ordinary committee positions, with the last person elected according to the number of votes to be given the reduced term. If the vote for ordinary members is unopposed, the tranche allocation will be decided by lot.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be received by the appointed Returning Officer of the election, via the nominated Newcastle Pride Inc. Mailing Address at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) Prior to the publication of the Notice of the Annual General Meeting, the Committee shall appoint a Returning Officer to manage the AGM election. The Returning Officer may be a current Committee Member and/or Member of the Association, but shall, by being appointed Returning Officer, become ineligible to stand for re-election / election to the Committee at that respective Annual General Meeting. The ballot for the election of Office-Bearers and Ordinary Committee Members of the Committee is to be conducted at the Annual General Meeting in any usual and proper manner that the Committee directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be an individual member of the association, of or over the age of 18 years, at the date of when the Notice of the Annual General Meeting is given to members.
- (8) In order to Nominate or Second a Nomination, Members / Associate Members must be of or over the age of 16 years, at the date of when the Notice of the Annual General Meeting is given to members.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and

- (b) 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.

18 Casual vacancies

- (1) 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 is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time that the committee may determine.

- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the majority of Committee Members present at the meeting agree to treat as urgent business.
- (5) The quorum for a Committee meeting is half plus one (50% + 1) rounded down to the nearest full number of all current Committee Members for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a future day, time and location determined by the Committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.

21 Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at committee meetings

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation, while still being compliant to clause 24 subclause (2) whereby the Sub-Committee refers recommendations to the Committee for determination by a majority of the votes of Members of the Committee.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

24 Voting and decisions

- (1) Questions arising at a meeting of the committee are to be determined by a majority of the votes of members of the committee present at the meeting.
- (2) Recommendations arising at a meeting of any sub-committee appointed by the committee are to be referred to the committee for determination by a majority of the votes of members of the committee.
- (3) Each member present at a meeting of the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee.

Part 4 General meetings

25 Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

27 Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition of at least 10% of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the

requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Quorum constitutes 19, Or 10% of the current Membership of the Association, whatever is lower, to be present for the transaction of the business of a General Meeting. Proxy votes cannot be used to achieve the quorum threshold.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33 Special resolutions

- (1) A resolution is passed by the Association as a "Special Resolution" if it is supported by at least three-quarters (i.e. 75% or more) of the votes cast by Members and Associate Members of the Association who, under the Association's Constitution, are entitled to vote on the proposed resolution.
- (2) The Constitution may be altered, rescinded, replaced, or may be added to, but only by Special Resolution as mandated by the Act.

34 Voting

- (1) On any question arising at a General Meeting of the Association a Member or Associate Member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Member or Associate Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member or Associate Member to the Association has been paid.
- (4) A Member or Associate Member is not entitled to vote at any General Meeting of the Association if the Member or Associate Member is under 16 years of age.
- (5) Only Members or Associate Members of the Association at the date of when the Notice of the Annual General Meeting or Special General Meeting shall be eligible to vote.
- (6) No Member or Associate Member may hold more than Four (4) Proxies.

35 Appointment of Proxies

- (1) Each Member or Associate Member shall be entitled to appoint another Member or Associate Member as Proxy by notice given to The Returning Officer, via the Newcastle Pride Inc. nominated Mailing Address or Email Address, and must be received no later than 48 hours before the time of the General Meeting or Special General Meeting and at any adjournment(s) of that meeting in respect of which the proxy is appointed.
- (2) The following applies to Proxies:
 - (a) A proxy may only be appointed in writing.
 - (b) The notice appointing the Proxy shall be in the form set out in Appendix 1 to these rules. The form must be fully completed including signatures from both the Member / Associate Member and Proxy.
 - (c) No Member or Associate Member may hold more than Four (4) Proxies as outlined in clause 34, subclause (6).
 - (d) A Proxy vote may not be given to a person who is not a Member or Associate Member of Newcastle Pride Inc.
 - (e) The appointment cannot have effect for more than One (1) meeting and any adjournment(s) of that meeting.
 - (f) Proxy votes cannot be used to achieve the quorum threshold as outlined in clause 29, subclause (2).

36 Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 Insurance

The association may effect and maintain insurance.

39 Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

41 Association is non-profit

- (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

- (2) Relevant committee members requesting reimbursement for expenses associated with carrying out their functions within the Association must make request in writing to the Treasurer and President of the Association detailing the exact reimbursement sought, together with any receipts. Any such reimbursement sought must be shown to be directly connected to the carrying out of a function of the Association.

42 Distribution of property on winding up of association

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

44 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

46 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

47 Financial year

The financial year of the association is:

- (a) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 October and ending on the following 30 September.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the *Associations Incorporation Act 1984*.

48 Conditions of use of Logo/s

Any use of the logo/s of the Association on printed or electronic media must be approved by the Committee.





Appendix 1

Proxy Form for Annual General Meeting or Special General Meeting

Date: _____

I, _____
[name]

Of: _____
[address]

Being a Member or Associate Member of Newcastle Pride Inc. hereby appoints,

[full name of Proxy]

Of: _____
[address of Proxy]

being a Member or Associate Member of Newcastle Pride Inc. as my Proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or Special General Meeting as the case may be) to be held on the day of:
and at any adjournment(s) of that meeting.

[date of General Meeting]

Member / Associate Member Number appointing Proxy: _____

Signature of Member / Associate Member appointing Proxy: _____

Member Number of Proxy: _____

Signature of Proxy: _____



Newcastle Pride Proxy Form



Please Note:

- *This Form must be used to appoint a current Member or Associate Member of Newcastle Pride Inc as a Proxy to act on your behalf at a General Meeting of the Association.*
- *The appointment cannot have effect for more than one (1) meeting and any adjournment(s) of that meeting.*
- *A Proxy vote may not be given to a person who is not a Member or Associate Member of Newcastle Pride Inc.*
- *No Member or Associate Member may hold more than Four (4) Proxies.*
- *This Proxy Form will be invalid unless this form has been signed and is fully completed. Incomplete Proxy Forms may be disregarded without notification to either the Member / Associate Member or Appointed Proxy.*
- *This Proxy Form must be received by The Returning Officer no later than **48 hours** before the set time and day of the meeting via the nominated Newcastle Pride Inc. Mailing Address or Email Address.*

Newcastle Pride Mailing Address:

*Attention: The Returning Officer,
Newcastle Pride Inc,
PO BOX 8,
Islington NSW 2296*

Newcastle Pride Email Address:

returningofficer@newcastlepride.com.au

For Office Use Only:

Proxy Form Signed And Fully Completed:

Member Appointing Proxy Is A Current Member:

Proxy Is A Current Member:

Proxy Form Received Date:

Returning Officer Signature: