

## Constitution of the Association



### Sydney Leather Pride Association Inc.

ABN: 76 818 094 847

PO Box 1524, Darlinghurst, NSW, 1300

## CONSTITUTION OF THE ASSOCIATION

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### 1 NAME:

The name of the Association shall be Sydney Leather Pride Association Incorporated, hereinafter called the "Association". **(Change from Leather Pride Week Assn. Authorised by Consumer Affairs 24<sup>th</sup> March 1984)**

### 2 DEFINITIONS:

In this constitution, unless the context or subject matter indicates otherwise, the following terms shall be defined as meaning:

- a) "Associate Member" means a financial member of the Association under section 5b)
- b) "Association" means Sydney Leather Pride Association Incorporated.
- c) "Due Notice" means notice in writing to members given prior to any meeting of the Association, or its Committees, or Sub-Committees of the holding of a meeting.
- d) "Public Officer" shall mean an office bearer elected for the purposes of the Associations Incorporation Act 1984 as the Public Officer. (Amended 2003).
- e) "General Meeting" means a General Meeting, Annual General Meeting, or Extraordinary General Meeting of the Association
- f) "Member" means a financial member of the Association under section 5a)
- g) "Office Bearers" means those members elected to positions listed in Section 9a.
- h) "President" shall mean the President of the Association.
- i) "Treasurer" shall mean the treasurer of the Association. (Amended 2003)
- j) "The Act" means the NSW Association's Incorporation Act, 1984 as amended.

### 3 AIMS:

The aims of the Association shall be to:

- a) Be supportive of the gay and lesbian, bisexual and transgender leather and BDSM community.
- b) Promote an interest in Leather through community activity.
- c) Encourage fellowship and interchange amongst its members.
- d) Promote good public relations and encourage a general public acceptance and understanding of the leather lifestyle.
- e) Conduct events, including an annual Sydney Leather Pride Week, in furtherance of the above purposes, either by itself or in conjunction with other invited organisations.
- f) Promote an interest in the preservation of our natural environment and heritage.
- g) Engage in and promote community and charitable service activities and
- h) Engage in all activities that give effect to the above aims.

### 4 POWERS OF THE ASSOCIATION:

The Association shall be a non-profit Association. It shall have the power to:

(Insertion of "The Association shall be a non-profit Association" altered in 1993 and registered with Incorporation's Office)

- a) Elect applicants to membership of the Association.
- b) Acquire, hold and dispose of property of whatever kind.
- c) Elect and appoint and dismiss any office bearers, and the members of any of its committees or sub-committees.
- d) Undertake charitable works.
- e) Set up trusts and other legal structures as may be required.
- f) Make rules, regulations and ordinances for its governance management and operation.
- g) Discipline members including expulsion.
- h) Establish and maintain policies of insurance.
- i) Supervise and direct the Committee and all other sub-committees.
- j) Control and manages all financial matters, including the appointment of auditors.
- k) Do all things to give effect to the aims of the Association, including delegation of powers under this section.
- l) Determine the representation from the Association to any other organisation not otherwise provided for in this constitution, including the affiliation of the association with such organisations.

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- m) Interpret and exercise final authority in the interpretation of this Constitution and any rules, regulations and ordinances made thereunder.
- n) Give support to any organisation or individual promoting aims consistent with that of the association.
- o) Determine membership fees and their disbursement.
- p) Control and supervises the canvassing, collection and disbursement of finance for the Association providing that it has satisfied itself that no conditions are attached to their receipt or use which may direct or limit the freedom of the association in discharging the aims of the association.
- q) Indemnify members of the Association against loss resulting from any action, event or occurrence that does not involve misfeasance, nonfeasance or malfeasance of an individual of the association.
- r) Employ, engage and dismiss suitable persons as may be necessary for the operation of the association.
- s) Amend and give effect to any amendments to this Constitution.
- t) Determine all matters likely to cause dispute or disaffection within the association and such determination shall be final and binding, and
- u) Determine all matters necessary to ensure compliance by the association with the Act.

### 5 MEMBERSHIP:

- a) Membership of the Association shall be open to:
  - i) Individuals.
  - ii) Such persons and bodies must be resident in, or based within New South Wales and the Australian Capital Territory.
- b) Associate membership of the Association shall be open to the same categories as for members for individuals, resident or based outside New South Wales and the Australian Capital Territory, except that they will not have voting rights.
- c) The Secretary will keep a register of members. (Amended 2003).
- d) The annual membership fees for categories of members shall be set by the Annual General Meeting.
- e) Annual membership, where applicable, shall be renewable prior to the Annual General Meeting.
- f) Membership is not transferable. (Amended 2003)

- g) After receiving a membership resignation in writing, that resignation takes effect at the next Committee meeting. (Amended 2003)
- h) The Secretary will note the day of resignation in the membership register. (Amended 2003)

### 6 QUALIFICATIONS OF MEMBERS:

Any prospective member of the Association shall fulfil the following universal requirements for membership:

- a) Endorse the aims of the Association and abide by its constitution and the current rules, regulations and ordinances of the Association, and
- b) Be 18 years of age or older.

### 7 ELECTION OF MEMBERS:

- a) Applicants for membership shall be nominated by two members and be submitted in writing on a form as supplied by the Secretary upon request.
  - i) The two nominating members shall not be co-partners in a business, nor in an employer / employee relationship, nor shall one nominator be in a supervisory or managerial role of another nominator.
- b) Memberships approved within 7 days of a General Meeting are ineligible to vote at that meeting. (Amended 2003)
- c) The Committee shall, at its next meeting, consider and subject to the rules of the Association accept applications for membership from individuals and other bodies.
- d) Where the Committee does not consider an applicant for membership satisfies the Association's membership criteria, the applicant will have the right of appeal, in person if the applicant wishes, and may put their appeal before the committee.
- e) If the Committee rejects such an appeal, the applicant has the right to appeal to a duly constituted General Meeting of the Association, and may put the case before such meeting in person or in writing or both.

### 8 COMMITTEE OF THE ASSOCIATION:

The Association shall be managed between its General Meetings by the Committee subject to the Association being able at any general meeting to ratify, alter or rescind any decision of the Committee.

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### 9 COMPOSITION OF THE COMMITTEE:

- a) The Committee shall consist of:
  - i) President.
  - ii) Secretary (Amended 2003)
  - iii) Treasurer
  - iv) Public Officer (Amended 2003)
  - v) 5 other members and
  - v) Such other designated office holders as the Association may from time to time decide at a General Meeting.
- b) The Committee shall be elected at the Annual General Meeting of the Association.
- c) Casual vacancies on the Committee shall be filled at a General Meeting for which due notice of the business will be given.
- d) Casual vacancies can be filled from members present at a General meeting, without prior application for Committee nomination to the Secretary. (Amended 2003).
- e) Members of the Committee must be current full members of the Association.
- f) Members of the Committee absent from three consecutive Committee meetings without valid reason or leave of absence shall cease to be members of the Committee.
- g) The President shall not hold that position for a period in excess of two consecutive terms (Amended 2006).
- h) The Committee shall meet at least six times a year.
- i) The quorum for meetings of the committee shall be half its membership.
- j) Subject to the decision of the Committee, its meetings may be open to the ordinary membership of the Association.

### 10 CHAIRING MEETINGS:

- a) The President shall have the right to take the chair at all meetings of the Association, its committees or sub-committees. If the President is absent or waives this right then the Secretary (Amended 2003) shall take the chair.
- b) If the Secretary (Amended 2003) is absent or waives the right to take the chair, the meeting shall elect a Chairman pro-tem but shall not be eligible to exercise the President's casting vote.

### 11 CASTING VOTE:

On all matters before the Association, the committee, or sub-committee the President shall have a deliberative as well as a casting vote.

### 12 STANDING ORDERS:

The Association may from time to time adopt rules of debate and standing orders for conduct of meetings of the Association and its committees.

### 13 GENERAL MEETINGS:

- a) The Committee may, whenever it thinks fit, convene a General Meeting of the Association to deal with business of which due notice has been given.
- b) Seven (7) days notice in writing shall be deemed due notice for a General Meeting of the Association.
- c) The Committee shall, on the requisition in writing of not less than 15 per cent of the total of members, convene an Extraordinary General Meeting of the Association.
  - i) A requisition of members for an Extraordinary General Meeting shall –
    - a) State the purpose or purposes of the meeting.
    - b) Be signed by the members making the requisition, and
    - c) Shall be lodged with the Secretary.
  - ii) If the Committee fails to convene an Extraordinary General Meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more members who made the requisition may convene an Extraordinary General Meeting to be held no later than 3 months after that date.
  - iii) An Extraordinary General Meeting convened by a member or members as referred to in clause (ii) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- d) Notice of members can be via letter, newsletter, e-mail or any other form of non-verbal notice, excluding newspaper advertisements. (Amended 2003). The Secretary is responsible for issuing notices of meetings to members (Amended 2003).
- e) The Committee shall call at least five (5) General Meetings a year at least two of which must achieve quorum, between Annual General Meetings. (Amended 2003)

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### 14 QUORUMS:

The quorum for General Meetings of the Association shall be 20 financial members, being individual members present at a meeting and proxy votes received prior to that meeting (subject to Rule 15).  
(Amended 2000 and the change registered under the Act.) (Amended 2003)

### 15 ADJOURNMENT OF MEETINGS (New rule 2003)

- a) If a General, Committee or Sub-Committee meeting is adjourned, any of all of the agenda items can be moved forward to the next meeting.

### 16 PROXIES:

- a) Proxies are only permitted for votes dealing with such business at General Meetings of which due notice has been given.
- b) Notice of a proxy must be given to the Secretary in writing prior to the General Meeting at which the proxy may be exercised.
- c) Notice of a proxy may specify the item or items on the agenda on which it may be exercised, and the way in which a vote is to be cast.
- d) No member shall hold more than 2 proxies.

### 17 COMMITTEE MEETINGS:

Meetings of the Committee shall be held at least six times between Annual General Meetings of the Association.

### 18 SUB-COMMITTEES:

- a) Meetings of Sub-Committees shall be as required by the business of the Association. The roles and responsibilities of all sub-committees shall be determined by the Committee. (Amended 2003)

### 19 ANNUAL GENERAL MEETING:

- a) The officers of the Association shall be elected at an Annual General Meeting that shall take place within four months of the end of the financial year of the association (Amended 2003) and at such annual general meeting the positions of all office bearers shall be declared vacant and the Association shall hold elections to fill such positions from amongst its members..
- b) Only items that are on the Agenda for a General meeting can be voted on at that meeting. (Amended 2003)

### 20 NOTICE OF ANNUAL GENERAL MEETING:

For the holding of an Annual General Meeting, fourteen (14) days notice in writing shall be deemed to be due notice and such notice shall show the time, place and agenda of business for the meeting.

### 21 TERMS OF OFFICE:

- a) All office bearers shall hold office until the next Annual General Meeting, unless they resign, die, or cease to be a member of the Committee or Association in the meantime.
- b) In the case of a casual vacancy on the Committee, the Committee with forthwith call a General Meeting at which the vacancy will be filled, and
- c) In the meantime, the Committee will have power to appoint a member of the Association to act in the position, if necessary.

### 22 FINANCES:

All monies, goods and equipment collected by the Association from its activities with the exception of dedicated special purpose functions, become the property of the Association.

### 23 LIABILITY FOR COSTS:

All costs incidental to the running of the Association shall be paid from the Association funds.

### 24 REGULATIONS:

The Association may make rules, regulations and ordinances for the governance of its affairs from time to time.

### 25 ALTERATIONS TO THE CONSTITUTION:

- a) Notice of motion to amend the constitution shall be given by a member in writing to the Public Officer. (Amended 2003)
- b) The Secretary shall give notice of any such motion to the members of the Association, in writing, not less than fourteen (14) days prior to the General Meeting.
- c) The motion to amend the constitution must be carried by a 2/3rds majority of the valid votes cast.
- d) Notwithstanding the above, the Association may resolve to conduct the vote by postal ballot of the membership.

### 26 LIABILITY OF MEMBERS:

The liability of a member of the Association to contribute towards the payment of debts and liabilities of the Association or the cost, charges and

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expenses of the winding up of the Association are limited to the amount, of any unpaid membership fees of the member.

### 27 DISCIPLINE OF MEMBERS:

- a) Where the Association receives a complaint that a member's general behaviour, public utterances or writings have been such as to bring or attempt to bring discredit or undue embarrassment to the Association, the committee may call that member to show cause why their membership should not be terminated.
- b) Membership may also be suspended by the Committee. (Amended 2003).
- c) That member shall have the right to put their case before the Committee both in writing and in person. A member has 14 days maximum between having notice served on them by the committee and presenting their submission to the Committee (Amended 2003).
- d) The Committee may, after due consideration, cancel the membership of that member, or impose such conditions as are within its powers, or may dismiss the complaint, and shall notify the member in writing of that decision.
- e) If the Committee upholds the complaint there shall be a right of appeal to a duly constituted General Meeting of the Association, and the person disciplined may put their case before such a meeting both in person and in writing.
- f) The Secretary must notify the member of the final decision of the Committee after appeal within 7 days of the decision in writing. (Amended 2003).
- g) If a dispute cannot be resolved, it may be sent to a Community Justice Centre. (Amended 2003)

### 28 COMMON SEAL:

- a) The Common Seal shall not be affixed to any instrument except by the authority of the Association and affixing of the Common Seal shall be attested by the signatures of two (2) members of the Committee. (Amended 2003).
- b) The Public Officer is responsible for managing the common seal. (Amended 2003)

### 29 CUSTODY OF BOOKS AND RECORDS.

- a) The Public Officer is responsible the safekeeping of the Association's books and records. (Amended 2003)
- b) On request in writing to the Public Officer, a person, institution or association can request access to the books and records of the Association. The Public Officer will contact the Committee before any access is granted. (Amended 2003)
- c) The Public Officer or Committee can refuse a request for access to the books or records of the Association (Amended 2003).
- d) If a dispute cannot be resolved, it may be sent to a Community Justice Centre. (Amended 2003)
- e) Access is restricted to office hours. (Amended 2003).

### 30 INSURANCE AND FUNDS MANAGEMENT:

- a) Insurance policies covering the property so purchased leased or rented as legally required by contracts, together with Public Liability Insurance, giving the Association adequate protection shall be kept current at all times
- b) The Treasurer is responsible for Association funds management. (Amended 2003)

### 31 VESTING OF PROPERTY:

- a) At an Extraordinary General Meeting of the Association, called to wind up the Association, the Association shall pass a Special Resolution nominating an incorporated body as the body in which it is to vest its surplus property pursuant to section 53 (2) of the Act.
- b) The incorporated body must be a non-profit organization of similar aims and objects to the Association. (Amended 2003).
- c) A resolution of the Association is a Special Resolution if :
  - i) Due notice in writing of 21 days has been given, and
  - ii) Two thirds (2/3) of the membership of the Association eligible to vote, do vote.
  - iii) Where it is not possible or practicable to pass a motion as specified in 31 b) i) and 31 b) ii) above, the resolution is passed in a manner specified by the Department

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### 32 TRANSITION PROVISION:

Where the rules of the Association are changed, the previously existing rules of the Association will continue in force to the extent necessary to allow the new rules to come into force.

### 33 ORDINANCES:

(As per Section 24 of this constitution, the following ordinances have been passed and registered with the Incorporation's Office).

#### a) CONFLICT OF INTEREST AND PECUNARY INTERESTS:

Where a member of the Association has a direct pecuniary interest in a decision of the Association, that member shall, if present at the meeting at which the decision is to be made:

- i) Declare their pecuniary interest to the meeting.
- ii) May contribute to the discussion on the item, answer any questions or provide any information, but
- iii) Shall be absent for the final discussion or vote on the item, and may not move, second or vote on such an item.

**(Alteration of Objects or Rules: Dated: 13:May: 1993)**

### STANDING ORDERS

Standing Order No1: Nominations for Committee Positions and Voting at Annual General Meetings.

[Passed at SLPA Committee meeting Tuesday 1st August, 2006]

"All nominations for SLPA committee must be at the SLPA office, or given to the Public Officer, exactly one week before the AGM [168 hours before the advertised starting time for the meeting.] Members nominating for any position can send up to 300 words supporting their nomination which will be sent to members via e-mail before the AGM.

If there is only one nomination for any of the positions of President, Treasurer, Secretary or Public Officer at the time of closure for nominations, then those positions are duly filled.

If there is more than one nomination for any committee position, then each person nominating will have the opportunity to address the members at the AGM for a period of up to two minutes. Members present at the AGM [including proxy votes held] will vote for the persons nominating. The person with the most votes is duly elected.

If there are five or less than five nominations for the five committee positions at the time of closure for nominations, then that number of positions are duly filled.

If there is more than five nominations for the general committee positions, then each person nominating will have the opportunity to address the members at the AGM for a period of up to one minute. Members present at the AGM [including

proxy votes held] will vote for the persons nominating. The five people with the most votes are duly elected."

### ADDITIONAL INFORMATION

**This page is not part of the Constitution, but is included for your information.**

**The information in this section was last updated 15/07/2008**

#### MEMBERSHIP NUMBERS:

Members are advised to include their membership number on any correspondence with the association. Your membership number is found on your membership card.

#### MEMBERSHIP CARDS:

A membership card is issued when joining the Association, and at renewal of membership. The card must be produced when purchasing tickets for Association events where a membership rate is advertised. Ticket selling outlets are advised that if no card is produced, then the membership ticket rate is not permitted. An Association receipt is not sufficient as identification of membership when purchasing Association event tickets at outlets.

#### TELEPHONE AND FACSIMILE NUMBERS:

The Association's Secretary can be reached by mobile telephone 0411 289 369 and the facsimile number is (02) 9560 2223

#### OFFICE ADDRESS:

The Association's currently operates a virtual office with no fixed address.

#### MAILING ADDRESS:

The postal address for the Association's is PO Box 1524, Darlinghurst, NSW, 1300

#### E-MAIL ADDRESS:

E-mails to the Association should be sent to [slpasec@sydneyleatherpride.org](mailto:slpasec@sydneyleatherpride.org)

#### WEBSITE ADDRESS:

The Association maintains a website at [www.sydneyleatherpride.org](http://www.sydneyleatherpride.org). At the site details of Association events and areas of involvement are listed.

#### CREDIT CARDS:

The Association accepts MASTERCARD, VISA and BANKCARD for purchases direct from the Association and membership subscriptions. At outlets appointed as ticketing points for Association events, the acceptance of credit cards is at the discretion of the outlet.

#### MAIL ORDER:

The Association operates a mail order service for membership subscriptions, Association merchandise and tickets for Association events. Order forms are usually mailed out when these events are advertised. The Association will accept cheques from members, money orders, and those credit cards listed above. DO NOT SEND CASH.