



Constitution of
A Gender Agenda

Adopted by Special Resolution

2 October 2019

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Constitution of A Gender Agenda (ABN 88 950 956 863)

Preliminary matters

Definitions

In this Constitution:

- (a) *Affiliate Member* means an Affiliate Member referred to in Part 2 of this Constitution.
- (b) *Board* means the Board appointed in accordance with Part 3 of this Constitution.
- (c) *Board Member* means a member of the Board appointed in accordance with this Constitution.
- (d) *Business Day* means Monday through Friday from 9am to 5pm, excluding public holidays.
- (e) *Chairperson* means the chair of the Board.
- (f) *Constitution* means this document.
- (g) *Deputy Chairperson* means the deputy chair of the Board.
- (h) *Financial Year* means 1 July to 30 June each calendar year as set out in clause 6.1.
- (i) *Individual Member* means an Individual Member referred to in Part 2 of this Constitution.
- (j) *Member* means any Individual or Affiliate Member of the Association appointed pursuant to clause 2 of this Constitution.
- (k) *Officeholders* means:
 - (i) Chairperson;
 - (ii) Deputy Chairperson;
 - (iii) Secretary; and
 - (iv) Treasurer.

- (l) *Ordinary Board Member* means a Member of the Board who is not an Officeholder.
- (m) *Public Officer* means the person holding office under this Constitution as public officer who is responsible for the Association's obligations to the Australian Taxation Office.
- (n) *Secretary* means the person holding office under these rules as Secretary of the Association who is responsible for:
 - (i) keeping minutes of all elections and appointments of Officeholders and Ordinary Board Members, the names of Members of the Board present at a Board or General meeting and all proceedings at Board and General Meetings;
 - (ii) Ensuring minutes of proceedings at meetings are signed by the person presiding at the meeting or by the person presiding at the next meeting; or
 - (iii) if no such person holds that office, the Public Officer of the Association.
- (o) *The Act* means the *Association Incorporation Act 1991 (ACT)*.
- (p) *The Regulation* means the *Association Incorporation Regulation 1991 (ACT)*.
- (q) *Treasurer* means the Officeholder who is responsible for:
 - (i) collecting and receiving all amounts owing to the Association;
 - (ii) making all payments authorised by the Association;
 - (iii) keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

1. Objects of the Association

1.1 The Objects of A Gender Agenda are to:

- (a) preserve the lives, promote the health and human rights of intersex, gender diverse and transgender people; and

- (b) prevent, reduce or control the incidence and severity of mental health illnesses and other conditions experienced by intersex, gender diverse and transgender people.

1.2 Without limitation, this will be done by:

- (a) providing social supports, relevant information and health promotion to intersex, gender diverse and transgender people, their families, friends and allies;
- (b) creating and delivering information, education and training to organisations and individuals that provide healthcare and other services to intersex, gender diverse and transgender people; and
- (c) advocating for law reform and change to discriminatory policies and practices that affect intersex, gender diverse and transgender people.

1.3 **Alteration of the Objects of the Association**

The Objects can only be altered by special resolution.

1.4 **Alteration of Constitution**

The Constitution can only be altered by special resolution.

2. **Membership**

2.1 **Membership qualifications**

Any person or organisation can become a Member of the Association provided they:

- (a) support the Objects of the Association;
- (b) have applied for Membership;
- (c) have paid the appropriate Membership fee as specified by the Board from time to time; and
- (d) their application has been approved by the Board or their delegated officer.

2.2 **Membership fee**

The annual Membership fee is payable in advance.

2.3 **Membership applications**

- (a) Without limitation, the Board may take into account any reason or fact when considering an applicant's application for Membership.
- (b) The Board may, in its absolute discretion, exclude any individual or affiliate from Membership for any reason it deems sufficient.

2.4 **Membership categories**

- (a) There are two (2) categories of Membership:
 - (i) Individual Membership, which is open to individuals; and
 - (ii) Affiliate Membership, which is open to bodies corporate, incorporated associations, and health professionals (attending in their professional capacity).
- (b) A health professional may elect to join either in their personal capacity (as an Individual Member) or in their professional capacity (as an Affiliate Member).
- (c) An Affiliate Member is not entitled to be a Member of the Board and is not entitled to vote at any meeting of Members. An Affiliate Member may join a Sub committee on the invitation of the Board.

2.5 **Membership entitlements not transferable**

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.

2.6 **Cessation of Membership**

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.

3. Powers of the Board

3.1 The Board

- (a) The Board functions to:
 - (i) control and manage the affairs of the Association; and
 - (ii) has power to perform all acts and do all things that are deemed by the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (b) There must be a minimum of three (3) and a maximum of ten (10) Board Members at any time, who are all fully paid Members of the Association.
- (c) Nominations of candidates for election as Board Members of the Association must be made at a time and in a format as determined by the outgoing Board.
- (d) The ballot for the election of Board Members must be conducted at the Annual General Meeting in the manner the outgoing Board directs.
- (e) A person is not eligible to simultaneously hold more than one (1) position on the Board at any time.

3.2 Constitution and Membership

- (a) Once the Board Members are elected by the Association, at the next Board meeting, the Board must appoint four (4) Officeholders, comprising:
 - (i) Chairperson;
 - (ii) Deputy Chairperson
 - (iii) Treasurer; and
 - (iv) Secretary.
- (b) Board Members not appointed as Officeholders are Ordinary Board Members for the purpose of this Constitution.
- (c) Each Board Member holds office until the conclusion of the second annual general meeting following the date of the Board Member's appointment, but is eligible for re-election.

3.3 Transitional arrangements

- (a) Upon the adoption of the amendments to this Constitution, all Members of the Association previously elected to the Board shall continue to hold office until the end of the term for which they were elected.

- (b) At the first Board meeting after the first AGM after the adoption of this Constitution, the Chairperson, Deputy Chairperson, Treasurer and Secretary will be appointed by the Board.
 - (i) The Board will determine which two (2) of these positions will be held for a two (2) year term and which two (2) will be held for a one (1) year term.
 - (ii) In relation to the six (6) Ordinary Board Members elected, the Board shall determine which three (3) Members shall hold a one (1) year term and which three (3) Members will hold a two (2) year term.

3.4 Vacancies

- (a) For these rules, a vacancy in the office of a Member of the Board occurs if the Member:
 - (i) ceases to be a Member of the Association; or
 - (ii) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months; or
 - (iii) resigns from Membership of the Board.
- (b) Any casual vacancy in the Membership of the Board may be filled by a Board appointment.

3.5 Public Officer

The Board shall appoint a person to fill the position of Public Officer.

3.6 Board meetings and quorum

- (a) The Board will meet at a frequency, place and time to be determined by the Board.
- (b) The procedure of the Board will be as is determined by time to time by the Board.
- (c) Additional meetings of the Board may be called by any member of the Board.
- (d) Any three (3) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (e) No business may be transacted by the Board unless a quorum is present, except for setting a date and time for an alternative meeting.

3.7 **Voting and decisions**

- (a) Questions arising at a meeting of the Board or of any Sub committee appointed by the Board are decided by a majority of the votes of Members of the Board or Sub committee present at the meeting.
- (b) Each Board Member present at a meeting of the Board or of any Sub committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote.
- (c) Providing a quorum is in attendance, the Board may act despite any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Subcommittee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or Subcommittee.

3.8 **Delegation by Board**

- (a) The Board may, for whatever period it determines appropriate, delegate to the Executive Director, a board member or a Sub committee (consisting of one (1) or more Members of the association) the exercise of the functions of the Board that are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function that is specifically imposed on the Board by Special Resolution of the Association in General Meeting.
- (b) Despite any delegation under this section, the Board may continue to exercise any function delegated.

3.9 **Declaration of interest**

- (a) Any Board Member who:
 - (i) has a material personal interest in a contract or proposed contract of the Association; or
 - (ii) holds any office or owns any property,

such that the Board Member might have duties or interests which conflict or may conflict either directly or indirectly with the Board Member's duties or interests as a Board Member, must give the Board notice of the interest at a Board meeting.

4. Executive Director and staff

4.1 Appointment of Executive Director and staff

- (a) The Board 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.
- (b) The Board 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 Board will the terms and conditions of any such an appointment.
- (c) The employment of the Executive Director and staff member may, subject to law, be terminated by the Board at any time.

5. General meetings

5.1 Holding of Annual General Meetings

The Association must hold an Annual General Meeting of its Members between 1st July and 30th November in every calendar year.

5.2 Calling of Annual General Meetings

- (a) The Annual General Meeting of the Association will be called on the date and at the place and time that the Board considers appropriate. The Board will take reasonable steps to notify all Members of the date, place and agenda at least seven (7) days before the meeting, including by sending an email to all registered member email addresses.
- (b) Any business that is required by law, or that appears on the agenda distributed to Members may be transacted at an Annual General Meeting.

5.3 Calling of General Meetings

- (a) The Board may, whenever it considers appropriate, call a General Meeting of the Association. The Board will take reasonable steps to notify all Members of the date, place and agenda (including any proposed Special Resolution) at least seven (7) days before the meeting, including by sending an email to all registered Member email addresses.
- (b) A Member desiring to bring any business before a General Meeting may give written notice of that business at least 48 hours before the meeting

to the Secretary who must include that business in the agenda of the next General Meeting.

- (c) The Board must, on the requisition in writing of not less than 25% of the total number of Members, call a General Meeting of the Association.
- (d) No business other than that specified in the notice calling a General Meeting may be transacted at the meeting.

5.4 General Meetings—procedure and quorum

- (a) Five (5) voting Members or 5% of the Membership (whichever is greater) present in person constitute a quorum.
- (b) 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.
- (c) All Members must be advised as soon as practicable of the alternative General Meeting date.
- (d) The procedure for the General Meeting will be determined by the Board.

5.5 Presiding Member

The Board will appoint a person of its choosing to preside at each General Meeting of the Association.

5.6 Making of decisions

Questions arising at a General Meeting are decided by a majority of the votes of Members present at the meeting.

5.7 Voting

- (a) On any question arising at a General Meeting of the Association each individual Member has one (1) vote only.
- (b) All votes must be given personally.

5.8 Special Resolutions

A resolution shall be taken to be a Special Resolution if:

- (a) it is passed at a General Meeting of the Association; and
- (b) it is passed by at least three quarters of the votes of those Members of the Association who, being entitled to vote, vote in person.

6. Financial Management

6.1 Financial year

The financial year shall end on 30th June.

6.2 Source of funds

The funds of the Association must be derived from grants, fees, memberships, donations and any other sources that the Board decides appropriate.

6.3 Use of funds – non-profit clause

- (a) The assets and income of the Association must be used solely in the furtherance of the Objects in the manner that the Board decides.
- (b) The Association shall not trade or secure pecuniary gain for its Members.
- (c) 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.

6.4 Management of funds

- (a) The funds of the Association are to be managed by the Board.
- (b) Unless otherwise approved by the Board in writing, the transacting of Association funds (by any method) must be authorised and signed by any two (2) individuals drawn from the following list:
 - (i) Board Members; or
 - (ii) the Executive Director.

6.5 Accounting records

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.

7. Dispute Resolution

- 7.1 In the event a dispute arises between:
- (a) a Member and another Member, or
 - (b) a Member and the Association (**Dispute**)
- the parties to the Dispute will, at all times, be prepared to take part in negotiations in an attempt to resolve the Dispute.
- 7.2 A Member may appoint any person to act on their behalf in the dispute resolution procedure.
- 7.3 If the Dispute cannot be resolved by agreement within 21 days, or within such longer period as agreed between the parties in writing, ACT Council of Social Service will appoint an objective third-party mediator (**Mediator**) to resolve the dispute.
- 7.4 The cost of the Mediator is to be shared between the parties to the Dispute.
- 7.5 The Mediator must:
- (a) Provide each party to the Dispute with an opportunity to be heard;
 - (b) Decide the outcome of the Dispute; and
 - (c) Notify each party to the Dispute about the outcome of the Dispute in writing, give reasons for their decision and advise of the appeals process.
- 7.6 The parties agree to:
- (a) co-operate with the Mediator in all procedural steps necessary to constitute the mediation; and
 - (b) participate in bona fide discussions in good faith in an attempt to resolve the dispute.
- 7.7 Either party to the Dispute has the right to appeal the decision of the Mediator to the Board.
- 7.8 The Dispute resolution procedure, including the appeals process, must be completed as soon as practicable.
- 7.9 The Association is prohibited from taking disciplinary action against any Member who initiates a Dispute pursuant to this clause or any Member of the Association appointed by the complainant Member to act on their behalf.

8. Dissolution or Winding-up

8.1 Voluntary dissolution or winding-up

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

8.2 Surplus property

- (a) On the dissolution or the completion of the winding up of the 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:
 - (b) has objects substantially the same as the Objects of the Association; and
 - (c) is not carried on for the profit or gain of its members; and
 - (d) which also prohibits the distribution of any surplus assets to its members to at least the same extent as the Association; and
 - (e) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).

8.3 Member liabilities

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.

9. Part 8 - Miscellaneous

9.1 Common seal

- (a) The common seal of the Association will be kept in the custody of an Officeholder nominated by the Board.
- (b) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures of two (2) Officeholders.

9.2 **Custody of books**

[*Associations Incorporation Regulation 1991* (ACT) sch 1 model rule 35]

Subject to the Act, the regulation and these rules, the secretary must keep in their custody or under their control all records, books, and other documents relating to the association.

9.3 **Inspection of books**

[*Associations Incorporation Regulation 1991* (ACT) sch 1 model rule 36]

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