



Constitution

1. Name

The name of the Association GLCS Group Incorporated, hereinafter called “the Association”.

2. Definitions

In this Constitution, the following definitions apply:

- a. *“Board” means the Board of Management of the Association;*
- b. *“General Meeting” means a General Meeting of Members convened in accordance with these rules;*
- c. *“Full Member” means a Member of the Association as defined by clause 5.1 of this Constitution;*
- d. *“the Act” means the Associations Incorporation Act 1985(SA);*
- e. *“Month” shall mean a calendar month.*

3. Objects

The objects of the Association are:

- a. *To provide community development services and advocacy that support the LGBTI individuals, their families and support networks in South Australia and the Northern Territory;*
- b. *To provide information and referrals to gay men, lesbians, bisexuals, transsexuals, transgendered persons, their families and friends;*
- c. *To act as a source of information for community based and professional services and agencies;*
- d. *To provide information about sexual health, HIV/AIDS and other health related issues to the community;*
- e. *To provide training to organisations, individuals and service providers in South Australia and the Northern Territory;*
- f. *To provide up-to-date information to Members via email and other media;*
- g. *To raise and obtain monies, operate businesses profitably or raise security for money for expenditure in accomplishing the objectives of the Association in addition to Government funding;*
- h. *To do such things as are in the opinion of a General Meeting, or in the opinion of the Board, incidental or subsidiary to objects of the Association or to join or cooperate with any other body in order to further any purpose of the Association*

4. Powers

4.1 In addition to the powers contained in section 25 of the Associations Incorporation Act 1985 (SA), which powers include, without limitation, the power to hold real or personal property, open and operate bank accounts, invest in trustee securities and enter into any necessary or desirable contract, the Association shall have the following powers:

- a. *to seek or receive membership fees, donations, gifts and property of any kind;*
- b. *to provide education and disseminate literature relating to the Association or its purposes*
- c. *to assist in setting up any body having similar or related purposes;*
- d. *to contribute to anybody, or support any body, with purposes of a social, educational, benevolent, patriotic or charitable nature;*
- e. *to set up endowments, scholarships, bursaries and educational grants;*
- f. *to arrange and provide recreation and other activities for members;*
- g. *to deal with property of all kinds and in any manner;*
- h. *to carry on any business or legal proceedings and to do all thing necessary or incidental thereto*
- i. *to pay any expense;*
- j. *to engage and dismiss workers;*
- k. *to do all such other acts and things to further the purposes of the Association, as the Association or the Committee thinks fit; and*
- l. *to do anything else that the Association or Board decides within the objectives.*

5. Membership

5.1 The members of the Board are to be the Members of the Association

5.2 A secure register of Members must be kept and contain:

- a. *The name and address of each Member;*
- b. *The date on which each Member was admitted to the Association; and*
- c. *If applicable, the date of, and reason(s) for, termination of Membership.*
- d. *As this information is confidential and subject to the Privacy Act it must be kept secure on the Association's computer hard drive and backup, as well as printed copies for all Board Members.*

5.3 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.

5.4 Particulars of the charge shall be communicated to the Member at least one month before the Meeting of the Board at which the matter will be determined.

5.5 Immediately following his meeting the determination of the Board shall be communicated to the Member, and in the event of an adverse resolution the Member shall cease to be a Member effective immediately the Board has communicated its resolution to the Member.

6. The Board

6.1 *The executive of the Board consists of the President, Secretary and the Treasurer*

6.2 *The affairs of the Association shall be managed and controlled in between a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in General meetings by the executive. The Executive is accountable to the Board and to report back to the Board at the next meeting.*

6.3 The Board has the management and control of the funds and other property of the Association.

6.4 The Board has the authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the Association on which the Constitution is silent.

6.5 The Board shall appoint a Public Officer as required by the Act. The Public Officer is not required to be a Member of the Association.

6.6 *The Board shall be comprised of a President, Secretary, Treasurer (executive), and three non-office bearing directors; descriptions of these positions are provided in the Incorporated Associations Act. (1985)*

6.7 A Board Member shall be a natural person.

6.8 The position of President shall have a maximum term of three (3) concurrent years, after which time that person cannot re-nominate for the position again for a minimum period of 12 months to the discretion of the Board.

6.9 Should no nominations be received for the President position at the end of the three year term, a question shall then be put to a vote of the full membership to continue with the outgoing person for a period of one year or until a suitable replacement is found.

6.10 All Board positions shall be subject to re-election at each Annual General Meeting.

6.11 A retiring Board Member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election to the Board unless a Member of the Association has nominated that person at least 14 days before the Meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer. Upon receipt of the nomination the Secretary shall contact the nominee for confirmation they wish to accept the nomination.

6.12 Notice of all persons seeking election to the Board shall be given to all Members of the Association along with the notice calling the Meeting at which the election is to take place by the Secretary at least 7 days prior to the date.

6.13 The Board may appoint a person to fill a casual vacancy on the Board, and such a Board Member shall hold office until the next Annual General Meeting of the Association and shall be eligible for re-election to the Board without nomination.

6.14 The Board shall meet together for the despatch of business at least bi-monthly.

6.15 Questions arising at any Meeting of the Board shall be decided by a majority of votes, and in the event of inequality of votes, the President shall have a casting vote in addition to a personal vote.

6.16 A quorum for a Meeting of the Board shall be one half of the Members of the Board.

- 6.17 Board Members must not vote on any decision in which they or a close associate have a financial interest and must not use their position to obtain any financial or other advantage for themselves or for close associates.
- 6.18 The Board may appoint subcommittees of Members and non-Members for specific purposes who shall meet as they see fit or as directed by the Board and who shall report to the subsequent Board Meeting.
- 6.19 The office of a Board Member shall become vacant if a Board Member is:
- a. *Resigns from the position*
 - b. *Disqualified from being a Board Member by the Act;*
 - c. *Expelled as a Member under rule 5;*
 - d. *Permanently incapacitated by ill health;*
 - e. *Absent without apology from more than four Meetings in a financial year.*

7. Common seal

The Association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Executive and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and a member of the Executive.

8. Annual General Meetings

- 8.1 The Board shall call an Annual General Meeting in accordance with the Act and this Constitution.
- 8.2 The Annual General Meeting shall be held within five months after the end of the financial year.
- 8.3 The order of the business at the Annual General Meeting shall be:
- a. *The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that Meeting;*
 - b. *The consideration of the accounts and reports of the Board and the Auditor's report;*
 - c. *The election of Board Members;*
 - d. *The election of other office bearers;*
 - e. *The appointment of Auditors;*
 - f. *Any other business requiring consideration by the Association in General Meeting.*

9 Procedure for General Meetings

- 9.1 The format for this General Meeting shall be the same as a Meeting of the Board, except for the tabling and presentation of the annual financial, auditing, administrative and organisational reports for consideration and publishing.

10 Minutes

- 12.1 The Association shall ensure that notice of meetings is given in accordance with the provisions of this Constitution.
- 12.2 The Association shall ensure that records are kept of the Association by the Secretary/Public Officer including:
- (a) *The Constitution and Handbook.*
 - (b) *Records of Members.*
 - (c) *A register of minutes of meetings.*

(d) A file of Emails and correspondence.

(e) Records of submissions or reports made by or on behalf of the Association.

12.3 In the absence of the Secretary or at the request of the Board another member shall be elected as Minutes Secretary.

11 Financial reporting

13.1 The financial year of the Association shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.

13.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

13.3 The accounts, together with the Auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before Members at the Annual General Meeting.

13.4 *The members of the Association shall engage an auditor for the Association at the close of the Financial Year so as to undertake an audit of the Association.*

13.5 The Auditor shall hold office until the next annual General Meeting and is eligible for re-appointment.

13.6 If an appointment is not made at an annual General Meeting, the Board shall appoint an Auditor for the current financial year.

12 Liability, property and dissolution

14.1 Persons who with the authority of the Board incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.

14.2 The income property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any Members or relatives of Members, provided that this shall not prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

14.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:

(a) Such other body shall also prohibit the distribution of income and property to the Members to the extent stated herein;

(b) If the Association shall have been approved pursuant to the Income Tax Assessment Act as a Deductible Gift Recipient then such other body shall also be so approved; and

(c) The Association shall not be dissolved except in accordance with the Associations Incorporation Act 1985 (SA) and following the approval of not less than three-fourths of the Members present and voting at a meeting called for that purpose or which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all Members.

13 Amendment of Constitution and rules


15.1 This Constitution may be repealed or amended by resolution of three-fourths of Members present and voting at a General Meeting of which not less than seven days' written notice including notice of the proposed repeal or amendment has been

distributed to all Members.

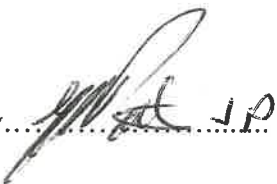
- 15.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Board Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 7 days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all Members.

This Constitution having been approved by the Membership at a Special General Meeting convened for this purpose on the _____ at Verve Bar and Kitchen, Marion; we the undersigned attach our signatures.

Dated this 16th day of 9 / 2015

Signed  Benjamin Robert White President

Signed  Anita Drage Public Officer

Witnessed by  Name Justice of the Peace
GRAHAM KEITH WATTS 16961
A Justice of the Peace
For South Australia
256a Diagonal Road
Oaklands park SA 5046

Seal of the Gay and Lesbian Community Services Group (SA/NT) Incorporated.

