

Constitution of the South Australian Rainbow Advocacy Alliance Incorporated

Association number: A42508

An association incorporated under the *Associations Incorporation Act 1985 (SA)*

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Part A - Preliminary matters

1. Name

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

2. Definitions

In this Constitution:

Absolute majority means 50% plus 1 of votes eligible of those holding office

LGBTIQA+ means anyone who identifies as lesbian, gay, bisexual, transgender, intersex, queer or asexual, and includes people who are questioning their sexual orientation or gender identity

Simple majority means 50% plus 1 of votes cast of those present

The Act means the *Associations Incorporation Act 1985 (SA)*.

Part B - Purpose

3. Objects

SARAA is established to be a charity with the purpose of:

- a) promoting the health, safety, inclusion and wellbeing of LGBTIQA+ South Australians;
- b) promote the prevention and control of depression, suicide, anxiety, and other mental illnesses that LGBTIQA+ South Australians experience;
- c) eliminating the disparities in health outcomes of LGBTIQA+ people including differences that occur by diverse sex, sexuality, or gender identity
- d) reducing the prevalence and relieve the effects of disadvantage, stigma, discrimination, homophobia, biphobia, intersexphobia and transphobia that LGBTIQA+ South Australians experience;
- e) increasing availability of, access to, and quality of physical, mental and behavioural health and social services for LGBTIQA+ South Australians
- f) influencing public and private sector policy and programs regarding the health, safety, inclusion and wellbeing of LGBTIQA+ South Australians;
- g) representing the interests and issues of LGBTIQA+ people in South Australia at the State and National level;
- h) doing all such other things as may be incidental to the attainment of the vision and objects.

4. Not-for-profit

- a) The assets and income of SARAA must be applied solely to further its objects and no portion may be distributed directly or indirectly to SARAA members, their relatives or associates, except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

Part C - Membership

5. Types of Membership

- a) Members are persons who:
 - i) have agreed to accept and support SARAA's vision and objects;
 - ii) paid the prescribed membership fee, if any;
 - iii) have applied in writing for membership; and
 - iv) are accepted as members by a simple majority vote of the Board of Management.
- b) SARAA shall have the following Membership Categories:
 - i) individual; or
 - ii) organisation; or
 - iii) associated; or
 - iv) life members.
- c) Individual members shall be people who support the vision and objects of SARAA.
- d) Individual members have the following rights:
 - i) to receive notices of and attend any general meeting of SARAA;
 - ii) to be heard at any general meeting of SARAA;
 - iii) to vote at any general meeting of SARAA
 - iv) to stand for election to the Board.
- e) Organisation members shall be not-for-profit organisations or community groups who support SARAA's vision and objects and actively work to promote the health, safety, inclusion and wellbeing of LGBTIQ+ South Australians as determined by the Board.
- f) Organisation members shall appoint from its members a representative who can speak and vote on its behalf.
- g) Organisation members have the following rights:
 - i) to receive notices of and attend any general meeting of SARAA;
 - ii) to be heard at any general meeting of SARAA;
 - iii) to vote at any general meeting of SARAA.
- h) Associated members are:
 - i) not-for-profit organisations who support SARAA's vision and objects
 - ii) for-profit organisations who support SARAA's vision and objects
 - iii) Government bodies and local councils.
- i) Associated members have the right to receive notices of and attend any general meeting of SARAA.

- j) Life members shall be people elected by the Board who have rendered distinguished service to SARAA.
- k) Life members have the following rights:
 - i) to receive notices of and attend any general meeting of SARAA;
 - ii) to be heard at any general meeting of SARAA;
 - iii) to vote at any general meeting of SARAA
 - iv) to stand for election to the Board.

6. Applications for Membership

- a) Any person or organisation wishing to become a SARAA member may apply to the Board for membership by:
 - i) completing and submitting the member application form; and
 - ii) paying the membership fee.
- b) Member applications shall be reviewed by the Board at the next Board meeting.
- c) The Board may make a resolution to reject a member application at its discretion.
- d) If the Board rejects a member application, the Secretary must:
 - i) promptly notify the applicant in writing that the Board has rejected the application; and
 - ii) reimburse the applicant for fees paid.
- e) The Secretary or Public Officer must keep and maintain a register of members containing:
 - i) the name and contact details of each member;
 - ii) the date the person become a member; and
 - iii) if applicable, the date of and reasons for termination of membership.

7. Membership fees

- a) Members pay a membership fee for each financial year, as determined by the Board.
- b) Members must pay the membership fee on or before 31 of August of the relevant financial year, or at such other date determined by the Board from time to time.
- c) If a member does not pay the membership fee by the date prescribed by the Board, the member's SARAA membership automatically expires.
- d) The member may reapply for membership at any time.
- e) The membership fee is not refundable or repayable to an approved member under any circumstances including if the Association is wound up.

8. Cessation of Membership

- a) A member ceases to be a SARAA member when the member either:
 - i) gives written notice of resignation to SARAA;

- ii) fails to pay the annual membership fee;
 - iii) is expelled;
 - iv) dies.
- b) A member may be expelled if an absolute majority of the Board passes a resolution for expulsion in the view that the member has either:
 - i) neglected to comply with this Constitution;
 - ii) been guilty of conduct unbecoming of a member; or
 - iii) acted in a manner prejudicial to SARAA's interests, reputation, vision, purpose or objects.
- c) At least 14 days before a meeting where a resolution for expulsion is to be considered, the Board must:
 - i) provide the member written notice of the proposed resolution and the grounds upon which it is based;
 - ii) notify the member of the time, date and location of the meeting;
 - iii) inform the member of their right to make a written submission addressing the substance of the proposed resolution and outlining their view; and
 - iv) inform the member of the appeal provisions in this Constitution.
- d) The Board must notify any member of its decision to expel them in writing within 7 days of the resolution being made.
- e) The expulsion of a member takes effect at the earliest of either:
 - i) the member confirms they won't request an appeal of the decision;
 - ii) the member hasn't requested an appeal and the timeframe for doing so has lapsed; or
 - iii) the Board's decision is confirmed at a Special General Meeting.
- f) Within 14 days of the Board issuing written notice to a member of their expulsion, that member may request an appeal of the decision in writing to the Chair of the Board.
- g) Where a member requests an appeal, the Board must convene a Special General Meeting to be held not more than 42 days after the date on which the Chair received the notice in writing.
- h) At the Special General Meeting:
 - i) no business other than the matter of the appeal is to be conducted;
 - ii) the Board must place before the meeting details of the grounds for and reasons for passing its resolution;
 - iii) the member must be given the opportunity to address the Special General Meeting on the substance of the resolution;
 - iv) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked; and

- v) the resolution will be confirmed where a majority of not less than three-quarters of members entitled to vote at that meeting vote in support of the resolution, otherwise it is revoked.
- i) SARAA shall not be required to accept any future application for membership or renewal from any individual or organisation who has previously been a member and has been expelled.

Part D - General meetings

9. Annual General Meeting

- a) The Annual General Meeting of members will be held at least once in each calendar year and not more than 5 months after the close of SARAA's financial year.
- b) The business of the Annual General Meeting will be to:
 - i) confirm the minutes of the preceding Annual General Meeting;
 - ii) receive the Chair's report from the previous financial year;
 - iii) receive the Treasurer's report, financial statement for the previous financial year and financial budget for the current financial year;
 - iv) elect members of the Board; and
 - v) conduct any other business placed on the agenda.
- c) Members can submit items of business for consideration at the Annual General Meeting to Board not less than 14 days prior to the date of the Annual General Meeting.
- d) Written notice of not more than 42 days and not less than 21 days of all Annual General Meetings shall be distributed, where possible, to all SARAA members.

10. Special General Meeting

- a) A Special General Meeting shall be called by the Chairs within not more than 2 months of receipt of a written request of either:
 - i) 3 Board members; or
 - ii) 6 SARAA Members.
- b) Written notice of not more than 42 days and not less than 21 days of all Special General Meetings shall be distributed, where possible, to all SARAA members specifying the nature of the special resolution.
- c) A special resolution may be passed by a majority of not less than three-quarters of members entitled to vote at that meeting, in line with the Act.
- d) A special resolution must be passed by a General Meeting of SARAA to:
 - i) change of SARAA's name;
 - ii) change of SARAA's constitution or Rules;

- iii) change of SARAA's objects;
- iv) amalgamate SARAA with another incorporated association;
- v) voluntarily wind up SARAA and distribute its property;
- vi) apply for registration as a Company or a Co-Operative;
- vii) remove a Board member from office; and
- viii) pass any other matter requiring a special resolution specified under the Act.

11. Quorum

A quorum for a general meeting shall be the lesser of:

- a) 15% of all SARAA members;
- b) at least 15 SARAA members.

12. Proxy

Members who are unable to attend an Annual General Meeting can send notice in writing to the Board, no more than 7 days prior to the meeting, nominating another SARAA member to attend as their proxy.

13. Election and voting

- a) Members are entitled to 1 vote each at any General Meeting at which they're present or have nominated a proxy.
- b) Voting is by either:
 - i) show of hands;
 - ii) electronic ballot via email, a website or other online platform; or
 - iii) by secret ballot.
- c) A secret ballot will be held when there's either a:
 - i) contested election at an Annual General Meeting; or
 - ii) show of hands requiring any other vote to be by secret ballot.
- d) Votes in a secret ballot will be tallied by an independent person, being a person who is not a nominee or subject of the voting process.
- e) An electronic ballot via website or other online platform must:
 - i) be distributed where possible to all SARAA members and remain open for voting for at least 14 days;
 - ii) require members to access a secure platform; and

- iii) require members to submit an electronic copy of a completed ballot paper to a designated address by a specified time.

Part E - Management

14. Powers

- a) The powers of SARAA are the powers contained in the *Associations Incorporation Act 1985 (SA)* and without limiting those powers SARAA is entitled to:
 - i) hold real or personal property;
 - ii) open and operate bank accounts;
 - iii) invest in trustee securities; and
 - iv) enter into any necessary or desirable contract, including a contract of employment.
- b) The powers of SARAA shall only be exercised in pursuit of SARAA's vision and objectives.

15. Board

- a) General management of SARAA will be under the control and management of the Board.
- b) The roles and responsibilities of the Board are:
 - i) to manage and control the funds and other property of SARAA;
 - ii) subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by SARAA to achieve its objectives, other than those powers and functions that are required by this Constitution to be exercised by general meetings of the Members;
 - iii) subject to this Constitution, the Act and the Regulations, perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of SARAA; and
 - iv) to ensure the affairs of SARAA are managed with due diligence at all times.

16. Appointment and composition of the Board

- a) Membership of the Board will consist of not less than 6 and not more than 12 members, including:
 - i) Chair, Secretary and Treasurer as the SARAA Office Bearers;
 - ii) up to 9 ordinary Board members; and
 - iii) any other Office Bearer determined by an absolute majority of members.
- b) To be eligible to be a Board member, a person must:
 - i) be 18 years or older;
 - ii) have held individual or life membership of SARAA for a minimum of 3 months prior to nomination for the SARAA Board;

- iii) maintain individual or life membership of SARAA for the term of their appointment to SARAA's Board; and
 - iv) agree to uphold this Constitution.
- c) Board members are elected for a term of two (2) years and will serve a maximum of three (3) consecutive terms.
- d) Board members will not receive any payment for acting as a Board member.
- e) The Board composition will, as much as possible, reflect the diversity of the communities it seeks to support.
- f) 4 ordinary Board member positions will be co-opted to the Board, having regard for the need for a balance of:
 - i) diversity, for example gender, sexual orientation, age, cultural background, disability;
 - ii) skills, for example governance, finance, legal;
 - iii) expertise and experience; and
 - iv) other areas as identified by the Board.
- g) At least 1 ordinary Board member position will be reserved for an Aboriginal or Torres Strait Islander person.
- h) 4 Board member positions, including the Office Bearers, will be elected by SARAA members at the Annual General Meeting, in line with this Constitution.
- i) Written notice of not more than 42 and not less than 21 days shall be distributed to all SARAA members calling for nominations for membership of the Board.
- j) Nominations of candidates for election as Board members must:
 - i) be made in writing;
 - ii) include a statement about the candidate's skills and suitability to be a Board member;
 - iii) include a statement of support from a SARAA member other than the candidate; and
 - iv) be delivered to a designated address within 2 weeks of written notice calling for nominations.
- k) A Board member shall cease to be a member when they:
 - i) resign in writing by providing one month's written notice to the Board;
 - ii) cease to be a member of SARAA in line with this Constitution, including if they're expelled
 - iii) are absent for 3 successive Board meetings without explanation acceptable to the Board;
 - iv) are disqualified from being a Board member under the Act or another legislative or regulatory provision;

- v) end their designated term
- vi) are permanently incapacitated.
- l) In the event of a casual vacancy on the Board, the Board may appoint SARAA members to the vacant office. The appointed member may continue in office up to and including the next election following the date of the appointment.

17. Conduct of the Board

- a) The Board shall hold a Board meeting as often as required to conduct the business of SARAA and not less than 6 times each year.
- b) The Chair, Deputy Chair or 2 other Board members will have the power to call a Board meeting.
- c) Notice of Board meetings will be given to all Board members:
 - i) at the previous Board meeting;
 - ii) by 7 days written notice;
 - iii) in an emergency by such other notice.
- d) The quorum is a simple majority of Board members.
- e) The Board may allow participation in meetings via telephone or other electronic means that gives each of the Board members a reasonable opportunity to participate in that meeting. Board members participating in this way shall be deemed to be present at the meeting and entitled to exercise any vote or right as if they were physically in the same room as the meeting.
- f) The Board, may from time to time, and where a need arises, approve resolutions out of session by an absolute majority vote via email.
- g) Board members shall not disclose confidential information regarding SARAA in any capacity or form to any other person or organisation.
- h) The Board will appoint a Public Officer at the first meeting after the Annual General Meeting or upon resignation of the Public Officer, who will notify the appropriate body of such appointments and who will file such other returns and notices as required by law.
- i) The Board may appoint for specific purposes subcommittees of Board members and other appropriate persons who to undertake work for the pursuance of its objects.

18. Chairperson

The Chairperson shall:

- i) be the spokesperson of SARAA, alongside the Chief Executive Officer
- ii) delegate responsibilities to other members and staff of SARAA as they see fit
- iii) encourage balanced and effective participation by all members
- iv) prepare the agenda for Board meetings
- v) chair all board meetings of SARAA in accordance with this Constitution.

19. Treasurer

The Treasurer shall ensure that:

- a) records are kept of all receipts and payments and other financial transactions.
- b) financial budgets and statements are prepared
- c) a report of SARAA's finances is submitted to the Board at least once every fiscal quarter
- d) the Annual Financial Statements are prepared following the end of SARAA's financial year and audited by an independent auditor if required by the Act or other regulation;
- e) the Annual Financial Statements are presented to the Annual General Meeting..

20. Secretary

The Secretary shall ensure that:

- a) records are kept of SARAA 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 SARAA;.
- b) minutes of proceedings at Board meetings are complete and correct and endorsed by the Board at the next Board meeting;
- c) any other records, documents, registers and minutes of SARAA are as required to be maintained under the Act, in conjunction with the Public Officer.

21. Employees

Employees of SARAA:

- a) may be a member of SARAA or any sub-committee;
- b) may attend and report to Board meetings when requested by the Board;
- c) is not counted in the composition of the Board; and
- d) has the ability to make recommendations at Board meetings but does not have voting rights.

Part F - Administrative matters

22. Finances

- a) The financial year of SARAA shall commence on 1 July and end on 30 June of each year.
- b) All monies received by SARAA are paid into an account authorised by the Board in the name of SARAA.
- c) SARAA 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.

- d) Financial records will be available for inspection by any member.
- e) The accounts, together with the auditor's report on the accounts if required under the Act or decided by a decision of an Annual General Meeting, the Board's statement and the Board's report, shall be laid before members at the Annual General Meeting.
- f) Any payments made by SARAA must be authorised by 2 Board members.

23. Amendment of this Constitution

- a) This Constitution may be repealed or amended by a vote of at least 75% of Members present and voting at a General Meeting.
- b) This Constitution takes precedence over Rules of SARAA.
- c) Rules for the proper administration of meetings or business of SARAA may be made, repealed or amended by a simple majority vote at a General Meeting.
- d) Rules take precedence over Policies of SARAA.
- e) Policies of SARAA may be made by a simple majority of the Board.

24. Liability, property and dissolution

- a) 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 SARAA, accept or incur any pecuniary liability on behalf of SARAA will be indemnified against any personal loss in respect of such liability.
- b) SARAA members shall have no liability to contribute toward the payment of debts and liabilities of SARAA or the costs, charges and expenses of the winding-up of SARAA, except to the amount of unpaid Membership Fees.
- c) 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 SARAA provided that:
 - i) Such other body also prohibits the distribution of income and property to the members to the extent stated herein;
 - ii) If SARAA has been approved pursuant to Section 78 of the Income Tax Assessment Act then such other body is also approved; and
 - iii) SARAA 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.