

A Gender Agenda Constitution

As Updated November 2012

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Part 1 - Objects

1) Objects of the Association

The Objects of the association are

- (1) To provide support, education, information and relief to all people living with, or potentially at risk of living with, Sex and/or Gender related conditions.
- (2) Provide relevant education and information to carers of people living with Sex and/or Gender related conditions
- (3) Provide relevant education and information to health professionals regarding people living with Sex and/or Gender related conditions.
- (4) Provide relevant education and information to the general public regarding people living with Sex and/or Gender related conditions.
- (5) To engage in and promote others engaging in research regarding people living with Sex and/or Gender related conditions.
- (6) Where determined appropriate by the committee, to provide direct relief of poverty, suffering and misfortune suffered by people living with Sex and/or Gender related conditions.
- (7) For the purpose of this Part, Sex and Gender related conditions include but are not limited to all:
 - a) Gender Identity Disorders
 - b) Intersex Conditionsregardless of whether symptoms are
 - c) categorised as physical or mental; or
 - d) attributable to genetic or any other origin

2) Alteration of objects

- (1) The Objects can only be altered by special resolution.

3) Alteration of constitution

- (1) The Constitution can only be altered by special resolution.

Part 2 - Membership

4) Membership

- (1) Any person or organisation can become a member of the association provided they:
 - a) support the objects of the association; and
 - b) have applied for membership; and

- c) have paid the appropriate membership fee as specified by the committee from time to time.
- (2) The annual membership fee is payable in advance and covers a twelve month period or part thereof ending 30th June.

5) Membership categories

- (1) There are two categories of membership:
 - a) individual membership, which is open to individuals; and
 - b) organisational membership, which is open to bodies corporate and incorporated associations.
- (2) An organisational member is not entitled to be a member of the management committee or a subcommittee and is not entitled to vote at any meeting of members.

6) Membership entitlements not transferable

- (1) A right, privilege or obligation that a person has because of being a member of the association—
 - a) cannot be transferred or transmitted to another person; and
 - b) terminates on cessation of the person's membership.

7) Cessation of membership

- (1) A person ceases to be a member of the association if the person—
 - a) dies or, for a corporation, is wound up; or
 - b) resigns from membership of the association; or
 - c) is expelled from the association; or
 - d) fails to renew membership of the association.

8) Disciplining of members

- (1) If the committee is of the opinion that a member—
 - a) has refused or neglected to comply with a provision of this constitution ; or
 - b) has refused or neglected to comply with a provision of the Act or Regulation; or
 - c) has persistently and wilfully acted in a manner prejudicial to the interests of the association; or
 - d) has acted in a manner counter to the Objects of the associationthe committee may, by resolution—
 - e) expel the member from the association; or

- f) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period; or
 - g) discipline the member in any other way it sees fit.
- In these cases, the committee must—
- h) provide to, and seek explanation from, the expelled member, and act in accordance with the principles of natural justice.

Part 3 – Management Committee

9) Powers of management committee

- (1) The management committee:
 - a) controls and manages the affairs of the association; and
 - b) has power to perform all acts and do all things that are deemed by the management committee to be necessary or desirable for the proper management of the affairs of the association.

10) Election of management committee members

- (1) Nominations of candidates for election as executive committee members of the association or as ordinary committee members must be made at a time and in a format as determined by the outgoing management committee
- (2) The ballot for the election of executive committee members and ordinary committee members must be conducted at the annual general meeting in the manner the management committee directs.
- (3) A person is not eligible to simultaneously hold more than 1 position on the management committee.

11) Constitution and membership

- (1) The management committee consists of three executive committee members plus the number of general committee members determined under (3) who must all be fully paid members of the association.
- (2) The management committee is appointed by election at a general meeting, or by the committee during its term as specified in clause 12.
- (3) The number of general committee positions (if any), can only be approved at a general meeting.
- (4) Each member of the management committee holds office until the conclusion of the first annual general meeting

following the date of the member's appointment, but is eligible for re-election.

12) Vacancies

- (1) For these rules, a vacancy in the office of a member of the management committee occurs if the member—
 - a) ceases to be a member of the association; or
 - b) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months; or
 - c) resigns from membership of the committee.
- (2) Any casual vacancy in the membership of the management committee may be filled by a committee appointment.

13) Public officer

- (1) The management committee shall appoint a person to fill the position of public officer

14) Management committee meetings and quorum

- (1) The management committee will meet at a frequency, place and time to be determined by the committee.
- (2) The procedure of the management committee will be as is determined by time to time by the committee.
- (3) Additional meetings of the management committee may be called by any member of the committee.
- (4) Any 3 members of the management committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business may be transacted by the management committee unless a quorum is present, except for setting a date and time for an alternative meeting.

15) Voting and decisions

- (1) Questions arising at a meeting of the management committee or of any subcommittee appointed by the management committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each management committee member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote.
- (3) Providing a quorum is in attendance, the management committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the management committee or by a subcommittee appointed 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 or subcommittee.

16) Delegation by management committee to subcommittee

- (1) The management committee may, for whatever period it determines appropriate, delegate to subcommittee/s (consisting of one or more members of the association) the exercise of the functions of the committee that are specified in the instrument, other than—
 - a) this power of delegation; and
 - b) a function that is specifically imposed on the committee by special resolution of the association in general meeting.
- (2) Despite any delegation under this section, the management committee may continue to exercise any function delegated.

Part 4 – Executive Director and staff

17) Appointment of executive director and Staff

- (1) The management committee may appoint, or arrange to be appointed, an executive director (with or without remuneration) and, if such an appointment is made, will determine the terms and conditions of such an appointment.
- (2) The management committee may appoint, or arrange to be appointed, such staff (with or without remuneration) as are needed by the association from time to time. If staff are appointed the management committee will determine the terms and conditions of any such an appointment.
- (3) The employment of the executive director and staff member may, subject to law, be terminated by the management committee at any time.

18) Executive director and staff attending meetings

- (1) Subject to (2) the executive director and any staff member may attend any management committee meeting or subcommittee meeting and any general meeting of the association.
- (2) If the business of a management committee meeting or subcommittee meeting or general meeting is to include discussion of a matter or matters directly affecting the executive director or staff member of the association the management committee, subcommittee or general meeting may resolve to conduct that part of the meeting in

the absence of the executive director or relevant staff members.

Part 5 - General meetings

19) Annual general meetings—holding of

- (1) The association must hold an annual general meeting of its members between 1st July and 30th November in every calendar year.

20) Annual general meetings—calling of

- (1) 5.20
- (2) Any business that is required by law, or that appears on the agenda distributed to members may be transacted at an annual general meeting.

21) General meetings—calling of

- (1) The management committee may, whenever it considers appropriate, call a general meeting of the association. The management committee will take reasonable steps to notify all members of the date, place and agenda (including any proposed special resolution) at least seven days before the meeting, including by sending an email to all registered member email addresses.
- (2) A member desiring to bring any business before a general meeting may give written notice of that business to any executive committee member who must include that business in the agenda of the next general meeting.
- (3) The management committee must, on the requisition in writing of not less than 25% of the total number of members, call a general meeting of the association.
- (4) No business other than that specified in the notice calling a general meeting may be transacted at the meeting.

22) General meetings—procedure and quorum

- (1) Five voting members present in person constitute a quorum.
- (2) No item of business may be transacted by the members present unless a quorum is present, except for setting a date and time for an alternative general meeting.
- (3) All members must be advised as soon as practicable of the alternative general meeting date.
- (4) The procedure for the general meeting will be determined by the management committee.

23) Presiding member

- (1) The management committee will appoint a person of its choosing to preside at each general meeting of the association.

24) Making of decisions

- (1) Questions arising at a general meeting are decided by a majority of the votes of members present at the meeting.

25) Voting

- (1) On any question arising at a general meeting of the association each individual member has 1 vote only.
- (2) All votes must be given personally.

26) Special resolutions

- (1) A resolution of an incorporated association shall be taken to be a special resolution if—
 - a) it is passed at a general meeting of the association.
 - b) it is passed by at least $\frac{3}{4}$ of the votes of those members of the association who, being entitled to vote, vote in person.

Part 6 - Financial Management

27) Financial year

- (1) The financial year shall end on 30th June.

28) Source of funds

- (1) The funds of the association must be derived from grants, fees, memberships, donations and any other sources that the management committee decides appropriate.

29) Use of Funds – Non Profit Clause

- (1) The assets and income of the association must be used solely in the furtherance of the Objects at Part One, in the manner that the management committee decides.

- (2) The association shall not trade or secure pecuniary gain for its members.
- (3) No portion of assets or income shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association

30) Management of funds

- (1) The funds of the association are to be managed by the management committee.
- (2) All cheques must be signed by any two individuals drawn from the following list:
 - a) members of the management committee
 - b) the executive director
 - c) staff of the association

who have been authorised by the management committee for this purpose.

- (3) Authority to use other methods of transacting funds (including electronic transfers) may be approved by the management committee and delegated to any individual who is a member of the management committee, the executive director or a member of staff who has been authorised by the management committee for this purpose.

31) Accounting records

- (1) The association shall keep accounting records that correctly record and explain the transactions and the financial position of the association; such that—
 - a) true and fair accounts of the association can be prepared from time to time; and
 - b) a statement of the accounts of the association can conveniently and properly be audited.

Part 7 – Dissolution or Winding-up

32) Voluntary dissolution winding-up

- (1) The association may resolve, by special resolution, that it be dissolved or wound up.
- (2) If the association resolves to dissolve or wind up, it must also pass a special resolution nominating at least one other entity that meets the criteria in Section 45 and the Act, in which to vest its surplus property

33) Surplus Property

- (1) On the dissolution or the completion of the winding up of an incorporated association, any amount that remains after the satisfaction of all debts and liabilities including any costs, charges or expenses incurred in the winding-up of the association shall be transferred to another organisation which
 - a) has objects substantially the same as the objects of the association; and
 - b) is not carried on for the profit or gain of its members; and
 - c) has a provision in its constitution requiring any surplus property of that association to be passed, on the dissolution or winding-up of the association, to another association that—
 - (i) has objects substantially the same as the first mentioned association; and
 - (ii) is not carried on for the profit or gain for its members.

34) Member Liabilities

- (1) The liability of a member 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 relation to membership of the association.

Part 8 - Miscellaneous

35) Common seal

- (1) The common seal of the association will be kept in the custody of an executive committee member nominated by the management committee.
- (2) The common seal must not be attached to any instrument except by the authority of the management committee and the attaching of the common seal must be attested by the signatures of 2 executive members of the management committee.

36) Custody and Inspection of books

- (1) Subject to the Act, the regulation and these rules, the an executive committee member nominated by the management committee must keep in their custody or under their control all records, books, and other documents relating to the association.

- (2) The records, books and other documents of the association will be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.