



# Constitution

Version 1.0  
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## Part 1 – Preliminary

### 1. Definitions

#### 1.1. In this constitution:

<b>DEFGLIS</b>	means the Defence Gay, Lesbian, Bisexual, Transgender and Intersex Information Service.
<b>Defence</b>	<b>Australian Defence Force, and the Defence Community</b>
<b>Defence Community</b>	<b>refers to serving uniformed Defence members, retired uniformed Defence members, current or past employees of the Australian Public Service or a company employed by Defence, - their families, dependents and persons supporting them.</b>
<b>Director-General</b>	means the Director-General of the Department of Services, Technology and Administration.
<b>LGBTI</b>	refers to the abbreviation of lesbian, gay, bisexual, transgender and intersex.
<b>ordinary board member</b>	means a member of the board who is not an office-bearer of the association.
<b>secretary</b>	means:
a.	the person holding office under this constitution as secretary of the association, or
b.	if no such person holds that office - the public officer of the association.
<b>special general meeting</b>	means a general meeting of the association other than an annual general meeting.
<b>the Act</b>	means the Associations Incorporation Act 2009.
<b>the Regulation</b>	means the Associations Incorporation Regulation 2010.

**writing** refers to communication that is made by either written or electronic means.

1.2. In this constitution:

- 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.

1.3. 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.

#### **1.4. Vision, Mission and Objects**

1.4.1. The mission of DEFGLIS is:

- a. to support and represent Australian Defence LGBTI service members, people and their families.

1.4.2. The vision of DEFGLIS is:

- b. an association of LGBTI members capable of supporting one another,
- c. a Defence culture that is just and inclusive and strongly values the contributions of its diverse workforce throughout, improves military efficiencies and cohesion through diversity, and promotes anti-discrimination, and
- d. a Defence community who are well supported throughout sexuality orientation and gender discovery.

1.4.3. The objects of DEFGLIS are:

- a. **Educate.** To operate on a not-for-profit basis, and engage in activities to support education and awareness of LGBTI people and issues in the Defence Organisation and the wider Defence Community.
- b. **Strengthen.** To be an outward looking organisation in meeting its objectives, supporting diversity and inclusion to strengthen Defence capability and the resilience of the Defence Organisation and the wider Defence Community.
- c. **Support.** Establish peer-support arrangements and networking opportunities for the welfare of members around Australia, and training for DEFGLIS contact officers.

1.4.4. To give effect to its objects, the association may:

- a. receive subscriptions or fees from Members and apply for, and accept, money by way of grant, gift, bequest or otherwise in accordance with Subclause 36;
- b. receive, obtain and hold land, securities and other property, real or personal;

- c. publish and/or promote the publication of any printed or electronic material or produce and promote the production of any audio/visual material relating to the associations objects;
- d. enter into an arrangement or agreement with, become a member of, subscribe to, or affiliate with, any organisation having objects consistent with those of the association;
- e. procure, transfer or deal with copyrights, privileges, exemptions, certificates, licences, patents, trademarks and the like deemed necessary or convenient for the association;
- f. employ staff;
- g. insure against risks as appropriate;
- h. develop relationships with key members of Defence;
- i. assist members to develop professional skills, either directly or indirectly, by facilitating training for members;
- j. providing mutual support mechanisms to members;
- k. encouraging development and application of best practice, policies and practices within Defence;
- l. sharing expertise among members and Defence;
- m. hold periodic meetings and events for its members;
- n. use best endeavours to reflect a collective view of the members, whilst noting that the association does not purport to represent the diverse and individual views of its members or the defence community more broadly; and
- o. do all other lawful things necessary.

## Part 2 – Membership

### 2. Membership eligibility

#### 2.1. A person is eligible to be a member of the association if:

- a. the person is a natural person;
- b. the person:
  - (1) is a current or ex serving member of the Australian Defence Forces;
  - (2) is a current or past employee of the Australian Public Service or a company employed by Defence;
  - (3) is a family member of a person who meets the criteria of clause 2.1.b.(1) or 2.1.b.(2); or
  - (4) has an association with the Australian Defence Force, such as:
    - i. a friendship or relationship with a current or ex serving member of the Australian Defence Forces, or a current or past employee of the Australian Public Service or a company employed by Defence, or
    - ii. a contractual arrangement with the Australian Defence Force;
- c. the person supports the mission, vision, objects and values of the association; and
- d. the person has applied and been approved for membership of the association in accordance with clause 3.

#### 2.2. A person is taken to be a member of the association if:

- a. the person is a natural person,
- b. the person is:
  - (1) a current or ex serving member of the Australian Defence Forces;
  - (2) a current or ex current or past employee of the Australian Public Service or a company employed by Defence; and
- c. the person was:

- (1) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association,
- (2) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
- (3) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.

**2.3.** A person is taken to be a member of the association if the person was one (1) of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### **3. Applying for membership**

**3.1.** An application by a person for membership of the association:

- a. must be made using the written or electronic form approved by the board — the form must contain at a minimum the information as the example form set out in Appendix 1 to this constitution, and
- b. must be lodged with the secretary of the association or their nominee using the method and process approved by the board.

**3.2.** As soon as practicable after receiving a nomination for membership, the secretary or their nominee must assess the application using the criteria set out in clause 2.1 of this constitution and determine whether to approve or to reject the application. The secretary or their nominee should consult with the board in cases where it is not immediately clear whether the application should be approved or rejected.

**3.3.** Where the application is approved, as soon as practicable after the secretary or their nominee makes that determination, the secretary or their nominee must:

- a. notify the applicant, in writing, that their application has been successful, and
- b. request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

**3.4.** Where the application is rejected, as soon as practicable after the secretary or their nominee makes that determination, the secretary or their nominee must:

- a. notify the applicant, in writing, that their application has been rejected, and
- b. detail the process by which the applicant can appeal the decision.

- 3.5.** The secretary or their nominee must, on payment by the applicant of the amounts referred to in subclause 3.3.b. within the period referred to in that provision, 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.

**4. Cessation of membership**

- 4.1.** A person ceases to be a member of the association if the person:
- a. dies, or
  - b. resigns membership, or
  - c. is expelled from the association, or
  - d. fails to pay the annual membership fee under clause 8.2 within 3 months after the fee is due.

**5. Membership entitlements not transferable**

- 5.1.** A right, privilege or obligation which a person has by reason of being a member of the association:
- a. is not capable of being transferred or transmitted to another person, and
  - b. terminates on cessation of the person's membership.

**6. Resignation of membership**

- 6.1.** A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one (1) month (or such other period as the board 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.
- 6.2.** If a member of the association ceases to be a member under subclause 6.1, 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**

- 7.1.** The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- 7.2.** 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.

- 7.3.** The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 7.4.** 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.
- 7.5.** 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, the specified information must not be made available for inspection.
- 7.6.** 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.

## **8. Fees and subscriptions**

- 8.1.** A member of the association must, on admission to membership, pay to the association a fee of \$0 or, if some other amount is determined by the board, that other amount.
- 8.2.** In addition to any amount payable by the member under subclause 8.1, a member of the association must pay to the association an annual membership fee of \$0 or, if some other amount is determined by the board, that other amount:
- a. except as provided by paragraph b, before 1 July in each calendar year, or
  - b. if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## **9. Members' liabilities**

- 9.1.** 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**

- 10.1.** 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.
- 10.2.** 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.



- 10.3.** The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
- 10.4.** A dispute between a member and another member (in their capacity as members) of the association where both members are employees of the Australian Defence Force may be referred and managed in accordance with applicable Australian Defence Force Policy.
- 10.5.** DEFGLIS is a private organisation, and operates outside of the rigid military rank structure. Therefore, a uniformed member is not to use their military rank to unduly direct or influence another member, in discharging DEFGLIS office bearer duties or during DEFGLIS activities. This is not to be read as being inconsistent with the duty for uniformed members to observe respect for rank, but clarifies that DEFGLIS is a rank-free organisation, governed by elected office bearers.
- 10.6.** Clause 10.5 does not provide relief to employee of the Australian Defence Force or Department of Defence from complying with or discharging responsibilities in accordance with legislation, regulation and policy applicable to their employment.
- 11. Disciplining of members**
- 11.1.** A complaint may be made to the board by any person that a member of the association:
- a. has refused or neglected to comply with a provision or provisions of this constitution, or
  - b. has wilfully acted in a manner that harms, causes injury, or is detrimental to the interests of the association.
- 11.2.** The board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3.** If the board decides to deal with the complaint, the board:
- a. must cause notice of the complaint to be served on the member concerned, and
  - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint, and
  - c. must take into consideration any submissions made by the member in connection with the complaint.
- 11.4.** The board 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.
- 11.5.** If the board expels or suspends a member, the secretary must, within seven (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 board for having taken that action and of the member's right of appeal under clause 12.

- 11.6.** 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**

- 12.1.** A member may appeal to the association in general meeting against a resolution of the board under clause 11, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.2.** 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.
- 12.3.** On receipt of a notice from a member under subclause (1), the secretary must notify the board 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.
- 12.4.** 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 board 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.
- 12.5.** The appeal is to be determined by a simple majority of votes cast by members of the association.

## Part 3 – The board

### **13. Powers of the board**

- 13.1.** Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the board:
- a. is to control and manage the affairs of the association,
  - b. may exercise all such functions as 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 such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

### **14. Composition and membership of board**

- 14.1.** The board is to consist of:
- a. the office-bearers of the association, and
  - b. at least two (2) ordinary board members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- 14.2.** The total number of board members is to be nine (9).
- 14.3.** The office-bearers of the association are as follows:
- a. the president,
  - b. the vice-president,
  - c. the treasurer, and
  - d. the secretary,
- 14.4.** A board member may hold up to two (2) offices (other than both the president and vice-president offices).
- 14.5.** Each member of the board is, subject to this constitution, to hold office for a period of four (4) years until the conclusion of the second annual general meeting following the date of the member's election; except where the association was registered less than 18 months

prior to the date of the Annual General Meeting, at which the member of the board will be appointed for a period of three (3) years to align their election cycle with subclause 14.6.

- 14.6.** The president, treasurer and one (1) ordinary member shall be elected on even numbered years, and the Vice-President, Secretary (where the office of Secretary is not being carried out by the Public Officer), and the other ordinary member shall be elected on odd numbered years at subsequent Annual General Meetings held thereafter.
- 14.7.** Members are eligible for re-election, but shall not serve more than two (2) terms as President consecutively.
- 14.8.** One (1) office bearer shall be an employee of the Australian Defence Force. Either the President or Vice-President must hold the rank of non-commissioned officer (at or above the rank of E-6 — Petty Officer [Royal Australian Navy]; Sergeant [Australian Army], or Sergeant [Royal Australian Air Force]), or, an officer (at or above the rank of O-3 — Lieutenant [Royal Australian Navy], Captain [Australian Army]; or Flight Lieutenant [Royal Australian Air Force]). If this requirement can not be filled due to lack of forthcoming nominations, then the next highest ranking member should be preferred.

## **15. Election of board members**

- 15.1.** Nominations of candidates for election as office-bearers of the association or as ordinary board members:
  - a. must be made in writing, signed by two (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 delivered to the secretary of the association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.2.** If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 15.3.** If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.
- 15.4.** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.5.** If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.6.** The ballot for the election of office-bearers and ordinary board members of the board is to be conducted at the annual general meeting in such usual and proper manner as the board may direct.

**15.7.** A person nominated as a candidate for election as an office-bearer or as an ordinary board member of the association must be a member of the association.

**15.8.** The board shall have the power to co-opt up to three (3) additional individuals with specialist skills, expertise and/or knowledge to the board for a period of 12 months, who may or may not be members of the association, as necessary to ensure that the board has the necessary balance of skills and knowledge to discharge its duties. The number of successive 12 month periods is limited to one (1) that an individual may be co-opted to the board. This does not preclude the co-opted board member from standing as an ordinary board member at the next election.

## **16. Secretary**

**16.1.** 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.

**16.2.** It is the duty of the secretary to keep minutes of:

- a. all appointments of office-bearers and members of the board,
- b. the names of members of the board present at a board meeting or a general meeting, and
- c. all proceedings at board meetings and general meetings.

**16.3.** Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17. Treasurer**

**17.1.** 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**

**18.1.** In the event of a casual vacancy occurring in the membership of the board, the board 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 conclusion of the annual general meeting next following the date of the appointment.

**18.2.** A casual vacancy in the office of a member of the board occurs if the member:

- a. dies, or
- b. ceases to be a member of the association, or

- c. 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 board from three (3) consecutive meetings of the board, 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 board members**

- 19.1.** The association in general meeting may by resolution remove any member of the board 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.
- 19.2.** If a member of the board to whom a proposed resolution referred to in subclause 19.1 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. In either case, the secretary will give written notice to the board of at least 7 days notice to consider the matter.

**20. Board meetings and quorum**

- 20.1.** The board must meet at least three (3) times in each period of 12 months at such place and time as the board may determine.
- 20.2.** Additional meetings of the board may be convened by the president or by any member of the board.
- 20.3.** Oral or written notice of a meeting of the board must be given by the secretary to each member of the board at least 24 hours (or such other period as may be unanimously agreed on by the President and Secretary of the board) before the time appointed for the holding of the meeting.
- 20.4.** Notice of a meeting given under subclause 20.3 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 board members present at the meeting unanimously agree to treat as urgent business.

- 20.5.** Any five (5) members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- 20.6.** No business is to be transacted by the board 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 the same place and at the same hour of the same day in the following week.
- 20.7.** 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.
- 20.8.** At a meeting of the board:
- 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 (1) of the remaining members of the board chosen by the members present at the meeting is to preside.

**21. Delegation by board to sub-committee**

- 21.1.** The board may, by instrument in writing, delegate to one (1) or more sub-committees (consisting of such member or members of the association as the board thinks fit) the exercise of such of the functions of the board as are specified in the instrument, other than:
- a. this power of delegation, and
  - b. a function which is a duty imposed on the board by the Act or by any other law.
- 21.2.** 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.
- 21.3.** A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 21.4.** Despite any delegation under this clause, the board may continue to exercise any function delegated.
- 21.5.** 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 board.
- 21.6.** The board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

**21.7.** A sub-committee may meet and adjourn as it thinks proper.

**22. Voting and decisions**

**22.1.** Questions arising at a meeting of the board or of any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.

**22.2.** Each 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**22.3.** Subject to clause 20.5, the board may act despite any vacancy on the board.

**22.4.** Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee 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 sub-committee.



## Part 4 – General meetings

### **23. Annual general meetings - holding of**

- 1.1. The association must hold its first annual general meeting within 18 months after its registration under the Act.
- 1.2. The association must hold its annual general meetings:
  - a. within six (6) months after the close of the association's financial year, or
  - b. within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual general meetings - calling of and business**

- 1.1. The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the board thinks fit.
- 1.2. 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 board reports on the activities of the association during the last preceding financial year,
  - c. to elect office-bearers of the association and ordinary board members,
  - d. to receive and consider any financial statement or report required to be submitted to members under the Act.
- 1.3. An annual general meeting must be specified as such in the notice convening it.

### **25. Special general meetings - calling of**

- 1.1. The board may, whenever it thinks fit, convene a special general meeting of the association.
- 1.2. The board must, on the requisition in writing of at least five (5) per cent of the total number of members, convene a special general meeting of the association.
- 1.3. A requisition of members for a special general meeting:
  - a. must state the purpose or purposes of the meeting, and

- b. must be signed by the members making the requisition, and
  - c. must be lodged with the secretary, and
  - d. may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.
- 1.4. If the board fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the secretary, any one (1) 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.
- 1.5. A special general meeting convened by a member or members as referred to in subclause 25.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.

## **26. Notice**

- 1.1. 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.
- 1.2. 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 26.1, the intention to propose the resolution as a special resolution.
- 1.3. 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 24.2.
- 1.4. 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.

## **27. Quorum for general meetings**

- 1.1. 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.
- 1.2. Fifty per cent of members present plus one (1) (being members or their appointed proxy entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- 1.3. 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.
- 1.4. 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 three (3)) are to constitute a quorum.

## **28. Presiding member**

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

## **29. Adjournment**

- 1.1. 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.
- 1.2. 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.
- 1.3. Except as provided in subclauses 29.1 and 29.2, 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.

## **30. Making of decisions**

- 1.1. A question arising at a general meeting of the association is to be determined by either:
  - a. a show of hands, or
  - b. if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot -a written ballot.
- 1.2. 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.

- 1.3. 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.

### **31. Special resolutions**

- 1.1. A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **32. Voting**

- 1.2. On any question arising at a general meeting of the association a member has one (1) vote only.
- 1.3. 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.
- 1.4. A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- 1.5. A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- 1.6. Voting in respect of decisions to fill casual vacancies or co-opted board members must be held by secret ballot.

### **33. Proxy votes**

- 1.1. Each member is entitled to appoint a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 1.2. No member can hold more than 10 proxies.
- 1.3. The notice appointing the proxy must contain the minimum information and declaration set out in appendix two (2) to this constitution.

### **34. Postal or electronic ballots**

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

## Part 5 – Miscellaneous

### **35. Insurance**

- 1.1. The association may effect and maintain insurance.

### **36. Funds - source**

- 1.2. 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, such other sources as the board determines.

### **37. Funds - management**

- 1.1. 37.1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.
- 1.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the board or employees of the association, being members or employees authorised to do so by the board.
- 1.3. 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.
- 1.4. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 1.5. Nothing in section 37.1 prevents payment to an employee or member of the association for remuneration for goods supplied or services rendered, or reimbursement of expenses actually incurred on association business or on behalf of the association.
- 1.6. The board is responsible for developing policies and procedures in relation to the management of the financial affairs of the association, including maintaining a register which records the delegated authority any individual holds to expend funds up to an amount determined by the board.
- 1.7. True accounts must be kept of all money received and spent by the association and the assets and liabilities of the association.
- 1.8. The board must ensure that:

- a. the association's accounts are audited by a person who is a member of the Institute of Chartered Accountants in Australia, the National Institute of Accountants, or CPA Australia, or who is registered as an auditor under the Corporations Act; and
- b. the audit of the association's accounts is completed at least 14 days prior to the audited statement of accounts is required to be presented at an Annual General Meeting.

### **38. Change of name, objects and constitution**

- 1.1. An application to the Director-General 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 board member.
- 1.2. This Constitution including its objects may only be altered by means of a special resolution supported by at least three (3)-quarters of votes cast by members present, in person or by proxy, at a Special General Meeting and in accordance with section 19 and 20 of the Act.
- 1.3. The Secretary must give notice of the proposed amendment to the constitution at least 28 days before the Special General Meeting at which the amendment is to be considered.

### **39. Custody of books etc**

- 1.1. Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **40. Inspection of books etc**

- 1.2. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - a. Any record, book or financial document of the association - apart from the specific list of member's full names, where these materials may be provided if such names are obscured, the request is authorised by the Board in advance, or the request is a lawful direction,
  - b. this constitution, and
  - c. minutes of all board meetings and general meetings of the association.
- 1.3. A member of the association may obtain a copy of any of the documents referred to in subclause 40.16 on payment of a fee of not more than \$1 for each page copied.

### **41. Service of notices**

- 1.1. 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.
- 1.2. 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.

#### **42. Financial year**

- 1.1. The financial year of the association is:
- a. the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
  - b. each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

#### **43. Winding up**

- 1.2. If upon winding up of the association, the amount that remains after winding up and the satisfaction of all debts and liabilities shall be transferred to another not for profit organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members, directly or indirectly, as determined by a resolution of the members in a General Meeting.

#### **44. Not for profit**

- 1.1. The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona-fide compensation for services rendered or expenses incurred on behalf of the organisation.

## Appendix 1 – Minimum information required in the application form

Refer subclause 3.1 for more information.

Minimum information that must be contained in an application for membership of the association includes:

- Full name of applicant
- Address
- Contact phone number
- Contact email address
- Occupation

The following declaration must be included:

I hereby apply to become a member of the Defence Gay, Lesbian, Bisexual, Transgender and Intersex Information Service incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

- Signature of applicant (digital signature or submission is also acceptable)
- Date of applicant (date of digital submission is also acceptable)



## Appendix 2 – Minimum information required in the proxy form

Refer subclause 33 for more information.

Minimum information that must be contained in the proxy form includes:

- Full name of the member
- Address of the member
- Full name of the member appointed as proxy
- Address of the proxy

The following declaration must be included:

I hereby appoint <full name of the member appointed as a proxy> as my proxy to vote for me on my behalf at the meeting of the DEFGLIS Annual General Meeting, General Meeting or Special General Meeting (as the case may be) to be held on <date of meeting> and at any adjournment of that meeting.

- Signature of member appointing a proxy
- Date of member appointment