

ASSOCIATIONS INCORPORATION ACT (NSW) 1984

An Incorporated Association

**STATEMENT OF OBJECTS OF
SYDNEY GAY & LESBIAN BUSINESS ASSOCIATION INCORPORATED**

1. The name of the association is “Sydney Gay & Lesbian Business Association Incorporated” (referred to in this Statement of Objects as “SGLBA”).
2. The objects for which SGLBA is established are:
 - (a) the objects arising out of the following Mission Statement:

“Sydney Gay & Lesbian Business Association Incorporated is a not-for-profit organisation formed to provide opportunities for gays and lesbians to develop their business interests and networks both within a corporate environment and as individual business persons.”

We strive to achieve this by:

 - (i) Promoting the profile of the Association and its members within both the gay and lesbian community and the wider business community.
 - (ii) Organising activities which facilitate networking opportunities for and between members.
 - (iii) Creating opportunities to present products and services to the lesbian and gay community in a positive environment.
 - (iv) Providing a forum for speakers to address the Association on issues of interest to our members.”
 - (b) subject to paragraph (a) above, to do anything that a natural person may do; and
 - (c) without limiting paragraph (b), to do anything that is incidental or conducive to achieving the objects set out in paragraph (a).
3. The assets and income of the SGLBA shall be applied solely in furtherance of the 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.

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RULES OF SYDNEY GAY & LESBIAN BUSINESS ASSOCIATION INCORPORATED

**PART 1
INTERPRETATION & ALTERATION**

1.1 [Dictionary] In these rules (including in these definitions) the following terms have the following meaning unless the context otherwise requires:

“**Act**” means the Associations Incorporation Act (NSW) 1984 (or any successor or replacement statute or code regulating generally Associations in New South Wales).

“**Appellant**” has the meaning given to it in rule 10.1.

“**Applicant**” has the meaning given to it in rule 5.1.

“**Application**” has the meaning given to it in rule 5.1(a).

“**Board**” means the directors acting in accordance with Part XIV and has the same meaning as “committee” in the Act.

“**Board Year**” means the period from one Annual General Meeting to the next (even if that period is, in a particular case, more or less than a calendar year).

“**Director**” means a director from time to time of SGLBA under rule 14.1.

“**General Meeting**” includes Annual General Meeting and Special General Meeting.

“**SGLBA**” means Sydney Gay & Lesbian Business Association Incorporated.

“**Membership Year**” means a 12-month period from the date commencement of membership. For persons who are members as at 30 June 2008 the date of commencement of membership is considered to commence on 1 July each year. For members who join after 30 June 2008 the date of commencement of membership is considered to be the actual date of commencement of membership. Members can pay in advance for greater than one year of membership (which period can be determined by the Board) should they so choose.

“**Expiration Date**” means the date of expiry of a membership as described in rule 8.1.

“**Organisation**” means any incorporated or unincorporated body.

“**President**” means the President from time to time under rule 14.2.

“**Public Officer**” has the same meaning as in the Act.

“**Register**” has the meaning given to it in rule 11.1.

“**Renewal Form**” has the meaning given to it in rule 8.2.

“**Seal**” means the common seal of SGLBA referred to in rule 19.1.

“**Secretary**” means the Secretary from time to time under rule 14.2 who shall be the Public Officer for the same period or periods.

“**Special resolution**” means a resolution of which 21 clear days’ notice has been given, and which is assented to by at least 75% of those present and eligible (in person or by proxy) to vote.

“**Sub-Committee**” means a sub-committee appointed by the Board under Part XVII.

“**Treasurer**” means the Treasurer from time to time under rule 14.2.

“**Vice President**” means the Vice President from time to time under rule 14.2.

- 1.2 [Interpretation] Except as provided in rule 1.1, unless the context otherwise requires, words given a certain meaning in the Act (as amended from time to time) or in the Interpretation Act 1897 (NSW) (as in force at 11 June 1998) will have that meaning in these rules.
- 1.3 [References to the Associations Incorporation Act] Any reference in these rules to a provision of the Act, must be read, to the extent practicable, to that provision of the Act as amended, replaced or re-enacted.
- 1.4 [How some decisions are taken] Where in these rules a body (such as a General Meeting, the Board or a Sub-Committee) consisting of more than 1 person is given any power, or is required to exercise any discretion or form any view, it will be taken to have done so by passing an ordinary resolution to that effect, unless the contrary is indicated.
- 1.5 [Lodging with the Secretary] If any document or thing (in this rule referred to as the “**document**”) is required by these rules to be lodged with the Secretary, the requirement may be satisfied only by posting the document to SGLBA’s then current postal address by pre-paid post, or by delivering the document to SGLBA’s then current principal place of administration during SGLBA’s ordinary business hours, unless an additional method is prescribed in a particular case or cases.
- 1.6 [Role of headings] Headings, including Part headings and marginal notes to particular rules, are for reference and do not affect the interpretation of these rules, whether they appear as headings or in cross-references.

PART II ALTERATION OF RULES OR OBJECTS

- 2.1 [Changing these rules and objects] Any one or more of these Rules and the Statement of Objects may be:
- (a) altered;
 - (b) rescinded; or
 - (c) replaced,
- or rules or objects may be added, but only by special resolution.

PART III CONTINUATION OF ESTABLISHMENT OF SGLBA

- 3.1 [SGLBA] SGLBA continues in existence as a not-for-profit incorporated association.

PART IV MEMBERSHIP & CONTINUATION OF MEMBERSHIP OF SGLBA

- 4.1 [Who the members of SGLBA are] The members of SGLBA are:
- (a) all those persons and organisations who are members as at 11 June 1998, unless their membership ceases under rule 8.6;
 - (b) such other natural persons and organisations who apply for and are admitted to membership under Part V, unless their membership ceases under rule 8.6; and
 - (c) such other natural persons and organisations who are admitted to life membership under Part V
- all of whom shall have all the rights and privileges of membership including the right to:
- (d) vote at general meetings; and
 - (e) hold office; and

shall, with the exception of life members, be required to pay any entrance fees and annual subscription fees as determined by the Board.

4.2 [*Who the honorary members of SGLBA are*] The honorary members of SGLBA are:

- (a) all those persons and organisations who are honorary members as at 11 June 1998, and;
- (b) such other natural persons and organisations who are admitted to honorary membership by the Board under Part V,

all of whom shall have all of the rights and privileges of membership but shall not have the right to:

- (c) vote at general meetings; and
- (d) hold office; and

shall not be liable to pay entrance fees and annual subscription fees.

PART V MEMBERSHIP OF SGLBA: ADMISSION AND FEES

5.1 [*Procedure for application*] The following procedure must be followed in respect of the admission of any person or organisation (in this Part referred to as the “**Applicant**”) to membership of SGLBA under rule 4.1(b):

- (a) the Applicant must complete and sign an application (in this Part referred to as the “**Application**”) in the form prescribed from time to time by the Board;
- (b) the Applicant must agree that she or he or the organisation commits to, and will abide by, the aims and objectives of SGLBA as set out in the Statement of Objects and the Rules of SGLBA;
- (c) the Application must be accompanied by any entrance fee and annual subscription fee as determined by the Board under rule 5.7; and
- (d) the Application must be lodged with the Secretary.

5.2 [*What applications must contain*] Any form prescribed by the Board for the purposes of rule 5.1(a) must at least:

- (a) provide for the inclusion of the matters necessary to enable rule 5.1 to be complied with;
- (b) set out the aims and objectives of SGLBA as set out in the Mission Statement contained in the Statement of Objects of SGLBA; and
- (c) indicate the fees payable under rule 5.1(c) on lodgement of the Application; and
- (d) require the Applicant to provide at least the following information:
 - (i) the Applicant’s full name;
 - (ii) the Applicant’s address for service of notices;
 - (iii) the Applicant’s telephone number;
 - (iv) the Applicant’s occupation, if an individual.

5.3 [*Dealing with applications*] The Secretary must cause each Application lodged with her or him, and that complies with rules 5.1 and 5.2, to be placed (to the extent that practicalities of the time of receipt allow) before the next-occurring meeting of the Board, which must at that meeting consider the Application and resolve to:

- (a) accept the Application; or
- (b) reject the Application if in the view of the Board the Applicant has persistently and wilfully acted in a manner prejudicial to the interest of SGLBA (and including in the resolution its reasons for doing so); or

- (c) refer the Application to the Applicant for further explanation or clarification.
- 5.4 [*Limit on clarification*] The action permitted by rule 5.3(c) may be taken only once in relation to a particular Application; if that Application is resubmitted with or without further explanation or clarification it must then be dealt with under paragraph (a) or (b) of rule 5.3.
- 5.5 [*Becoming a member*] Upon the acceptance of an Application under rule 5.3(a):
- (a) the Applicant becomes a member of SGLBA;
 - (b) SGLBA must as soon as is practicable so notify the member; and
 - (c) SGLBA may appropriate to its own account the fees forwarded on lodgment of the Application.
- 5.6 [*Rejection of application*] Upon the rejection of an Application under rule 5.3(b) SGLBA must as soon as is practicable:
- (a) so notify the Applicant in writing, providing a copy of the Board's resolution under rule 5.3(b);
 - (b) refund to the Applicant the fees forwarded on lodgment of the Application; and
 - (c) inform the Applicant of the right of appeal under Part X [*Right of appeal*].
- 5.7 [*Fees*] The Board may from time to time (but not more than once in any Membership Year, to take effect with respect to the next-following Membership Year) fix:
- (a) entrance fees; and
 - (b) annual subscription fees
- (either generally or for particular categories of members), but must in doing so endeavour to provide members with reasonable notice of such fees.
- 5.8 [*Membership applications not to be considered for 10 days each year*] Despite anything to the contrary in these rules, no Application may be considered during the period of ten (10) days immediately prior to each Annual General Meeting.
- 5.9 [*Life Members*] Any person or organisation may be nominated in writing by not less than three current members for life membership of SGLBA. Such nomination shall:
- (a) be lodged with the Secretary, who shall cause such nomination to be added to the business of the next occurring general meeting;
 - (b) require a special resolution at such general meeting for such person or organisation to be admitted as a life member who upon admission shall:
 - (i) have the right to vote;
 - (ii) have the right to hold office;
 - (ii) not be liable to pay any annual subscriptions; and
 - (iv) have all the other rights and privileges of membership:
 - (A) for the life of the member; or
 - (B) in the case of an organisation, until the organisation ceases to exist.
- 5.10 [*Honorary Members*]
- (a) Any person or organisation may be admitted to honorary membership of SGLBA by the Board and upon admission shall:
 - (i) not have the right to vote;
 - (ii) not have the right to hold office;
 - (iii) not be liable to pay any annual subscriptions; but
 - (iv) have all the other rights and privileges of membership.

- (b) Each honorary membership:
 - (i) shall only be for the current membership year; but
 - (ii) may be renewed by the Board in subsequent membership years.

**PART VI
MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 6.1 [*Members rights not transferable*] Subject to Rule 7.1, a right, privilege or obligation which a person or organisation has by reason of being a member:
- (a) is not able to be transferred or transmitted to another person or organisation; and
 - (b) terminates upon cessation of the person or organisation's membership.

**PART VII
MEMBERS' LIABILITIES**

- 7.1 [*Members' liabilities on winding up of SGLBA*] Each member of SGLBA must contribute to SGLBA's property, if SGLBA is wound up:
- (a) while the person or organisation is a member; or
 - (b) within 12 months of ceasing to be a member,
- for payment of:
- (c) SGLBA's debts and liabilities contracted before ceasing to be a member; and
 - (d) of the costs, charges and expenses of winding-up, and for the adjustment of the rights of contributories among themselves

whatever amount is needed, but the amount for any member may not exceed the annual subscription fee current and unpaid at the time the member ceases to be a member.

PART VIII
MEMBERSHIP OF SGLBA: RENEWAL AND CESSATION

- 8.1 [*Membership term*] Each membership under rule 4.1(a) and (b) (“**Ordinary Member**”) will, subject to earlier termination under rule 8.6, expire on the anniversary of commencement of membership in each year, or on the anniversary of commencement of membership in the year to which the member has prepaid for greater than one year, but may be renewed in accordance with this Part VIII.
- 8.2 [*Renewal notices*] On or before one month prior to the membership Expiration Date in each year SGLBA must send to each Ordinary Member a notice of renewal in a form prescribed by the Board from time to time (a “**Renewal Form**”), setting out:
- (a) the annual subscription fee for the next-following Membership Year;
 - (b) the optional subscription fee payable for a number of following Membership Years, which number may be determined by the Board from time to time; and
 - (b) the method or methods of renewal.
- 8.3 [*Requirements of renewal*] Any Renewal Form must set out rules 8.4 and 8.5.
- 8.4 [*How to renew*] Subject to rule 8.6, a member may renew her or his or the organisation’s membership by, and only by providing the annual membership fee prescribed in the notice of renewal in cleared funds in accordance with a method of payment specified on the notice on or before the Expiration Date concerned (or, if such Expiration Date falls on a day on which SGLBA’s principal place of administration is not open, the next day on which it is).
- 8.5 [*Late renewal*] A member may renew his or her or the organisation’s membership in accordance with rule 8.4 up to and including 3 months from the Expiration Date but:
- (a) may not, at any time after the Expiration Date unless and until rule 8.4 has been complied with, exercise any right or privilege granted to a member whether under these rules or otherwise; and
 - (b) in the circumstances described in paragraph (a), may not, if the member complies with rule 8.4 later than 2 clear business days prior to any General Meeting, exercise at that General Meeting any right under Part XIII [*Proceedings at General Meetings*] or Part XIV [*Directors and Office-Bearers*].
- 8.6 [*How membership ceases*] A person ceases to be a member of SGLBA if the person:
- (a) resigns from membership by written notice lodged with the Secretary;
 - (b) fails to renew membership in accordance with rule 8.4 or 8.5;
 - (c) is expelled under Part IX;
 - (d) in the case of an individual, dies; or
 - (e) in the case of an organisation, ceases to exist.

PART IX
DISCIPLINING OF MEMBERS

- 9.1 [*Disciplining of members*] If the Board is of the view that a member of SGLBA has:
- (a) materially refused or neglected to comply with a provision of these rules; or
 - (b) persistently and wilfully acted in a manner prejudicial to the interests of SGLBA,
- the Board may by a resolution:
- (c) agreed to by at least two-thirds of the Directors then in office;
 - (d) stating the grounds concerned and the reasons for the Board’s view,
- determine that the member should be disciplined, and what form that discipline should take.

- 9.2 [What penalties there are] Disciplining a member, in rule 9.1, means imposing one of the following penalties:
- (a) expelling the member;
 - (b) suspending the member from membership for a time specified in the Board's resolution under rule 9.1;
 - (c) restricting for a time specified in the Board's resolution under rule 9.1 any right or privilege of the member whether granted under these rules or otherwise.
- 9.3 [Discipline process] As soon as practicable after the Board determines that a member should be disciplined, and what form the discipline should take, the Secretary must:
- (a) so notify the member in writing, providing a copy of the Board's resolution under rule 9.1; and
 - (b) inform the member of her or his right of appeal under Part X [Right of appeal],
- but the implementation of penalty determined by the Board will be suspended until the earlier of:
- (c) the expiry of the 7 day period referred to in rule 10.2(a) [the appeal process] without a notice being lodged; and
 - (d) the notification of SGLBA's confirmation, if any, of the resolution under rule 10.2(e).

PART X RIGHT OF APPEAL

- 10.1 [Who can appeal] In this Part:
- (a) an Applicant whose Application has been rejected under rule 5.3(b); and
 - (b) a member whom the Board has determined to discipline under rule 9.1
- is referred to as the “**Appellant**”.
- 10.2 [The appeal process] The right of appeal referred to in rule 5.6(c) and 9.3(b) is:
- (a) the Appellant may, by notice (which may include a requirement under rule 10.3(b) [Open appeal meetings]) lodged with the Secretary within 7 days of receipt by the Appellant of notice under rule 5.6 or 9.3 (as the case may be), require the Board to reconsider its decision at a meeting to be held not less than 14 nor more than 28 days after lodging of the notice;
 - (b) if a notice is lodged under rule 10.2(a), the Board must meet within the time-frame prescribed in that rule, having given the Appellant not less than 7 days' notice of the date, time and place of the meeting;
 - (c) the Board must give the Appellant or the Appellant's representative, or both, a reasonable opportunity to make oral submissions at the meeting;
 - (d) the Board must consider (whether in the presence of the Appellant or not at the Board's absolute discretion) any oral submissions made by the Appellant or the Appellant's representative, or both, at the meeting, or written representations lodged by the Appellant with the Secretary prior to the meeting; and
 - (e) the Board must by ordinary resolution at that meeting:
 - (i) confirm; or
 - (ii) revokethe resolution appealed from and immediately notify the Appellant of its resolution.
- 10.3 [Open appeal meetings] Despite anything to the contrary in these rules and despite any rule of law or equity to the contrary:
- (a) subject to paragraph (b), the meeting referred to in rule 10.2 must be open to members and to the public;
 - (b) the Appellant's notice may under rule 10.2(a) require that the board meeting not be so open, except to the Appellant (and, if applicable, the Appellant's representative), in which case it will not be;

- (c) at the board meeting, if open, all matter published for its purposes will be subject to qualified privilege under the law relating to defamation.

10.4 [The result of the appeal process] If:

- (a) in the case of an appeal under rule 5.6:
 - (i) the Board revokes the resolution appealed from; and
 - (ii) the Appellant lodges with the Secretary, within 30 days of receiving notice of the Board's resolution, payment of the entrance fee and first annual subscription fee that was prescribed on the Application that the Appellant lodged under rule 5.1,

the Appellant becomes, as of the date of that payment, a member of SGLBA; and

- (b) in the case of an appeal under rule 9.3:
 - (i) the Board confirms the resolution: the penalty determined by the Board under rule 9.1 (or such lesser penalty as the Board may determine at the meeting referred to in rule 10.2) will commence as set out in rule 9.3; or
 - (ii) the Board revokes the resolution: no penalty will be imposed.

10.5 [General Meetings and appeals] Nothing in this Part prevents any member from proposing, in accordance with Part XII [General Meetings] a resolution (a “**General Meeting Resolution**”) referring or relating to any resolution (a “**Board Resolution**”) of the Board under this Part, but if a General Meeting Resolution is passed inconsistent with (including revoking) a Board Resolution, no person, including without limitation an Appellant under this Part, may recover any compensation from SGLBA, the Board or any Director or other officer or staff member of SGLBA by reason of the Board Resolution.

PART XI THE REGISTER

11.1 [The Register] The Secretary must:

- (a) establish: and
- (b) maintain

a register (the “**Register**”) of the members of SGLBA accurately reflecting who is or has been a member as a result of the operation of Parts IV [Membership & continuation of membership of SGLBA], V [Membership of SGLBA: Admission and fees], VIII [Membership of SGLBA: renewal and cessation], IX [Disciplining of Members] and X [Right of appeal] and XIV [Directors and Office Bearers].

11.2 [What the Register contains] The Register must contain the following information about each member:

- (a) the member's name, address and telephone number;
- (b) the date the person or organisation became a member;
- (c) the date the person or organisation ceased to be a member; and
- (d) such other information as the Act requires.

11.3 [Place where the Register is kept] The Register must be kept at SGLBA's principal place of administration.

11.4 [Change of name or address] A member may at any time by notice in writing lodged with the Secretary inform SGLBA of any change in the member's name or address. SGLBA may require reasonable verification of the change.

PART XII
GENERAL MEETINGS

- 12.1 [Annual General Meeting] SGLBA must hold Annual General Meetings in accordance with the Act.
- 12.2 [Other meetings] All general meetings, other than Annual General Meetings, are referred to in these rules as Special General Meetings.
- 12.3 [Notice of General Meetings] Notice of General Meetings may be given only as follows:
- (a) not less than 21 days before the General Meeting concerned;
 - (b) in writing to each member at the address then current for that member on the Register.
- 12.4 [What notices must contain] Notice of General Meetings must specify:
- (a) the date, time and place of the meeting;
 - (b) whether the meeting is an Annual General Meeting or a Special General Meeting;
 - (c) the nature of any business to be transacted and the text, proposer and seconder of any resolutions to be put to the meeting;
 - (d) if it is a Special General Meeting, the manner in which, under rule 12.5, it has been required to be convened; and
 - (e) if it is an Annual General Meeting, the matters required to be transacted under rule 12.7.
- 12.5 (a) [How to convene a Special General Meeting] A Special General Meeting may be required to be convened by written application to that effect lodged with the Secretary signed by:
- (i) any 3 Directors; or
 - (ii) not less than 10% of the number of members then currently able to vote at General Meetings.
- (b) Upon the receipt of an application under rule 12.5(a), the Secretary must convene a Special General Meeting to take place not less than 28 nor more than 42 days from the date of that receipt.
 - (c) If the Secretary fails to convene a Special General Meeting to be held within the time limited under Rule 12.5(b), any one or more of the members who made the requisition under Rule 12.5(a) may convene a Special General Meeting to be held not later than 3 months after the expiry of that time limit.
- 12.6 [Business of a Special General Meeting] Any application under rule 12.5(a) must:
- (a) specify the nature of the business required to be transacted; and
 - (b) submit any resolutions required to be put to the meeting, giving a proposer and seconder for each resolution.

- 12.7 *[Business of an Annual General Meeting]* In addition to any other business that may be transacted at an Annual General Meeting, the business required to be transacted at an Annual General Meeting is:
- (a) to confirm the minutes of the last Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider the report of the Directors on the activities of SGLBA during the last preceding financial year;
 - (c) the election of Directors and Office Bearers in accordance with rule 14.4; and
 - (d) to receive and consider the Statement which is required to be submitted to members by section 26(6) of the Act namely:
 - (i) the income and expenditure of SGLBA during its last financial year;
 - (ii) the assets and liabilities of SGLBA at the end of its last financial year;
 - (iii) the mortgages, charges and other securities of any description affecting any of the property of SGLBA at the end of its last financial year;
 - (iv) in respect of each trust of which SGLBA was trustee during a period, being the whole or any part of the last financial year of SGLBA:
 - (A) the income and expenditure of the trust during that period,
 - (B) the assets and liabilities of the trust during that period, and
 - (C) the mortgages, charges and other securities of any description affecting any of the property of the trust at the end of that period.
- 12.8 (a) *[How members bring business before a General Meeting]* Any 2 members may, at any time, by notice (the "Notice of Business") in writing lodged with the Secretary, require that:
- (i) the business; or
 - (ii) any resolutions
- specified in the Notice be included in the next-issued notice calling a General Meeting.
- (b) The Secretary must comply with any Notice of Business.
- (c) If a Notice of Business includes any resolutions, and no proposer and seconder of the resolution are nominated, the 2 members (taken in the order in which their names appear on the Notice of Business) lodging the Notice of Business will be taken to be the proposer and seconder respectively of the resolution.

PART XIII PROCEEDINGS AT GENERAL MEETINGS

- 13.1 *[Quorum at General Meetings]* No business may be transacted at a General Meeting unless a quorum is present during the time the meeting is considering that item:
- 13.2 Subject to Rule 13.4 a quorum is 10 current financial members entitled to vote at the meeting present in person or by proxy.
- 13.3 *[Lack of quorum]* If half an hour after the time appointed for a General Meeting to commence a quorum is not present, the meeting:
- (a) if convened under rule 12.5(a) or 12.5(c) *[meetings called by 3 Directors or 10% of members]*, will be dissolved; and
 - (b) otherwise, will be adjourned:

- (i) to the same day in the next week at the same time and place; or
- (ii) as such of the Directors present may determine and communicate promptly to the members present.

13.4 [*Reduced quorum*] If at any adjourned meeting a quorum as prescribed by rule 13.2 is not present half an hour after the time appointed for the meeting to commence, a quorum is 3 members eligible to vote at the meeting.

13.5 [*Chair*] The chair (“Chair”) of a General Meeting will be:

- (a) the President; or
- (b) in the absence of the President, the Vice President;
- (c) or:
 - (i) in the absence of both the President and the Vice President; or
 - (ii) if both indicate that they do not wish to be chair,
a member elected by the meeting.

13.6 [*Adjournment*] The Chair:

- (a) may, with the consent of the meeting; and
- (b) must, if so directed by the meeting
adjourn any General Meeting, but
- (c) not for more than 30 days; and
- (d) no business may be transacted at the meeting as adjourned other than business left unfinished at the time of the adjournment.

No notice of the adjournment need be given.

13.7 [*Voting and polls*] Any resolution at a General Meeting will be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by:

- (a) the Chair; or
- (b) at least 3 members present in person or by proxy.

If no poll is demanded, any declaration (and corresponding entry to that effect in the minutes of proceedings of SGLBA) by the Chair as to the vote (for example, that it was carried, or carried in a particular way, or lost) will be conclusive.

13.8 [*Polls*] The following applies to any poll:

- (a) The demand for it may be withdrawn.
- (b) It will be taken as the Chair directs.
- (c) If it relates to a resolution under:
 - (i) 13.5(c) [*election of Chair*]; or
 - (ii) 13.6 [*adjournment*],it must, despite any direction under paragraph (b), be taken immediately.
- (d) The resolution of the poll on the matter is the resolution of the meeting on the matter.

13.9 [*Voting*]

- (a) A member may vote in person or by proxy and has one vote only.
- (b) In the case of an equality of votes (whether on the show of hands or on a poll) the Chair of the meeting is entitled to exercise a second or casting vote.

- (c) A member or proxy is not entitled to vote at any general meeting of the SGLBA unless all money due and payable by the member or proxy to SGLBA has been paid.
- (d) Each member which is an organisation is entitled by notice in writing lodged with the Secretary at the commencement of each financial year to appoint three natural persons to vote on its behalf and each of the three natural persons shall have one vote each and each of those natural persons shall be considered to be a member for the purposes of the interpretation of these rules.

13.10 [*Proxies*] The following applies to proxies:

- (a) A proxy may only be appointed in writing.
- (b) A proxy must herself or himself be a member.
- (c) A member may not be the proxy of more than 5 other members.
- (d) The form of appointment must be in such form as the Board prescribes from time to time, or in as similar a form to that as the circumstances allow.
- (e) Unless otherwise instructed on the form of appointment, the proxy may vote as he or she wishes.
- (f) Unless SGLBA has received notice in writing to the contrary prior to the meeting concerned, a vote by a proxy is valid despite the prior:
 - (i) death or unsoundness of mind of; or
 - (ii) withdrawal of the appointment by,
 the member giving the proxy.
- (g) The form of appointment of proxy must be lodged with the Secretary not less than 24 hours before the time appointed for the commencement of the General Meeting concerned (whether that time has been fixed under rule 12.4 [*notice of meetings*] or rule 13.3 [*adjournments*]).

PART XIV DIRECTORS AND OFFICE-BEARERS

14.1 [*The Directors*] The Directors and Office Bearers of SGLBA are:

- (a) Those persons who are, at the time of adoption of this rule, Directors and Office Bearers of SGLBA, each of whom must retire at the next-following Annual General Meeting, but who will (subject to any other disqualification in this Part) be eligible for re-election; and
- (b) persons elected or appointed as Directors or Office Bearers in accordance with this Part.

14.2 The Office Bearers of SGLBA are Directors of SGLBA and consist of:-

- (a) President;
- (b) Vice President;
- (c) Secretary; and
- (d) Treasurer.

14.3 (a) [*Number of Directors*] Subject to paragraph (b), there will be 10 Directors of SGLBA, including the Office Bearers.

- (b) SGLBA may by ordinary resolution in General Meeting increase the number of Directors, but only so that the increase does not take effect until the election to be held at the next-following Annual General Meeting.

14.4 [*Election of Directors and Office Bearers*] At each Annual General Meeting the members will elect the Directors and Office Bearers to hold office (subject to these rules) until the conclusion of the next Annual General Meeting.

14.5 [*Procedure for election of Directors*] The following is the procedure for the election of Directors and Office Bearers:

- (a) Any 2 current financial members (including life members) (the “**Nominators**”) of SGLBA may nominate another current financial member (including a life member) (the “**Nominee**”) for election.
- (b) A nomination under paragraph (a) must be in writing signed by the:
 - (i) Nominee; and
 - (ii) Nominators,
 and must be deposited at SGLBA’s then current principal place of administration not less than 7 days before the Annual General Meeting (calculated by reference to the hour appointed for that Annual General Meeting) at which the election will occur.
- (c) If at the closure of nominations, the number of Nominees is equal to or less than the number of vacancies that will occur at the election, the Directors and Office Bearers will, for the next-occurring Board Year, consist (subject to rule 14.7) of the Nominees.
- (d) Further nominations shall be received at the Annual General Meeting for any remaining positions.
- (e) If insufficient further nominations are received any vacant positions remaining on the Board at the conclusion of the Annual General Meeting shall be deemed to be casual vacancies.
- (f) If the number of nominations received at the Annual General Meeting is equal to the number of vacancies remaining to be filled, the persons nominated unopposed shall be deemed to be elected.
- (g) If the number of nominations received for any positions exceeds the number of vacancies to be filled, a ballot shall be held.
- (h) The ballot for the election of Office-Bearers and Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct, but:-
 - (i) Every member present in person or by proxy:
 - (A) may vote;
 - (B) may not vote for more Nominees than there are vacancies that occur at the election; but
 - (C) may vote for less.
 - (ii) The “first past the post” system will be used to decide which Nominees are elected.
 - (iii) Each vote is of equal value.
 - (iv) Each Nominee may appoint 1 scrutineer for the counting of votes.
 - (v) If, by reason of 2 Nominees receiving the same number of votes, they are equally entitled to be elected under the system referred to in paragraph (ii), the Chair of the meeting will decide which is elected by lot drawn in the presence of the 2 Nominees affected.

14.6 [Removing and replacing Directors]

- (a) SGLBA may by ordinary resolution at a General Meeting:
 - (i) remove any Director from office; and
 - (ii) appoint another member of SGLBA to serve the balance of the term of the removed Director.
- (b) Where a Director to whom a proposed resolution referred to in Rule 14.6(a) relates make a statement in writing lodged with the Secretary (not exceeding a reasonable length) and requests that the statement be notified to the members of SGLBA:-
 - (i) the Secretary may send a copy of the statement to each member of the SGLBA, or
 - (ii) if not so sent, the Director is entitled to require that the statement be read out at the meeting at which the resolution is considered.

- 14.7 [*Filling vacancies*] The Board may appoint any member to any vacancy in the number of Directors, however arising, but not so that any appointment continues beyond the conclusion of the next Annual General Meeting.
- 14.8 [*Ceasing to be a Director*] A Director ceases to be a Director if the Director:
- (a) ceases to be a member of SGLBA;
 - (b) is absent without permission of the Board from more than 3 consecutive meetings of Directors;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under Rule 14.6
 - (f) becomes of unsound mind, or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (g) has voted contrary to rule 18.4 without having first disclosed his or her interest, and the other Directors, being satisfied of that failure, resolve that the Director cease to be a Director.

**PART XV
DIRECTORS: POWERS & DUTIES**

- 15.1 [*Management of SGLBA*] Subject to the Act and to these rules, the business of SGLBA will be managed by the Board.
- 15.2 [*General and particular powers*] Without limiting rule 15.1, the Board may exercise all the powers of SGLBA that are not required by the Act or by these rules to be exercised by SGLBA in General Meeting, which include, without limitation, the power to:
- (a) borrow money;
 - (b) mortgage or charge any property;
 - (c) issue debentures or give any other security
- for any debt, liability or obligation of SGLBA.
- 15.3 [*Execution of certain instruments*] Any:
- (a) cheque or other negotiable or similar instrument;
 - (b) receipt for money paid to SGLBA
- must be signed or executed in the manner determined by the Board (but in the absence of any determination, by 2 Directors).
- 15.4 [*Treasurer*] The Treasurer must ensure that:-
- (a) all money due to SGLBA is collected and received and that all payments authorised by SGLBA are made; and
 - (b) correct books and accounts are kept showing the financial affairs of SGLBA including full details of all receipts and expenditure connected with the activities of SGLBA;
 - (c) that the Statement required by Section 26(6) of the Act is prepared each financial year.
- 15.5 [*Minutes*] The Board must cause minutes to be made of:
- (a) appointments of Directors, Office Bearers, other officers and employees;
 - (b) the names of Directors (or other persons) present at meetings of the Board or of SGLBA;

- (c) all proceedings of the Board or of General Meetings.
- 15.6 [*Signing minutes*] Minutes made under rule 15.5 must be signed by the Chair of:
- (a) the meeting concerned; or
 - (b) the next-following such meeting.
- 15.7 [*Effect of certain resolutions*] No resolution of SGLBA in General Meeting will of itself invalidate any prior act of the Board.

PART XVI DIRECTORS: MEETINGS AND QUORUM

- 16.1 [*Minimum number of meetings*] The Board must meet at least 6 times in each Board Year.
- 16.2 [*Calling meetings*] Any Director may at any time require the Secretary to call a meeting of the Board within a specified time (reasonable in the circumstances of the request), and the Secretary must do so by oral or written notice at least 48 hours (or such other period as may be unanimously agreed by the Directors) before the time appointed for the meeting.
- 16.3 [*Quorum*] The quorum necessary for the transaction of the business of the Board is one-half of the number of Directors (rounded up to the next whole number);
- 16.4 [*Vacancies*] Even if there are less Directors than allowed by rule 14.3, the remaining Directors may continue to act, but if the number of Directors is less than a quorum under rule 16.3, the remaining Directors may act only to appoint further Directors so that there are enough Directors for such a quorum.
- 16.5 [*Chairing Board meetings*] Meetings of the Board will be chaired by:
- (a) the President;
 - (b) in the absence of the President, the Vice President; or
 - (c) in the absence of the President and the Vice President, a Director elected by the meeting.
- 16.6 [*Written resolutions*] A resolution in writing signed by all the Directors will be valid as if it had been passed at a meeting of Directors, and may consist of several documents in similar form, each signed by 1 or more Directors.

PART XVII SUB-COMMITTEES

- 17.1 [*Delegation to Sub-Committees*] The Board may delegate any of its:
- (a) powers; or
 - (b) functions
- to any Sub-Committee, but no delegation:
- (c) will be valid if it tries to delegate any duty imposed on the Directors by the Act or the general law;
 - (d) may be exclusive of the powers or functions of the Board.
- 17.2 [*Members of Sub-Committees*] A Sub-Committee may consist of such members of SGLBA as thought fit by the Board, appointed to that Sub-Committee from time to time by the Board.
- 17.3 [*Membership of Sub-Committees*] The members of a Sub-Committee hold that office:
- (a) subject to paragraph (b), in accordance with their appointment by the Board; and

(b) at the pleasure of the Board.

17.4 [Sub-Committee powers] Each Sub-Committee must in the exercise of any powers or functions delegated to it by the Board conform to any directions or limitations (whether general or particular) imposed on it by the Board.

17.5 [Proceedings etc. of Sub-Committees] Despite any direction or limitation imposed by the Board, the following applies to every Sub-Committee:

(a) Each member of the Sub-Committee has 1 vote.

(b) If any member of the Sub-Committee is absent without permission of the Sub-Committee for 3 consecutive meetings, that member ceases to be a member of the Sub-Committee (but is eligible for re-appointment).

(c) Every Director, even if not appointed by the Board to a particular Sub-Committee, may attend and speak at meetings of that Sub-Committee.

17.6 [Chairs of Sub-Committees] The chair ("Chair") of each Sub-Committee will be a member of that Sub-Committee so designated by the Board from time to time, but in the absence of the Chair a Sub-Committee may elect a member of the Sub-Committee to act as Chair.

PART XVIII BOARD AND SUB-COMMITTEES: VOTING AND DECISIONS

18.1 [Meetings of the Board and Sub Committees] The Board and any Sub-Committees may:

(a) meet together for the dispatch of business;

(b) adjourn; and

(c) otherwise regulate their meetings

as they think fit.

18.2 [Voting at meetings] A question arising at any meeting of the Directors or Sub-Committee will be decided (subject to these rules) by a majority of votes of Directors or members of the Sub-Committee present and voting. Any such decision of the Board or Sub-Committee is for all purposes deemed a decision of the Board or Sub-Committee.

18.3 [Tied votes] In case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.

18.4 [Conflict of interest] A Director or Sub Committee Member must not vote in respect of any:

(a) contract;

(b) proposed contract;

with SGLBA or other matter in which the Director or Sub-Committee member is interested, or any matter arising out of such a contract or matter, and if the Director or Sub-Committee member does so vote his or her vote may not be counted.

18.5 [Acts valid despite defects] Each act done by any meeting of the:

(a) Board; or

(b) any Sub-Committee

will, even if it is afterwards discovered that there was some defect in the appointment of a Director or member of the Sub-Committee involved, be valid as if there were no such defect.

PART XIX COMMON SEAL

- 19.1 [*The Seal*] The common seal of SGLBA:
- (a) may only be used by authority of the Board;
 - (b) must be kept in safe custody by the Board.
- 19.2 [*Countersigning the Seal*] If the Seal is affixed to a document, that document must be signed by:
- (a) any Director and the Secretary; or
 - (b) any two Directors.

PART XX FUNDS

- 20.1 [*Funds - Source*]
- (a) The funds of SGLBA are to be derived from entrance fees and annual subscription fees of members, donations and, subject to any resolution passed by the SGLBA in general meeting, such other sources as the Board determines.
 - (b) All money received by SGLBA must be deposited as soon as practicable and without deduction to the credit of SGLBA's bank account.
 - (c) The SGLBA must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 20.2 [*Funds - Management*]
- (a) Subject to any resolution passed by SGLBA in General Meeting, the funds of SGLBA are to be used in pursuance of the objects of SGLBA in such manner as the Board determines.
 - (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of SGLBA, being members or employees authorised to do so by the Board.
 - (c) Excess funds, that is those over and above a prudent level to allow for proper operations and reasonable judicious reserves, will be disbursed to charitable works and organisations at the discretion of the Board.

PART XXI INSURANCE

- 21.1 [*Required insurances*] SGLBA must effect and maintain insurance under section 44 of the Act,
- 21.2 [*Other insurances*] In addition to the insurance required under Rule 21.1, SGLBA may effect and maintain other insurance.

PART XXII BOOKS

- 22.1 [*Custody of Books*] Except as otherwise provided by these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to SGLBA.
- 22.2 [*Inspection of Books*] The records, books and other documents of SGLBA must be open to inspection, free of charge, by a member of SGLBA by prior arrangement with the Secretary at any reasonable hour on reasonable notice.

PART XXIII NOTICE

- 23.1 [*How notice may be given*] A notice may be given by SGLBA to any member or other person under these rules:
- (a) personally; or

- (b) by sending it by pre-paid post, to:
 - (i) in the case of a member — the address then current for that member on the Register; or
 - (ii) in any other case — the address given by the person concerned for the purpose concerned.

23.2 [*When notices are received*] If a notice is sent under rule 23.1(b), it will be deemed to have been received on the day after the day it is posted.

PART XXIV INDEMNITY

24.1 [*Indemnity in certain circumstances*] Every:

- (a) Director;
- (b) public officer; and
- (c) other officer for the time being of SGLBA

is, by these rules, indemnified out of the assets of SGLBA against

- (d) any liability arising out of the execution of the duties of his or her office;
- (e) which is incurred by her or him in defending any proceedings (whether civil or criminal),

in which

- (f) judgment is given in his or her favour; or
- (g) she or he is acquitted; or
- (h) relief is granted to him or her by the Court

in respect of any negligence, default, breach of duty or breach of trust.

PART XXV RESOLUTION OF INTERNAL DISPUTES

25.1 Disputes between members (in their capacity as members) and disputes between members and SGLBA, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

PART XXVI SURPLUS PROPERTY

26.1 On the winding-up or other dissolution of SGLBA, after satisfaction of all its debts and liabilities, if there is any remaining property:

- (a) it must not be paid to or distributed among the members of SGLBA; and
- (b) it must be given or transferred to another body or bodies which:
 - (i) has similar objects to SGLBA; and
 - (ii) prohibits the distribution of its or their income among its or their members to at least the extent imposed on SGLBA by these Rules.

The body or bodies concerned must be determined by the members of SGLBA at or before the time of dissolution.