

SOUTH AUSTRALIAN RAINBOW ADVOCACY ALLIANCE

CONSTITUTION

1. NAME

1.1. The name of the Association is the South Australian Rainbow Advocacy Alliance Incorporated hereinafter called "The Association".

2. DEFINITIONS

2.1. "Board" means the board of management of the Association.

2.2. "General Meeting" means a general meeting of the Association.

2.3. "Member" means a board member of the Association.

2.4. "Acting Chairperson" means a person appointed by the Board pursuant to this constitution.

2.5. "Simple Majority" means 50% plus 1 of votes cast (those present).

2.6. "Absolute Majority" means 50% plus 1 of votes eligible (those holding office).

3. OBJECTS

3.1.1. To advocate for resources, education and support programs for the ongoing health, wellbeing and self-empowerment of gay, lesbian, bisexual, transgender, intersex and queer-identified people;

3.1.2. To lobby government and non-government bodies to enable the provision of such services, resources and support;

3.1.3. To act to remove stigmatisation of and discrimination against gay, lesbian, bisexual, transgender, intersex and queer-identified people;

3.1.4. To act to ensure the public and the media are correctly informed, and to correct false, misleading or offensive statements about gay, lesbian, bisexual and transgender people;

3.1.5. To actively encourage peer involvement in the work of SARAA, recognising that such people will provide the means for new ideas, skills, networks and voluntary involvement in pursuit of the Association's goals; and

3.1.6 To consult, work with and support community, government and non-government organisations and individuals in the pursuit of the goals of SARAA.

4. POWERS

4.1. The powers of the Association are the powers contained in the Associations Incorporation Act and without limiting those powers the Association is entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.

5. THE BOARD

5.1. Subject to this Constitution the Board has the entire management and superintendence of the affairs of the Association.

5.2. Voting Members of the Board are elected for a term of two years and will serve a maximum of three consecutive terms unless agreed by an absolute majority of the Board.

5.3. Eligibility to be a Board member includes:

5.3.1. Must be 18 years or older.

5.3.2. Agree to uphold this Constitution and Rules of the Association.

5.4. The Board may appoint for specific purposes subcommittees of Board members and other appropriate persons who will meet as directed by the Board.

5.5. The Board will appoint or reappoint a Public Officer who will notify the appropriate body of such appointments and who will file such other returns and notices as required by law.

6. CONDUCT OF BOARD MEETINGS

6.1. The conduct of Board meetings will be governed in accordance with this Constitution and the Rules.

6.2. The Chairperson or two other members of the Board will have the power to call a General Meeting of the Board.

6.3. Notice of meetings will be given at the previous Board meeting or by seven days written notice distributed to all Board members or in an emergency by such other notice as ratified by the Board.

6.4. The quorum will be 50% +1 of the number of voting members of the Board.

7. COMPOSITION OF THE BOARD

7.1. The Board will comprise of up to 10 members elected at the Annual General Meeting or at Board Meetings to fill vacancies.

8. CEASING TO BE A BOARD MEMBER

8.1. Members will cease to be a Board member upon the following:

8.1.1. Receipt by the Chair of a resignation letter.

- 8.1.2. A resolution of an absolute majority of Board members.
- 8.1.3. A member is absent for three (3) consecutive general meetings without an accepted apology.

9. OFFICE BEARERS

9.1. The Office Bearers of the Association will be:

- 9.1.1. Chairperson
- 9.1.2. Secretary
- 9.1.3. Treasurer
- 9.1.4. Any other Office Bearer determined by an absolute majority of members.

9.2. Office Bearers are appointed at an Annual General Meeting or a General Meeting as required in accordance with this Constitution.

9.3. All Office Bearers will conduct themselves in accordance with this Constitution and Rules of the Association.

10. CHAIRPERSON

10.1. The Chairperson is the spokesperson of the Association and may delegate responsibilities to other members and staff of the Association.

10.2. The Chairperson will chair all board meetings of the Association in accordance with this Constitution and Rules.

11. TREASURER

11.1. The Treasurer will ensure that records are kept of all receipts and payments and other financial transactions. Such records will be available for inspection by any member.

11.2. The Treasurer will ensure that financial budgets and statements are prepared and will submit a report of the finances to each General Meeting.

11.3. The Treasurer will ensure that the Annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor appointed by the Board.

12. SECRETARY

12.1. The Secretary will ensure that records are kept of the Association including the Constitution and Rules, policies, records of members, a register of minutes of meetings and notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

13. ANNUAL GENERAL MEETINGS

13.1. The Annual General Meeting will be held at least once in each calendar year and not more than five months after the close of the Association's financial year.

13.2. The business of the Annual General Meeting will be:

- 13.2.1. Confirm the minutes of the preceding Annual General Meeting;
- 13.2.2. Receive the Chairperson's report from the previous financial year;
- 13.2.3. Receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;
- 13.2.4. Appoint Board Members;
- 13.2.5. Appoint Office Bearers.

13.3. Conduct any other business placed on the Agenda.

13.4. A quorum will be as for a Board Meeting.

14. ELECTIONS AND VOTING

- 14.1. Any contested election at an Annual General Meeting or otherwise will be by secret ballot using the Hare-Clark Optional Preferential Voting System.
- 14.2. Voting is by show of hands except unless determined by the Chairperson, or three members, in which case a secret ballot will take place.
- 14.3. Upon an equal number of votes cast in either of the above, the Chairperson will have a casting vote additional to their deliberative vote.

15. AMENDMENT OF CONSTITUTION AND RULES

- 15.1. The Board by absolute majority vote may repeal or amend this constitution and may make, repeal or amend Rules of the Association.
- 15.2. This Constitution takes precedence over Rules of the Association.
- 15.3. Rules of the Association take precedence over Policies of the Association.
- 15.4. Rules of the Association may be made by absolute majority.
- 15.5. Policies of the Association may be made by simple majority.

16. LIABILITY, PROPERTY AND DISSOLUTION

- 16.1. People who with the authority of the Board or where the Person is a Member, in the course of their duty as a Member of the Association, accept or incur any pecuniary liability on behalf of the Association will be indemnified against any personal loss in respect of such liability.
- 16.2. The income, property and funds of the Association will be used and applied solely towards the promotion of the objects and will not be paid or transferred to the members or relatives of members unless it is a payment in good faith to any person in return for services actually rendered or expenses incurred with the approval of the Board or to any person in furtherance of the objects of the Association and without undue preference.

- 16.3. On dissolution, all property whether real or personal remaining after of all debts and legal liabilities will be transferred to such other body formed for promoting similar objects or for charitable objects as will be approved by the Association provided that:
- 16.4. Such other body also prohibits the distribution of income and property to the members to the extent stated herein;
- 16.5. If the Association has been approved pursuant to Section 78 of the Income Tax Assessment Act then such other body is also approved; and
- 16.6. The Association will not be dissolved except by approval of not less than 75% of members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all members.