



CORPORATIONS ACT

A company limited by guarantee and not having a share capital.

CONSTITUTION OF SYDNEY GAY AND LESBIAN MARDI GRAS LIMITED

ACN 102 451 785

Adopted 12 September 2015 [●] 2023

CHAPTER I

INTERPRETATION & ALTERATION

- 1.1 In ~~these articles~~ this Constitution the following terms have the following meaning unless the context otherwise requires:-

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth), and any other legislation relating to the establishment or operation of an Australian charities commission and/or a national regulatory framework and/or national education body or otherwise for the not-for-profit sector, and includes:

(a) any regulations made under that Act or any other such legislation; and

(b) any rulings or requirements of the Commissioner of the Australian Charities and Not-for-profits Commission under that Act, or any commissioner or body under any other such legislation, having application to the Company.

"Annual General Meeting" means the general meeting contemplated in clause 6.2.

"Applicable Not-for-profit Law" means any law relating to the regulation of charities or not-for-profit entities applicable to the Company, including each of the Charitable Fundraising Act, the Charities Act, the Tax Act, section 150 of the Corporations Act and the ACNC Act.

"Applicant" has the meaning given in clause 4.1.

"aArtistic" means the encouragement of activities of an artist(s) primarily based on painting, sculptural, performance, dance, musical expression, musical performance, art, photography and literature.

"Board" means all or some of the Directors acting as the board of directors of the Company.

"Candidate" has the meaning given in clause 7.14(b).

"Charitable Fundraising Act" means the Charitable Fundraising Act 1991 (NSW) and any equivalent legislation in any State or Territory as may be applicable to the activities of the Company from time to time.

"Charities Act" means the Charities Act 2013 (Cth).

"Company" or "Sydney Gay and Lesbian Mardi Gras" means Sydney Gay and Lesbian Mardi Gras Ltd ACN 102 451 785.

"Sydney Gay and Lesbian Mardi Gras" means SYDNEY GAY AND LESBIAN MARDI GRAS LIMITED-
ACN: 102 451 785.

"Complaint" has the meaning given in clause 6.5(d).

"Company" means Sydney Gay and Lesbian Mardi Gras. "Constitution" means the constitution of the Company as amended from time to time.

"Corporations Act" means the Corporations Act 2001 (Cth).

"cCultural" means the set of shared attitudes, values, goals and practices, including artistic, that characterises a community or group of people.



"Director" means a person occupying the position of director of the Company.

"Explanatory Memorandum" has the meaning given in clause 6.18.

"Imported Provisions" means the following provisions of the Corporations Act:

- (a) Section 139 (*Company must send copy of constitution to member*);
- (b) Sections 191 to 194 (*disclosure of, and voting on matters involving, material personal interests*);
- (c) Divisions 1 to 7 of Part 2G.2 (*meetings of members of companies*); and
- (d) Part 2G.3 (*minutes and members' access to minutes*).

"Interim Board" has the meaning given in clause 8.9.

"Mardi Gras Arts" means Mardi Gras Arts Ltd ACN 158 800 018.

"Member" means a member of the Company under Chapter IV, whose membership has not ceased.

"Membership Application" has the meaning given in clause 4.1.

"Membership Renewal Form" has the meaning given in clause 4.14.

"Nominators" has the meaning given in clause 7.14(b).

"Notice of Business" has the meaning given in clause 6.12.

"Objects" means the objects of the Company set out in clause 2.1.

"Officer of an organisation" means:-

- (a) ~~a member of the organisation;~~
- (b) ~~the public officer of the organisation;~~
- (c) ~~a secretary, executive officer or employee of the organisation.~~

"Organisation" means a society, club, association (whether incorporated or unincorporated), collective, body corporate or similar body including a company incorporated pursuant to the Companies Act but does not include a natural person.

"Potential Recipient" has the meaning given in clause 21.1.

"Register" means the register of Members of the Company.

"Registered Entity" means a body corporate registered under the ACNC Act.

"Secretary" means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

"Tax Act" means the *Income Tax Assessment Act 1997* (Cth) and includes any rulings or requirements of the Commissioner of Taxation of the Commonwealth of Australia having application to the Company.

"Cultural" means the set of shared attitudes, values, goals and practices, including artistic, that characterises a community or group of people.

"Artistic" means the encouragement of activities of an artist(s) primarily based on painting, sculptural, performance, dance, musical expression, musical performance, art, photography and literature.

1.2 In this Constitution, unless it is inconsistent with the context:

- (a) The singular includes the plural and vice versa.
- (b) Words referring to any gender include all other genders.
- (c) Any reference to a statute or statutory provision includes any statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision or which has been amended, extended, consolidated or replaced by the statute or statutory provision and any orders, regulations, instruments or other subordinate legislation made under the statute or statutory provision.



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- (d) All references to articles, clauses, schedules, annexures and explanatory notes are to articles and clauses of and schedules, annexures and explanatory notes to this Constitution.
- (e) Where any time period is required to be calculated from a specified date, that date will be excluded from the calculation.
- (f) Unless the context otherwise requires, words given a certain meaning in the Corporations Act ~~2001~~ or in the *Acts Interpretation Act 1901* (~~Cw~~th) will have that meaning in this Constitution.
- (g) Any requirement of this Constitution that refers to a sexuality or gender of any person or group of persons will mean the sexuality or gender with which that person or group identifies.
- (h) Another grammatical form of a defined word or expression has a corresponding meaning.
- (i) Headings and notations are for ease of reference only and do not affect interpretation.
- (j) A reference to time is a reference to New South Wales, Australia time.
- ~~(g)~~(k) A reference to A\$, \$A, dollar or \$ is to Australian currency.

[Notation: For the purposes of determining gender and sexuality the Constitution adopts a self identification test.]



- 1.3 Any reference in this Constitution to a provision of the Corporations Act ~~2001~~, must be read, to the extent practicable, to that provision of the Corporations Act ~~or the Act as amended, replaced or re-enacted~~.
- 1.4 Where in this Constitution a body (such as a constituted group) 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 If any document or thing is required by this Constitution to be lodged with the Secretary, the requirement may be satisfied only by:
- (a) posting the document to Sydney Gay and Lesbian Mardi Gras' postal address by pre-paid post; ~~or~~
 - (b) ~~by~~ delivering the document to Sydney Gay and Lesbian Mardi Gras' principal place of business during Sydney Gay and Lesbian Mardi Gras' ordinary business hours; or
 - (c) electronic notification to the Secretary,
- ~~1.5~~ unless an additional method is prescribed in a particular case or cases.

- 1.6 Unless this Constitution states to the contrary any 1 or more of the provisions of this Constitution may be:
- (a) altered;
 - (b) rescinded;
 - (c) replaced; or
 - (d) may be added -to,
- but only by special resolution.

~~[[~~Notation: A special resolution is defined by the Corporations Act as a resolution passed by at least 75% of the votes cast by ~~voters~~ members entitled to vote on the resolution. An ordinary resolution is a resolution ~~past-passed~~ by at least 50% of the votes cast by ~~voters~~ members entitled to vote]

- 1.7 The provisions of this Constitution replace the current and any future replaceable rule or rules to the extent permitted by the Corporations Act.

- 1.8 If, while the while the Company is a Registered Entity, the Corporations Act operates such that an Imported Provision does not apply to the Company because the Company is a Registered Entity:
- (a) a clause in the same terms as the Imported Provision, along with any relevant definitions in the Corporations Act, is deemed to be included in this Constitution and to apply to the Company to the extent the Imported Provision would have applied to the Company were the Company not a Registered Entity (Equivalent Clause); and
 - (b) a reference in this Constitution to an Imported Provision is deemed to be a reference to the Equivalent Clause.

- ~~1.7~~1.9 For the purposes of this Constitution, if the provisions of the Corporations Act or the ACNC Act conflict with the terms of this Constitution on the same matter, the provisions of the relevant Act prevail to the extent of the conflict.

CHAPTER II

OBJECTS AND POWERS

- 2.1 The objective~~s~~ of Sydney Gay and Lesbian Mardi Gras shall be to organise and co-ordinate events of celebration, commemoration and protest and engage in other activities as part of the gay, lesbian, transgender, bisexual, queer and intersex community. This includes:
- (a) Sustaining and strengthening the gay, lesbian, transgender, bisexual, queer and intersex community by:
 - (i) providing opportunities for interaction and association between individuals, groups and organisations;
 - (ii) contributing to its social, economic, cultural and political development;
 - (iii) enabling the full expression of its culture, history, traditions and aspirations; and
 - (iv) providing opportunities for other organisations to promote their services, fundraise and advance their objectives;



- (b) Acknowledging the diversity of the gay, lesbian, transgender, bisexual, queer and intersex community.
- (c) Advancing the goals of this community, including:
 - (i) full acceptance of and equal rights within Australia and internationally;
 - (ii) promoting visibility of its people within the Australian community and internationally;
 - (iii) recognition within society of the right to sexual self-determination of all people.
- (d) Advancing the interests and general well-being of gay, lesbian, transgender, bisexual, queer and intersex people including:
 - (i) affirmation of gay, lesbian, transgender, bisexual, queer and intersex love and life;
 - (ii) creating opportunities for people to express themselves artistically and politically and develop their artistic and political skills; and
 - (iii) by creating a forum in which sexuality and gender diversity are explored and celebrated.
- ~~(e) Building strong, positive and beneficial relationships between the gay, lesbian, transgender, bisexual,~~
- ~~(e) queer and intersex community and the wider community.~~

The Objects for which the Company is established are also to do all things incidental or convenient in relation to the advancement of the Objects contained in this clause 2.1.

2.2 The assets and income of the Company shall be applied solely in furtherance of the ~~Objectives outlined in Article 2.1.~~

2.3 No part of the assets or income of the Company may be paid, transferred or distributed, directly or indirectly, by way of bonus, fee or otherwise, to any Member except for:

- (a) payment to a Member:
 - (i) of reasonable and genuine compensation in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) in good faith, of reasonable remuneration as an employee of the Company;
 - (iii) as principal repayments on money lent by the Member;
 - (iv) of interest on money lent by the Member at a rate not exceeding current bank overdraft rate of interest for moneys lent; or
 - (v) as reimbursement of reasonable expenses properly incurred by the Member on behalf of the Company; or
- (b) such other benefits as may from time-to-time be given in accordance with the Company's 'Ticketing & Reward Policy' in recognition of their contribution to the Company; or
- (c) such other payments, distributions or transfers as may be permitted by the Applicable Not-for-profit Law.

2.4 The Company may only exercise the powers granted in section 124(1) of the Corporations Act to:

- (a) carry out the Objects; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.4(a).

~~2.2.5~~ The Company will at all times comply with the Applicable Not-for-profit Law.

CHAPTER III

MEMBERSHIP

- 3.1 The ~~M~~members of Sydney Gay and Lesbian Mardi Gras are persons or organisations who apply for and are admitted to membership in accordance with this Constitution.
- 3.2 There shall be no age restriction on who may be a ~~M~~member of Sydney Gay and Lesbian Mardi Gras.
- 3.3 The Board may resolve that there shall be Associate ~~M~~members. In this event:
 - (a) the Board shall also determine what rights and obligations Associate ~~M~~members will have pursuant to this Constitution; and
 - (b) the rights of any other class of membership shall not diminish the rights of ordinary members who have



been admitted to membership in accordance with this Constitution.

- 3.4 The ~~M~~members in general meeting by ordinary resolution may resolve that a person be granted life membership in the Company. Upon the general meeting making such a resolution that person shall be entered on the Register as ~~a~~ life member and shall be entitled to exercise all the rights and privileges of membership but shall not be required to pay membership fees in accordance with this Constitution.
- 3.5 A ~~M~~member that is an organisation can only be an Associate ~~M~~member.
- 3.6 Any ~~M~~member who is an Associate ~~M~~member shall not have any right to participate in general meetings or to vote on any resolution or participate in any election for an officer of the ~~C~~company.

CHAPTER IV

MEMBERSHIP OF SYDNEY GAY AND LESBIAN MARDI GRAS: ADMISSION, FEES AND OTHER MATTERS

Division ~~1~~

- 4.1 The following procedure shall be followed in respect of the admission of any person or organisation (~~in this Chapter referred to as the~~ each an "Applicant") to membership of Sydney Gay ~~and~~ Lesbian Mardi Gras, namely:
- (a) ~~The~~ Applicant must complete an application (~~in this Chapter referred to as the "Membership Application"~~) that may include a signature, electronic or otherwise, or other such means of identification, where the Membership Application is in the form prescribed from time to time by the Board; ~~and~~
- (b) ~~The~~ Applicant must agree to support the aims and the ~~Objectives~~ of Sydney Gay and Lesbian Mardi Gras as set out in this Constitution and be bound by this Constitution. It shall be sufficient compliance for the purposes of this ~~clause article~~ if the Applicant signs, by electronic or other means, a statement, or provides some other indication to acknowledge their support of the ~~Objectives and their agreement to be bound by the Constitution~~, in such manner as the Board may from time to time determine.
- 4.2 Subject to clauses 4.3(c) and 4.6 below, eEach Membership Application ~~for membership~~ shall be placed before the Board (or its delegate(s)) as soon as possible and be determined by the Board (or its delegate(s)) in accordance with ~~the immediately succeeding clause 4.1 article~~ within 45 days.
- 4.3 The Board (or its delegate(s)) ~~may in respect to the Application for membership:~~
- (a) accept the Membership Application; or
- (b) reject the Membership Application ~~where two thirds of the Board currently in office so determine; or~~
- (c) ~~refer the Application to ask~~ the Applicant for further ~~explanation or clarification information but not so as to exceed the 45 day period prescribed in the immediately preceding article. If the Board (or its delegate(s)) asks for more information under this clause 4.3(c), their determination of the Membership Application is to be deferred until the information is given.~~
- 4.4 In the event the Board (or its delegate(s)) ~~fails to accept or rejects~~ the Membership Application ~~for membership~~, subject to clause 4.3(c), fails to accept the Membership Application within 45 days of the Membership Application being placed before the Board (or its delegate(s)), the Membership Application shall be deemed to have been rejected.
- 4.5 No Membership Application may be considered by the Board (or its delegate(s)) ~~during the period from where:~~
- (a) from any date on which the Board itself has requisitioned or has been notified that ~~M~~members or ~~D~~irectors have requisitioned a general meeting; or
- (b) within 14 days of prior to the date fixed for the convening of an Annual General Meeting,
- (b) until after the conclusion of that general meeting.

[Notation: New membership is suspended whenever general meetings of the Members are to be convened.]

- 4.6 During the period or periods referred to in ~~the immediately preceding clause article~~ 4.5, the 45 days by which the Board (or its delegate(s)) ~~must make a determination about an Membership Application for membership under~~



clause 4.2 shall be suspended and those periods shall not be counted as part of the 45 day period.

- 4.7 ~~Upon the acceptance of an Application by the Board~~ the Applicant will become a Mmember of Sydney Gay and Lesbian Mardi Gras upon the Applicant's name being entered in the Register ~~of Members~~.
- 4.8 Upon the rejection of an Membership Application ~~by the Board~~ the Board (or its delegate(s)) must as soon as is reasonably possible:
- (a) cause the Applicant to be notified in writing, ~~advising~~ of the ~~Board's~~ decision to reject the Membership Application; and
 - (b) inform the Applicant of their ir right of appeal under Chapter XIX-20.
- 4.9 ~~{~~~~Notation-~~The Board (or its delegate(s)) is not required to give reasons to ~~the an~~ Applicant for ~~its-the~~ decision to reject their Membership Application.~~}~~

4.94.10 The Board may from time to time fix any fee to be paid by Applicants for membership ~~(“the Entrance Fee”)~~.

4.104.11 The Board may from time to time fix any fee by way of any annual membership fee the payment of which may be a condition for ongoing membership in the Company.

4.12 The Board ~~has the power to may, in is discretion~~ waive fees entirely or fix apply concession rates to fees ~~at concession rates to be paid by:~~

- (a) ~~in respect to~~ Applicants for mMembership under clause 4.10; and/or
- ~~(a)(b)~~ Mmembers of the Company under clause 4.11 ~~as the Board determines~~.

Division II2

~~The period of membership is as follows:-~~

- ~~(b) for those members who were members at 31 October 2010, each Membership will, subject to earlier termination under the provisions of this Constitution, expire on 31st October of the relevant year (depending upon the length of the membership); and~~
- 4.13 ~~for those members who join or renew on or after 1 November 2010, Subject to clause 3.44.16, each m~~Membership is for 12 months commencing on the date (or annual anniversary of the date) on which the person was admitted to membership.
- 4.11 ~~will, subject to earlier termination under the provisions of this Constitution, expire either one year or three years after the date on which that person becomes a member or renews their membership, depending upon whether that member paid for a one year membership or a three year membership.~~

4.124.14 At a reasonable time before the expiry of a Mmembers' membership under clause 4.13, Sydney Gay and Lesbian Mardi Gras must cause to be sent to each Mmember a notice of renewal in a form prescribed by the Board from time to time (“a Membership Renewal Form”), setting out:-

- ~~(i)(a)~~ (a) the annual membership fee for the following year; and
- ~~(ii)(b)~~ (b) the method of renewal.

4.13 ~~A Member ship of Sydney Gay and Lesbian Mardi Gras may be renewed their membership by the member:-~~

- ~~(a) complying with the method of renewal prescribed by the Board; and~~
- (b)4.15 providing paying the annual membership fee ~~or the Extended Membership fee~~ prescribed in the Membership Renewal Form in cleared funds or as otherwise specified in ~~accordance with the date and method of payment specified on the~~ form.

4.144.16 A person immediately ceases to be a Mmember of Sydney Gay and Lesbian Mardi Gras if:-

- (a) if the Member gives the Secretary written notice of ~~the person's~~ resignation, from the date of receipt of that notice by the Secretary, or on a later date specified in the notice ~~from membership has been lodged with the secretary;~~
- (b) ~~if~~ that person has not effected renewed their membership ~~renewal~~ within 1312 months of becoming a Mmember or last renewing their membership;
- (c) if that person is expelled from mMembership in accordance with Chapter XVIII of this Constitution; or



- (d) ~~if the Member is a natural~~ that person ~~and~~ dies.

~~f~~[Notation: Where a person ceases to be a ~~M~~member that person cannot be a director or exercise voting rights at general meetings.]

4.17 The Secretary must record a cessation of membership in the Register.

CHAPTER V

THE REGISTER

~~5.1~~ The Secretary must establish and maintain the Register as required by law:

~~(a)~~ ~~establish; and~~

~~(b)~~ ~~maintain,~~

~~5.1~~ a register (the "Register") of the members of Sydney Gay and Lesbian Mardi Gras accurately reflecting who is a member.

5.2 The Register must contain the following information about each ~~M~~member:

- (a) the ~~M~~member's name and address; and
- (b) the date on which the entry of the ~~M~~member's name in the Register was made.

5.3 Where an organisation is a ~~M~~member:

- (a) an officer of the organisation shall be registered as the ~~M~~member; and
- (b) the Register must contain:
 - (i) the organisation's name and address; and
 - (ii) the name and address of the officer of the organisation.

5.4 The Register may, if the Board so decides, record particulars of former members separately from the rest of the Register.

5.5 The Register must be kept at Sydney Gay and Lesbian Mardi Gras' principal place of business.

5.6 The Secretary must ensure that only those particulars required by the Corporations Act to be contained in the Register relating to a member are:

- (a) available for inspection in accordance with the Corporations Act; and
- (b) given only to a person with the right under the Corporations Act to have such information ~~in accordance with the Corporations Act~~. Nothing in this ~~clause article~~ prevents the Board providing particulars of an individual ~~M~~member's name and address where the individual ~~M~~member has so consented and the Board has complied with any law relevant to the collection and keeping of confidential information.

5.7 A ~~M~~member may at any time by notice in writing lodged with the Secretary inform the Company of any change in the ~~M~~member's name or address. The Company may require reasonable verification of the change.

CHAPTER VI

GENERAL MEETINGS

Division ~~1~~

6.1 Sydney Gay and Lesbian Mardi Gras must hold general meetings in accordance with the Corporations Act.

6.2 An Annual General Meeting means an Annual General Meeting of the Company that section 250N of the Corporations Act requires to be held. In this Constitution general meetings are either Annual General Meetings or



general meetings.

6.3 A general meeting may be held:

- (a) at one or more physical venues; or
- (b) at one or more physical venues and using virtual meeting technology (if any); or
- (c) as a virtual meeting using virtual meeting technology only.

6.4 A general meeting will be held:

- (a) on such date, at such time and, if applicable, such place; and
- (b) using such virtual meeting technology (if any),
as may be determined by the Directors.

6.5 A general meeting must be convened by the Directors where requested by:

- (a) ~~M~~members representing at least 5% of the ~~members entitled to votes~~ that may be cast at a general meeting ~~so request~~; or
- (b) at least 2 Directors ~~so request~~; or
- (c) the Board ~~so requests; or-~~
- (d) ~~In the following circumstances where~~ the Secretary ~~so requests in circumstances where:-~~
 - (i) there has been a complaint, grievance or dispute (~~"the Complaint"~~) regarding the acts or omissions of a ~~D~~irector (Complaint) and the Complaint has been made by another ~~D~~irector, office bearer, Member (including any member of a ~~w~~orking group) or employee of Sydney Gay and Lesbian Mardi Gras;
 - (ii) if an internal complaint, grievance or dispute procedure is in place - the Secretary is satisfied that the procedures have been exhausted;
 - (iii) the Complaint remains unresolved; and
 - (iv) the Secretary is satisfied that should the Complaint be left unresolved the operations of the Board may be impeded.

6.6 Any requisition for a general meeting must:

- (a) be in writing;
- (b) state any resolution to be proposed at the meeting;
- (c) be signed by the ~~M~~members making the request; and
- (d) be given to the Secretary.

6.7 Separate copies of a document setting out the request for a general meeting may be used for signing by
~~M~~members if the wording of the request is identical in each copy.

6.8 Upon the receipt of a request for a general meeting t~~he~~ Directors Secretary must convene call a general meeting that has been requisitioned pursuant to clauses 6.5(a) and 6.6 within 21 days after the request is given to the Company. The meeting must be held not later than 2 months after the request is given to the Company. to take place not less than 35 days nor more than 48 days from the date of the receipt by the Company of that requisition.

6.9 Notice of general meeting must be given:

- (a) not less than 21 days before the general meeting concerned; and
- (b) in writing to:
 - (i) each ~~M~~member entitled to vote at the meeting at the address then current for that member on the Register; and
 - (ii) the Company's Mardi Gras' auditor at the time of the notice.

6.8 In addition to the mode of notice described in the immediately preceding article, t~~he~~ Secretary shall also, not less than 21 days before the general meeting, cause:

(a) a notice to be placed in a public area of Sydney Gay and Lesbian Mardi Gras' principal place of business;

- (b)(a) a notice of the general meeting to be placed on any website conducted by Sydney Gay and Lesbian Mardi Gras such that the notice is accessible from the website's home page; and

- (b)(b) a notice of the general meeting, to be published in the form of a newsletter to Sydney Gay and Lesbian Mardi Gras's complete electronic data-base and social media channels, that enters circulation not later than 21 days before the relevant general meeting ~~concerned~~.



6-96.11 The notice of the general meeting must in each case specify:

- ~~(a) —~~ the date, and time and, if applicable, place of the meeting (and, if the meeting is to be held using
(a) virtual meeting technology, sufficient information to allow the Members to participate in the meeting by
means of the technology);
- (b) whether the meeting is an Annual General Meeting or a 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 general meeting (other than an Annual General Meeting), the manner in which it has been required to be convened;
- (e) if it is an Annual General Meeting, the matters required to be transacted or other information that must be given to Mmembers in accordance with this Chapter; and
- (f) if there are any resolutions to be put, a form of proxy (but this form which need not be published in the Sydney Star Observer or other publication); and ~~;~~
- (g) if it is an Annual General Meeting and there is an election of Directors, the provisions for voting in accordance with cClause 7.14(k) ~~7.12(l)~~.

Division II

6-106.12 Any 2 Mmembers may, at any time, specify by notice ~~(the "Notice of Business")~~ in writing lodged with the Secretary, require that:

- (a) the business; or
- (b) any resolutions,

specified in the Notice of Business to be included in the next-issued notice calling a general meeting (Notice of Business).

6-116.13 Where an Annual General Meeting is to be convened, the Secretary must, at least 42 days before the date appointed for the holding of that Annual General Meeting, must give notice to Mmembers of the last day by which Mmembers may:

- (a) lodge a Notice of Business so that the matters specified in the Notice of Business can be dealt with at that Annual General Meeting; and
- (b) ~~(if an election of directors or other office bearers is to take place) —~~ nominate as cCandidates for the election of Directors ~~or office bearers~~ to be conducted at that Annual General Meeting.

6-126.14 The nNotice ~~referred to in the immediately preceding required under article clause~~ 6.13 need not be given in writing to each Mmember but must be advertised by:

- ~~(a) — a notice to be placed in a public area of Sydney Gay and Lesbian Mardi Gras' principal place of business;~~
- ~~(b)~~ (a) a notice to be placed on any website conducted by Sydney Gay and Lesbian Mardi Gras such that the notice is accessible from the website's home page; and
- ~~(c)~~ (b) a notice, to be published in the form of a newsletter to Sydney Gay And Lesbian Mardi Gras's complete electronic data-base and social media channels, that and enters circulation no later than 42 days before the relevant Annual General Meeting ~~concerned~~.

6-136.15 The Secretary must include in the nNotice calling the general meeting those matters contained in the Notice of Business unless to do so would be impracticable because of any time requirement in respect to the notification of general meetings.

6-146.16 Except for a resolution proposed by the Board every resolution to be put to a general meeting, whether ordinary or special, must have a proposer and a seconder.

6-156.17 If a Notice of Business includes any resolutions, and no proposer and seconder of the resolution are nominated, the 2 Mmembers (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.

6-166.18 Where a resolution is put to a general meeting that is proposed:

- (a) by Mmembers:
 - (i) aA memorandum explaining the purpose and effect of the resolution ~~(the "Explanatory~~



Memorandum⁴¹) prepared by those Mmembers proposing the resolution may be enclosed with the notice calling the general meeting or otherwise circulated ~~with other correspondence which~~by the Company ~~may forward to M~~members;

- (ii) ~~t~~The cost of reproducing the Explanatory Memorandum and the cost of postage incurred for circulating the Explanatory Memorandum shall be borne by the Company unless the Secretary is of the view that the costs of reproduction and postage are so excessive that the Company ~~ought should~~ not bear them;
 - (iii) ~~t~~The Secretary may refuse to circulate the Explanatory Memorandum if the Secretary is of the view it contains subject matter that is scandalous, defamatory or irrelevant for the purposes of the resolution; and
 - (iv) Should the Board oppose the adoption of the resolution, the Board may circulate among Mmembers a memorandum explaining the position of the Board but such memorandum must also set out, in the view of the Board, the case for and against the adoption of the resolution; or
- (b) by the Board:
- (i) ~~t~~The notice given to Mmembers of the resolution must clearly state that the resolution is proposed by the Board;
 - (ii) aAn Explanatory Memorandum explaining the purpose and effect of the resolution may be enclosed with the notice calling the general meeting or circulated with other correspondence which the Company may forward to Mmembers; and;
 - (iii) aAn Explanatory Memorandum prepared by the Board must set out, in the view of the Board, the case for and against the adoption of the resolution.

6.19 Without limiting the powers conferred on the Chair of a general meeting under clause 7.6, the Board may change a venue or venues or, postpone or cancel any general meeting (other than a meeting convened as the result of a Member's requisition under clause 6.5(a) but including any meeting adjourned or postponed under clause 7.6) at any time prior to the day of the meeting.

6.176.20 The Board must give notice of the change of venue or venues, postponement or cancellation to the persons referred to in clause 6.9(b).

Division III

6.186.21 The business that may be transacted at an Annual General Meeting ~~or a general meeting~~ is:

- (a) the consideration of the accounts and balance sheet;
- (b) the report of the Directors;
- (c) the report of the auditors;
- (d) the election of Directors ~~or other office bearers~~;
- (e) if required ~~at that particular meeting by the Corporations Act~~, the appointment of auditors and the fixing of their remuneration; and
- (f) all items of business submitted by the Board or the Mmembers in accordance with this Chapter.

6.22 No business may be transacted at a general meeting unless the general nature of the business is stated in the notice convening the meeting.

(f)6.23 No person may move any amendment to a resolution proposed at a general meeting the terms of which are set out in the notice convening the meeting, or to a document which relates to such a resolution (and a copy of which has been sent to Members or made available for them to inspect or obtain), without the approval of the Chair of the meeting (in their discretion).

CHAPTER VII PROCEEDINGS AND CONDUCT AT GENERAL MEETINGS

Division I

7.1 No business may be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. A quorum is the lesser of, ~~present in person or by proxy~~:

- (a) 10% of the number of Mmembers eligible to vote at the meeting; or



- (b) 50 such ~~M~~members,
(b) ~~present in person, by proxy or, if applicable, participating using virtual meeting technology.~~
- 7.2 If ~~a quorum is not present within~~ half an hour after the time appointed for a general meeting, ~~to commence a quorum is not present, if~~ the meeting ~~was convened as~~:
- (a) ~~if convened as~~ a general meeting, ~~it~~ will be dissolved; or
(b) ~~an the~~ Annual General Meeting, ~~it~~ will be adjourned:
- (i) to the same day in the next week at the same time and place; or
(ii) ~~at to~~ such time and place as the Chair may determine and communicate promptly to the ~~M~~members present.
- 7.3 If ~~at~~ any adjourned meeting a quorum is not present ~~within~~ half an hour after the time appointed for the meeting ~~to commence~~, a quorum is 3 ~~M~~members eligible to vote at the meeting.

Division II

- 7.4 At the commencement of each general meeting a Member nominated by the Board shall take the Chair.
- 7.5 No ~~M~~member who is the proposer or seconder of any resolution that is to be put at the general meeting and no Director (or ~~M~~member standing for election at that general meeting) may be appointed Chair of the meeting.
- 7.6 The Chair:
- (a) may, with the consent of the meeting; and
(b) ~~must, if so directed by the meeting.~~
(b) ~~adjourn any general meeting, but:~~
(c) not for more than 30 days;
(d) no business may be transacted at the meeting as adjourned other than business left unfinished at the time of the adjournment; and
(e) no notice of the adjournment need be given.

Division III

- 7.7 ~~Subject to the Corporations Act:~~
- (a) ~~on a show of hands and on a poll or ballot every Member has one vote; and~~
(b) ~~a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.~~
- 7.8 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:~~
- ~~7.7(a)~~ ~~before or on the declaration of the result of the show of hands,~~ a poll is demanded ~~by~~ in accordance with the Corporations Act; or:
- (a) ~~the Chair; or~~
(b) ~~at least 3 members present in person or by proxy~~ the meeting is held using virtual meeting technology, in which case a resolution is to be determined by a poll.
- 7.9 If no poll is demanded;
- (a) ~~any declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a specified majority, or lost; and~~
(b) ~~an entry to that effect in the book containing the minutes of the proceedings of the Company, as to the vote (for example, that it was carried, or carried in a particular way, or lost) will be~~ conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.8.10 The following applies to any poll:
- (a) The demand for it may be withdrawn.
(b) It will be taken ~~as when and in the manner that~~ the Chair directs.
(b)(c) ~~The result of the poll will be the resolution of the meeting at which the poll was demanded.~~
(d) The Chair may determine any dispute about the admission or rejection of a vote.
(e) The Chair's determination, if made in good faith, will be final and conclusive.



~~(e)~~(f) If ~~it the poll~~ relates to a resolution for the adjournment of the meeting, it must be taken immediately.

~~7.97.11~~ A ~~M~~member may vote in person, ~~or~~ by proxy or, if applicable, by post or using virtual meeting technology. In the case of an equality of votes (whether on the show of hands or on a poll) the question will be answered in the negative.

~~7.107.12~~ The following applies to proxies:

- (a) A proxy may only be appointed in writing.
- (b) A proxy holder need not be a ~~M~~member.
- (c) A person may hold more than 1 proxy.
- (d) The form of appointment of a proxy will be valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Board may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act must be in the form of Schedule 1, or in as similar a form to that as the circumstances allow.
- (e) Unless otherwise instructed on the form of appointment, the proxy holder may vote as the proxy holder wishes.
- (f) Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:
 - (i) to vote on:
 - A. any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - B. any procedural motion, including any motion to vacate the chair or to adjourn the general meeting, even though the appointment may specify the way the proxy is to vote on a particular resolution; and
 - (ii) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- ~~(f)~~(g) Unless Sydney Gay and Lesbian Mardi Gras has received notice in writing to the contrary prior to the meeting concerned, a vote by a proxy holder is valid ~~despite the prior~~ even if, before the proxy votes, the appointing Member:
 - (i) dies death or unsoundness of mind of is mentally incapacitated; or
 - (ii) withdraws al of the proxy's appointment by the member giving the proxy.
- (h) The form of appointment of a proxy must be lodged with received by the Secretary Company no later than the close of business (05:00 pm) 3 business days at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) prior to:-
 - (i) the appointed date of time for holding the general meeting concerned (whether the meeting is an or adjourned general meeting at which the appointee proposes to vote or has been convened as an Annual General Meeting or general meeting); or
 - (ii) the taking of a poll on which the appointee proposes to vote.
- (i) The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (i) the Company's registered office; or
 - ~~(e)~~(ii) a place or electronic address specified for that purpose in the notice of meeting.

~~7.13~~ In determining whether a resolution is carried as an ordinary or a special resolution the calculation of the total number of ~~M~~members who have voted shall be the total number of valid votes that have been cast in respect ~~to of~~ that resolution by ~~members~~ Members in person, ~~or~~ by ~~p~~Proxy and, if applicable, by post or using virtual meeting technology. Members who have attended the general meeting and not cast a vote shall not be counted when determining if a resolution has been carried or carried as a special resolution. _

[Notation: an abstention is not a vote.]

Division IV

~~7.117.14~~ The business to be transacted at At least once in each Annual General Meeting includes the election of Directors ~~calendar year, a general meeting will be convened for the purpose of electing directors or other office bearers.~~



~~Where at any general meeting the election of directors is to occur~~ the following provisions shall apply in relation to Director elections:

~~(a)~~ — The Secretary will appoint a Returning Officer.

~~(b)(a)~~ ~~Where a general meeting at which an election of directors is to occur is an Annual General Meeting, the Secretary must appoint a Returning Officer~~ not later than 30 days before ~~that the~~ Annual General Meeting.

~~(c)(b)~~ Any 2 ~~M~~members (~~the "Nominators"~~) may nominate another ~~M~~member (~~the "Candidate"~~) for election as a Director (Candidate).

~~(d)(c)~~ A nomination must be in writing signed by:

- (i) the Candidate; and
- (ii) the Nominators,

and must be deposited at Sydney Gay and Lesbian Mardi Gras' principal place of business no later than the close of business (05:00 pm) 28 days before the Annual General Meeting (calculated by reference to the date appointed for that Annual General Meeting) at which the election will occur.

~~(e)(d)~~ The Returning Officer and Secretary must meet ~~immediately~~ after the closure of nominations.

~~(f)(e)~~ Notwithstanding any other provision of this Constitution, that meeting will be:

- (i) chaired by the Returning Officer;
- (ii) solely for the purposes of determining the order of ~~C~~candidates to appear on the ~~b~~Ballot pPaper; and
- (iii) open to be attended by any Member.

~~(g)(f)~~ If, at the closure of nominations, the number of Candidates is equal to or less than the number of vacancies ~~that will occur at the election~~, the Returning Officer shall declare those ~~C~~candidates elected with effect from the relevant Annual General Meeting, and the remaining ~~paragraphs clauses~~ of this Division will not apply. The Board may appoint, in accordance with clause 8.10, any Member to fill any remaining vacancies on the Board.

~~(h)(g)~~ If, at the closure of nominations, the number of Candidates exceed the number of vacancies, ~~the immediately preceding paragraph does not apply~~ the following ~~paragraphs clauses~~ will apply.

~~(i)~~ — The Returning Officer must, at the meeting referred to in clause 7.14(d), cause the order for the ballot paper to be determined by lot. As soon as is practicable after the order is determined, ~~the Returning Officer Secretary~~ must cause a notice to be posted on any website conducted by Sydney Gay and Lesbian Mardi Gras such that the notice is accessible from the website's home page or to be posted prominently at the principal place of business of Sydney Gay and Lesbian Mardi Gras, a document showing the Candidates (and their Nominators) both:

~~(i)~~ — in the order that will appear on the ballot; ~~and~~

~~(ii)(h)~~ alphabetically by the last name of the Candidates.

~~(j)(i)~~ Any Candidate for a position on the Board shall be invited to submit written material, not exceeding two hundred (200) words, in support of that Candidate's nomination, which may be distributed to Members (either as part of the notice of Annual General Meeting or separately) with each Postal Ballot Paper or distributed to members separately. Any such written material must be received by the Company within the timeframe specified in clause 7.14(c). The Secretary may exercise an absolute discretion as to how the written material will be presented and the Secretary may set deadlines for the material to be received at the office of the Company. The Secretary's decision on any aspect relating to the reproduction and circulation of this material shall be final and binding.

~~(k)(i)~~ Any Candidate may approach the Secretary for access to the Register for the purpose of providing additional material to such members at the Candidate's own expense.

~~(k)(k)~~ The Returning Officer is required to make provision for the election of Directors. This may include but is not limited to providing a pre-poll facility at Sydney Gay ~~A~~and Lesbian Mardi Gras's principal place of business, by providing electronic voting facilities and by providing postal ballots on request. All ballot papers including pre-poll and electronic votes will be required to be returned and received by the Returning Officer no later than the close of business (5:00pm) four business days prior to the appointed date for the ~~A~~annual ~~G~~general ~~M~~meeting. Pre-poll voting must close no later than the close of business (5:00pm) four business days prior to the appointed date for the ~~A~~annual ~~G~~general ~~M~~meeting. The Returning Officer will ensure that, ~~whilst while~~ the vote of each ~~M~~member who casts a ballot by post or casts a pre-poll vote, remains secret, the name of the ~~M~~member is to be recorded in a ballot paper register maintained by the Returning Officer.

~~(m)(l)~~ No ~~M~~member who has cast their ballot by post shall, if they attend the general meeting in person or by pProxy be entitled to cast another vote in the election of the Board. The Returning Officer shall be



- responsible for the issuance of the bBallot pPapers to Mmembers at the time of the gGeneral mMeeting and shall ensure by reference to the pPostal bBallot rRegister that no Mmember who has cast a postal vote is issued with a bBallot pPaper at the general meeting.
- (n)(m) At the general meeting at which the election will occur, every Mmember (with the exception of those Mmembers who have cast a postal vote) present in person or by proxy or, if applicable, participating using virtual meeting technology may:
- (i) May vote; or
 - (ii) may abstain from voting.
- (o)(n) Voting on Director elections shall be by secret ballot.
- (o)(o) The ballot and the counting of votes shall be conducted according to the principles of proportional representation as set out in Schedule 2-1 of this Constitution.
- (p)(p) Each Candidate may appoint 1 scrutineer for the counting of votes.
- (q)(q) After the count of votes is completed, the Returning Officer must declare which of the Candidates have been elected, and must publish:
- (i) the total number of votes cast by each applicable method of voting (including, to the extent applicable, votes cast by Members in person, using virtual meeting technology, by pPostal Vote, or by pProxy and by members in person);
 - (ii) the total number of valid votes cast; and
 - (iii) the records required by Schedule 12 to be published.
- Nothing in this paragraph clause is intended to prevent the Returning Officer declaring the total number of Ppostal and or pProxy vVotes received at an earlier time in the general meeting (if any).
- (r)(r) The Secretary must, upon request by a Mmember, send to that Mmember a copy of the information published in accordance with the immediately preceding paragraph clause 7.14(q). The Secretary may charge the Mmember a fee to cover the reasonable cost of providing the Mmember with the information.
- ~~(t) Where the expression "present in person" is used in this Chapter that expression includes a member's attorney who is exercising authority as the holder of a Power of Attorney given under the hand of the member provided:~~
- ~~(i) the instrument of appointment is lodged with the Returning Officer at least 30 minutes before the commencement time of the general meeting; and~~
 - ~~(ii) the Returning Officer may, as the Returning Officer thinks fit, require the holder of the power to make a declaration to the effect that the power has not been revoked.~~

CHAPTER VIII

DIRECTORS AND OFFICE-HOLDERS

- 8.1 Only persons who are Mmembers of the Company may be appointed Ddirectors.
- 8.2 The Ddirectors of Sydney Gay and Lesbian Mardi Gras are those persons elected or appointed as Ddirectors in accordance with the provisions of this Constitution.
- 8.3 Subject to this Constitution, the members of the Board in office on the date of adoption of this Constitution, continue in office from that date.
- ~~8.3 The number of Ddirectors of Sydney Gay and Lesbian Mardi Gras will be determined as follows:~~
- (a) 8.4 At the Annual General Meeting of the Company for 2003 the Board will number 10.
- (b)(a) tThe Mmembers by ordinary resolution in general meeting may vary the number of Directors provided that the number shall not be not less than 8 and not more than 16; and -
- (c)(b) aAny resolution that may be carried at a general meeting pursuant to the immediately precedingmade in accordance with paragraph clause 8.4(a) will only take effect at on and from the next Annual Ggeneral Mmeeting at which the election of the Board is undertaken.
- ~~8.4 2015 Annual General Meeting~~
- ~~(a) At the 2015 Annual General Meeting up to four (4) directors who were appointed at the 2014 Annual General Meeting shall retire.~~



- (b) ~~Any director appointed subsequent to the 2014 Annual General Meeting and before the 2015 Annual General Meeting to fill a vacancy shall retire at the 2015 Annual General Meeting.~~
- (c) ~~Any director who indicates, in writing, that they wish to retire at the 2015 Annual General Meeting shall retire at the 2015 Annual General Meeting.~~
- (d) ~~The balance of the four (4) directors who shall retire shall be determined by lot, as soon as practicable, but, in any event, no later than 21 days prior to the requisition of the 2015 Annual General Meeting.~~
- (e) ~~Any lot shall be conducted by an independent person nominated by the independent members of the Governance Committee.~~
- (f) ~~The lot shall be conducted in the presence of the Board of directors, who shall be able to observe, but not participate in the lot.~~
- (g) ~~The term of the directors elected in 2015 shall expire at the 2017 Annual General Meeting.~~
- (h) ~~In the event that article 8.4 (a), (b) and (c) results in more than 4 directors being required to retire at the 2015 Annual General Meeting a lot shall be conducted after the 2015 Annual General Meeting to determine which directors shall only serve a one year term, in order to ensure that the number of directors who shall retire at the 2016 Annual General Meeting shall be 4.~~
- 8.5 ~~The remaining directors appointed at the 2014 Annual General Meeting shall retire at the 2016 Annual General Meeting.~~
- 8.6 ~~After 2015, directors elected at any even year Annual General Meetings shall retire at the subsequent even year Annual General Meeting.~~
- 8.7 ~~After 2015, directors elected at any odd year Annual General Meetings shall retire at the subsequent odd year Annual General Meeting.~~
- 8.8.5 A ~~Retiring~~ director shall cease to hold office at the conclusion of the second Annual General Meeting after the Director was last elected. A Director who ceases to hold office under this clause 8.5 may stand for re-election to the Board.
- 8.9.6 The commitment from ~~D~~irectors is for a two (2) year term but not withstanding anything in the Constitution a ~~D~~irector may resign from the ~~B~~oard at any time and not seek re-election.
- 8.10.7 The ~~M~~embers may by ordinary resolution at a general meeting:
- remove any ~~D~~irector from office; and
 - appoint another ~~M~~ember of Sydney Gay and Lesbian Mardi Gras to serve the balance of the term of the removed ~~D~~irector.
- [Notation: The Corporations Act proscribes mandatory requirements that must be followed to remove a director from office. These requirements include a special notice period in respect to a resolution to remove a director and the director's right to put a case to members. See section 203D of the Corporations Act.]*
- 8.11.8 Where a resolution is put to a meeting for the removal of a ~~D~~irector the following provisions shall apply:
- 20 minutes is deemed a sufficient period of time in which the ~~D~~irector may put their case to the Members in general meeting;
 - 10 minutes is deemed to be a sufficient period of time in which the proposer and/or seconder of the resolution for the removal of the ~~D~~irector may put their reply;
 - immediately following the case being put in reply, the Chair of the meeting shall be entitled to put the resolution to vote by the ~~M~~embers in general meeting;
 - in the event that the resolution is carried, the ~~D~~irector ceases to be a ~~D~~irector of Sydney Gay and Lesbian Mardi Gras and if the ~~D~~irector has been appointed to a position in any working group or other ~~C~~ommittee by reason of their being a ~~D~~irector, that position shall be terminated;
 - in the event that the resolution is passed by the ~~M~~embers in an ~~Extraordinary~~ general meeting (other than an Annual General Meeting) then at the next Annual General Meeting the report of the ~~D~~irectors to the ~~M~~embers may refer to the name of the former director and the date of their removal but no further details about their removal need be reported; and



- (f) nothing in this ~~paragraph clause~~ is intended to derogate from the provisions contained in section 203D of the Corporations Act or to in any way limit the right of any meeting of Members to control the conduct of their meeting.

[Notation: As a general rule, members in general meeting are entitled to move from 'the floor' for further time to be given to any speaker to present their case.]

8.128.9 Where ~~M~~members in general meeting pass an ordinary resolution removing ~~D~~irectors from office and that resolution has (or will have) the effect of:-

- (a) removing the entire Board from office;
- (b) reducing the number of the ~~D~~irectors to less than the prescribed number pursuant to the Corporations Act [currently 3] then the following provisions shall apply:-
 - (i) the Secretary may appoint ~~themselves~~himself or herself and such other ~~M~~members as the Secretary- nominates to increase the number of ~~D~~irectors to the prescribed minimum provided by the Corporations Act and those persons so appointed (including the ~~S~~ecretary) shall act as — caretakers ("~~the~~ ~~i~~nterim Board") for the purpose of convening another meeting of the ~~M~~members for the purpose of —electing a new Board (and the procedures provided by Chapter VII Division —IV will apply to that election);
 - (ii) as caretakers, the ~~i~~nterim Board will carry out the functions of the Board but not undertake any new policies;
 - (iii) the ~~i~~nterim Board shall have all the powers provided to a receiver pursuant to ~~s~~Section 420 of ~~t~~he Corporations Act and shall be indemnified out of the assets of the company in relation to their exercise of any of their powers and duties as caretakers and Directors where such acts or omissions are made in good faith or where the interim Board has received advice from an advisor whose opinion it was reasonable for the interim Board to act upon.

8.138.10 The ~~D~~irectors may at any time appoint any ~~M~~member to be a ~~D~~irector to fill a vacancy on the Board. Any ~~D~~irector so appointed holds office only until the Annual General Meeting at which the ~~D~~irector who created the vacancy —would have ~~been required to retire~~ceased to be a Director under clause 8.5, and is then eligible to seek re-election.

8.148.11 Where a vacancy on the Board is to be filled by the Board the following provisions apply:

- (a) The Secretary will invite ~~M~~members to submit their expressions of interest to be appointed -a ~~D~~irector by-
placing:
 - ~~(i) —a notice in a public area of Sydney Gay and Lesbian Mardi Gras' principal place of business; and~~
 - ~~(ii)(i)~~ (i) placing a notice on any website conducted by Sydney Gay and Lesbian Mardi Gras such that the notice is accessible from the website's home page; and
 - ~~(iii)(ii)~~ (ii) by-paid advertisement in the Sydney Star Observer or such similar publication that circulates within the lesbian, gay, bisexual, transgender, queer and intersex communities of Sydney.
- (b) The Secretary shall place before the Board the names of all ~~M~~members who have submitted their expression of interest together with any supporting material the Secretary may have received with the expressions of interest.
- (c) The Board may:
 - (i) fill a vacancy on the Board from among those ~~M~~members who have submitted expressions of interest;
 - (ii) resolve to defer making any appointment until further advertising or inquiries have been undertaken; or
 - (iii) make no appointment.~~(d) A member may, upon request to the Secretary, obtain the names of those members who submitted expressions of interest in filling a vacancy on the Board.~~

8.158.12 A ~~director person immediately~~ ceases to be a ~~D~~irector if they ~~director~~:

- (a) ceases to be a ~~M~~member of the Company;
- (b) holds any office of profit under Sydney Gay and Lesbian Mardi Gras such as being appointed a member of staff;
- (c) ~~is are~~ absent without permission of the Board from more than 3 consecutive meetings of ~~D~~irectors;



- (d) ceases to be (or to be eligible to be) a Director by reason of the Corporations Act or an action taken under the Corporations Act;
- ~~(e)~~ becomes of unsound mind, or becomes a person whose person or estate is liable to be dealt with in any way under ~~any statutory provision~~ the law relating to mental health; ~~or~~
- ~~(e)~~
- ~~(f)~~ are directly or indirectly interested in any contract or proposed contract with the Company and fail to declare the nature of the interest as required by the Corporations Act ~~has voted on a matter in which the director has a material personal interest contrary to Chapter X (and the Corporations Act) without having first disclosed that interest, and the other directors, being satisfied of that failure, resolve that the director cease to be a director;-~~
- ~~(f)~~

[Notation: The Corporations Act describes what a director must do if they have a material personal interest. See section 180, sections 190-196 of the Corporations Act. The Act does not define a material personal interest.-]

- ~~(g)~~ has been removed from office by resolution of the Members in general meeting;
- ~~(h)~~ become ineligible to be a Director of the Company under the ACNC Act while the Company is a Registered Entity;
- ~~(i)~~ resign by notice in writing to the Company, from the date of receipt of that notice by the Secretary, or on a later date specified in the notice;
- ~~(j)~~ become bankrupt or make any general arrangement or composition with their creditors; or
- ~~(g)(k)~~ die.

CHAPTER IX

DIRECTORS: POWERS & DUTIES

- 9.1 Subject to the Corporations Act and to this Constitution, the business of Sydney Gay and Lesbian Mardi Gras will be managed by the Board.
- ~~9.1~~
- 9.2 Without limiting the generality of ~~the immediately preceding article~~ clause 9.1, the Board may exercise all the powers of Sydney Gay and Lesbian Mardi Gras, that are not required by the Corporations Act or by this Constitution to be exercised by Sydney Gay and Lesbian Mardi Gras in general meeting, which include, without limitation, the power to:
 - (a) borrow money; and
 - (b) mortgage or charge any property, for any debt, liability or obligation of Sydney Gay and Lesbian Mardi Gras.
- 9.3 Any:
 - (a) cheque or other negotiable or similar instrument; or
 - ~~(b)~~ receipt for money paid to Sydney Gay and Lesbian Mardi Gras;
 - ~~(b)~~ must be signed or executed in the manner determined by the Board (but in the absence of any determination, by 2 Directors).
- 9.4 In addition to their responsibilities at law, each Director is responsible and accountable for compliance by the Company with its Objects and must:
 - (a) exercise their powers and discharge their duties in compliance with the Corporations Act;
 - (b) comply with the Corporations Act in relation to the disclosure of the Director's interest; and
 - (c) at all times while the Company is a Registered Entity, comply with the duties described in governance standard 5 of the regulations made under the ACNC Act.
- 9.4.5 The Board must cause minutes to be made of:
 - ~~(a)~~ appointments of officers and employees;
 - ~~(b)~~ (a) the names of Directors (or other persons) present at meetings of the Board; ~~and~~
 - (b) all proceedings and resolutions of the Board and of general meetings;
 - (c) all resolutions passed by the Board in accordance with clause 10.12; and



~~(e)~~(d) all disclosures of interest under clause 10.7.

9.59.6 Minutes made under ~~the immediately preceding article clause~~ 9.5 must be signed by the Chair of:

- (a) the relevant meeting ~~concerned~~; or
- (b) the next ~~following such~~ meeting.

9.69.7 No resolution of Sydney Gay and Lesbian Mardi Gras in general meeting will of itself invalidate any prior act of the Board.

CHAPTER X

DIRECTORS: PROCEEDINGS

- 10.1 At the first Board meeting held after an election of ~~D~~irectors at an Annual General ~~M~~meeting the Secretary will be Chair of that meeting and (in addition to any other business) the Board shall at that meeting:
- (a) ~~d~~Determine whether the Board shall have office bearers and, if so, the name, style and responsibilities of office bearers. Without limiting the generality of the forgoing the Board may determine to appoint one or more of their number to be President, Co Chair, Vice President, Treasurer, Spokesperson or any other title, office or position as the Board thinks fit (and may not appoint any of these officers);~~:-~~
 - (b) ~~a~~Appoint such office bearers as may be determined by the Board;~~:-~~
 - (c) ~~d~~Determine which member or members of the Board shall have specific responsibility for the financial administration of the Company;
 - (d) ~~d~~Determine whether:-
 - (i) one member of the Board shall chair all meetings of the Board; or
 - (ii) the chairing of Board meetings shall rotate among members of the Board; and
 - (e) ~~d~~Determine whether, in the event of an equality of votes on any question before the Board:
 - (i) the Chair shall have a casting vote; or
 - (ii) the question shall be decided in the negative.

10.2 The Board must meet at least 6 times between each Annual General Meeting.

10.3 Any ~~D~~irector 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.

10.4 Subject to clause 10.8, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

10.5 Subject to this clause 10, the Directors may meet together, adjourn and regulate their meetings as they think fit.

~~10.4~~10.6 A question arising at any meeting of the ~~D~~irectors will be decided (subject to this Constitution) by a majority of votes of ~~D~~irectors present and voting and, subject to clauses 10.1(e) and 10.8, each Director has one vote. Any such decision is for all purposes deemed a decision of the Board.

10.7 As required by the Corporations Act, the Applicable Not-for-profit Law or this Constitution (as applicable), a Director must, as soon as practicable, give each of the other Directors notice of any actual or perceived, direct or indirect personal interest in a matter that relates to the affairs of the Company.

~~10.5~~10.8 Subject to the provisions of the Corporations Act, a ~~D~~irector must not vote or be present at any meeting of the Board while that meeting is considering any:

- (a) contract; or
- (b) proposed contract, or
- (c) any other matter;

in respect to which the ~~D~~irector has a material personal interest and if the Director does so vote that Director's vote will not be counted.

[Notation: The Corporations Act proscribes the circumstances where a director cannot attend a Board meeting or vote on any matter in which the director has a material personal interest. The Corporations Act also ~~proscribes~~



prescribes the situations in which a director may be relieved from this requirement. See section 195 of the Corporations Act.]

10.9 No payment will be made to any Director other than payment:

- (a) ~~A director may be paid~~ which is in reimbursement for reasonable out of pocket expenses (including all travelling ~~and other~~ expenses in attending and returning from meetings of the Board or any Committee or general meetings of the Company) properly incurred by the ~~the~~ Director in connection with the operation of the Company, in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Board and is substantiated or supported by appropriate documentation as determined by the Company; and ~~in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company~~
- 10.6(b) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

~~10.7~~10.10 The quorum necessary for the transaction of the business of the Board is:

- (a) one-half of the total number of Directors (rounded up to the next whole number) ~~determined by the general meeting of members in accordance with Chapter VIII~~; or
- (b) a greater number fixed by the Board.

~~10.8~~ Where:

- (a) ~~the number of directors is less than the minimum number of directors fixed by Chapter VIII; and~~
- (b) ~~the Board has attempted to fill vacancies pursuant to the procedure set out in Chapter VIII; and~~
- (c) ~~the number of Board members is not less than 4~~
- ~~the Board may continue in office notwithstanding any other provision of this Constitution and the quorum shall be one half of the number of directors then in office (rounded up to the next whole number).~~

~~{Notation: The number of directors may be less than the minimum number of directors fixed at a general meeting. For example insufficient candidates may nominate for election to the Board. A Board may continue in office with a minimum of 4 directors provided that the Board has attempted to fill vacant positions in accordance with the provisions of this Constitution.}~~

10.11 If there is an insufficient number of Directors to constitute a quorum in accordance with this Chapter then the remaining Directors may act only to:

- (a) appoint further Directors so that there are enough Directors to constitute a quorum; or
- ~~10.9(b)~~ call a general meeting.

~~10.10~~10.12 A resolution in writing signed by all the Directors ~~present in Australia at the time of the resolution~~ will be valid as ~~if it had been passed at a meeting of Directors, and may consist of several documents in similar identical form, each signed by 1 or more Directors. The resolution is passed when the last Director signs. Any document referred to in his clause may be in the form of an electronic notification and a signature on a document referred to in this clause may be an electronic signature.~~

~~10.11~~10.13 Without limiting the manner in which Directors may meet, a meeting of Directors shall for the purposes of this Constitution include the Directors meeting with each other by any technological means by which they are able to participate in the discussion notwithstanding the Directors (or one or more of them) are not physically present in the same place and a Director so participating in such a meeting is deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.

~~10.12~~10.14 The Directors may at any time move a motion of reportable censure against a Director. For any such motion:

- (a) notice of the motion must be given at least 48 hours prior to the meeting that the motion is to be put;
- (b) ~~t~~he motion can only be passed by a simple majority vote of those Directors present; and
- (c) a vote in favour of the motion must be reported in the following annual report of Directors at the following Annual General Meeting;



- ~~10.13~~10.15 The Directors may at any time move of motion of stand down against a Director. For any such motion:
- (a) ~~n~~Notice of the motion must be given at least 48 hours prior to the meeting that the motion is to be put;
 - (b) ~~t~~The motion can only be passed by a two-thirds majority vote of those Directors present;
 - (c) ~~f~~For the succeeding 28 days following a successful motion against a Director, the Director will be relinquished of any duties and responsibilities given to it by the Board; and
 - (d) a vote in favour of the motion must be reported in the following annual report of Directors at the following Annual General Mmeeting.;

CHAPTER XI

SECRETARY

- 11.1 The Board shall appoint a person to act as the Company's Secretary:
- (a) for the purposes of the Corporations Act; and
 - (b) to carry out the responsibilities ascribed to the Secretary in this Constitution.
- 11.2 The person appointed ~~in accordance with this Chapter~~under clause 11.1:
- (a) shall not be a Director of Sydney Gay and Lesbian Mardi Gras; and
 - (b) may be paid such remuneration as the Board may from time to time determine.
- 11.3 A person appointed as Secretary shall cease to be Secretary if they:
- (a) ~~if that person resigns~~ from the position of Secretary by giving notice to the Board in writing;
 - (b) dies; or
 - (c) where are removed by resolution of the Board ~~resolves to terminate the appointment.~~

CHAPTER XII

DELEGATION OF BOARD'S POWERS

- ~~12.1~~ The Board may delegate any of its.;

~~(a)~~ powers; or

~~(b)~~ 12.1 functions to:

~~(c)~~(a) a ~~C~~committee of directors (which may include persons other than Directors) (each a **Committee**);

~~(d)~~(b) a ~~D~~director or ~~D~~directors;

~~(e)~~(c) an employee or officer of the Company; or

~~(d)~~ any other person or persons (whether acting individually or as a constituted group),

~~(f)~~ but no delegation:

~~(g)~~(e) will be valid if it tries to delegate any powers which by law must be dealt with by duty specifically imposed on the ~~D~~directors by the Corporations Act or the general law as a Board; or

~~(h)~~(f) is exclusive of the powers or functions of the Board.

12.2 Any delegation by the Board of its powers or functions must be recorded in the minutes of the Board.

12.3 The Board may, in relation to the delegation of its powers and authorities, impose whatever restrictions, limitations and conditions it thinks fit in respect to that delegation. Without limiting the generality of the forgoing the Board may:

(a) stipulate the conduct and procedure by which any constituted group may operate;

(b) determine how or when the constituted group is to report to the Board; and

(c) how any constituted group is to proceed with its business including how members of that constituted group shall be chosen.

12.4 The Board may at any time revoke any delegation of power made pursuant to clause 12.1.

12.5 Each delegate must in the exercise of any powers or functions delegated to a delegate or delegates by the Board conform to any directions or limitations (whether general or particular) imposed on them by the Board and the powers of the Board in respect to that delegate shall be and remain paramount.

12.6 A delegate may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in them.

~~12.4~~12.7 Meetings of any Committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each Committee member was a Director.

CHAPTER XIII

CERTAIN ACTS VALID

13.1 If it is discovered that there was a defect in the appointment of a Director or member of a constituted group exercising delegated authority or person exercising delegated authority, all acts of the Directors, the constituted group or person exercising delegated authority before the discovery was made are as valid as if the relevant individual had been duly appointed.

~~13.1 Each act done by:~~

~~(a) the Board; or~~

~~(b) any person exercising delegated authority; or~~

~~(c) any constituted group exercising delegated authority, will:~~

~~(d) if it is afterwards discovered that there was some defect in the appointment of a director or member of a constituted group; or~~

~~if it is afterwards discovered that there was want of authority, be valid as if there were no such defect.~~

CHAPTER XIV COMMON SEAL

~~14.1 The Common Seal of Sydney Gay and Lesbian Mardi Gras:~~

~~(a) may only be used by authority of the Board; and~~

~~(b) must be kept in safe custody by the Board.~~

~~14.2~~ If the Common Seal is affixed to a document, that document must be signed by:

- ~~(a) any Director and the Secretary; or~~
- ~~(b) any two Directors.~~

CHAPTER XIV

ACCOUNTS

~~15.1~~ 14.1 The Board must cause the Company to keep written financial records in relation to the business of the Company as required by law.

- ~~(a) cause correct and proper accounts and other records to be kept; and~~
- ~~(b) do the following in relation to financial statements:~~
 - ~~(i) prepare them or cause them to be prepared;~~
 - ~~(ii) distribute them after the end of the financial year but before the next following Annual General Meeting;~~
 - ~~(iii) lay before an Annual General Meeting or a general meeting at least once in each calendar year in accordance with the Corporations Act; and~~
 - ~~(iv) report on the activities of any group constituted by the Board.~~

~~15.2~~ "Financial statement" means:

- ~~(a) a balance sheet;~~
- ~~(b) a profit and loss account;~~
- ~~(c) an auditor's report;~~
- ~~(d) any other such document required by the Corporations Act; and~~
- ~~(e) any further documents as the Board, taking into account the past practice of Sydney Gay and Lesbian Mardi Gras, thinks fit.~~

CHAPTER XV

AUDIT

~~16.1~~ 15.1 The Board must cause the financial records of the Company to be audited or reviewed as required by law. ~~Sydney Gay and Lesbian Mardi Gras must appoint a registered company auditor in accordance with the Corporations Act.~~

~~16.2~~ The auditor's remuneration and duties will be as required by the Corporations Act.

[Notation: Sydney Gay and Lesbian Mardi Gras as a ~~public company~~ large registered charity is required by the ~~Corporations Act~~ ACNC Act to have an auditor]

CHAPTER XVI

NOTICE

~~17.1~~ 16.1 Subject to the Corporations Act, ~~a~~ A notice may be given by Sydney Gay and Lesbian Mardi Gras to any ~~M~~ member or other person under this Constitution:

- ~~(a) personally; or~~
- ~~(b) by sending it by pre-paid post, to:~~
 - ~~(i) in the case of a Mmember - the address ~~then current~~ for that Mmember ~~shown in~~ the Register; or~~
 - ~~(ii) in any other case - the address given by the person concerned for the purpose concerned; or~~
- ~~(c) by sending it to an electronic mail address by means of an electronic communication via the Internet, where the Mmember has nominated that address as the mode for service ~~and provided that the subject matter of the notice can be reasonably forwarded in digital or electronic form~~; or~~
- ~~(c)(d) by sending sufficient information to the person in physical or electronic form to the person at the address shown in the Register, or the address or email address elected by the person to the Company for sending notices to the person, to allow the person to access the document electronically.~~

~~17.2~~ 16.2 If ~~a~~ A notice ~~or information is sent by post is taken to be served:~~

(a) by properly addressing, prepaying and posting the notice; and

~~(a)(b)~~ post, it will be deemed to have been received on the day after the ~~day-date~~ it is posted;

by-

16.3 A notice or information sent by electronic communication is taken to be served:

(a) by properly addressing the electronic communication and transmitting it; and

(b) e-mail, it will be deemed to be received on the day after it has been transmitted.

~~(b)~~ 16.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on the Company's website.

CHAPTER XVIII

INDEMNITY

~~18-1~~ 17.1 Subject to the Corporations Act every:

(a) Director;

(b) auditor;

(c) Secretary;

(d) person acting under delegated authority of the Board; and

(e) other officer for the time being of Sydney Gay and Lesbian Mardi Gras;

~~(e)~~ is, by this Constitution, indemnified out of the assets of Sydney Gay and Lesbian Mardi Gras against:

any liability:

(f) arising out of the exercise of delegated authority or the execution of the duties as an office bearer; or

(g) which is incurred by that person in defending any proceedings (whether civil or criminal), in which:

~~(i)~~ (i) judgement is given in that person's favour; or

~~(i)~~ (ii) that person is acquitted; or

~~(i)~~ (iii) relief is granted to that person by the Court, in respect of any negligence, default, breach of duty or breach of trust.

~~18-2~~ 17.2 Nothing in this Chapter is intended to limit the power of the Board to indemnify any person or organisation in other circumstances not referred to in this Chapter provided that indemnity is permitted by the Corporations Act.

CHAPTER XVIII

X

EXPULSION FROM MEMBERSHIP

~~19-1~~ 18.1 If the Board is of the view that a ~~M~~member of Sydney Gay and Lesbian Mardi Gras has:

(a) materially refused or neglected to comply with a provision of this Constitution; or

(b) persistently and wilfully acted in a manner prejudicial to the interests of the Company; or

(c) acted in a manner inconsistent with the Objects of the company;

~~(c)~~ the Board may by a resolution:

(d) agreed to by at least the majority of the ~~D~~irectors then in office; and

(e) stating the grounds concerned and the reasons for the Board's view,

~~(e)~~ determine that the ~~M~~member should show cause why the ~~M~~member should not be expelled from membership.

~~19-2~~ 18.2 As soon as practicable after the Board determines that a ~~M~~member should show cause why the ~~M~~member should not be expelled, the Secretary must:

(a) so notify the ~~M~~member in writing, providing a copy of the Board's resolution under the immediately preceding ~~article~~ clause; and

(b) inform the ~~M~~member of the ~~M~~member's right to request a hearing before the Board and that the request must be lodged within 7 days.

~~19-3~~ 18.3 The right to a hearing before the Board is as follows:

(a) The ~~M~~member may within 7 days of the ~~M~~member being informed of the ~~M~~member's right to a hearing require the Board to consider the ~~M~~member's submissions as to why the ~~M~~member should not be expelled from membership.

(b) The hearing must take place not less than 14 days nor more than 35 days after the ~~M~~member has informed

- the Secretary that the Mmember wishes the Board to consider submissions from the Mmember.
- (c) The Board must give the Mmember or the Mmember's representative, or both, a reasonable opportunity to make oral submissions at the hearing.
 - (d) The Board must consider:
 - (i) oral submissions made by the Mmember or the Mmember's representative, or both; and
 - (ii) written representations lodged by the Mmember with the Secretary prior to the hearing.
 - (e) The deliberations of the Board itself may in the Board's absolute discretion be in private and in the absence of the Mmember and the Mmember's representatives;
 - (f) Where:
 - (i) the Mmember has not requested a hearing within 7 days; or
 - (ii) the Mmember has so requested a hearing and that hearing is completed,
 the Board must determine whether the Mmember is to be expelled.

~~19.4~~18.4 A resolution to expel a Mmember must be carried by at least two-thirds of the Directors then in office.

~~19.5~~18.5 As soon as practicable after the Board determines whether or not the Mmember is to be expelled, the Secretary must notify the Mmember in writing of the Board's determination.

~~19.6~~18.6 Where the Board has determined to expel the Mmember, the Secretary must inform the Mmember of the right of Appeal under Chapter ~~XIX~~20.

~~19.7~~18.7 Where the Board has resolved to expel a Mmember:

- (a) the expulsion will be suspended until the expiry of the 7 day period after the Mmember has been notified of their appeal right; and
- (b) where the Mmember lodges an Appeal, until such time as the Appeal Panel decides the outcome of the Appeal.

CHAPTER ~~XIX~~

RIGHT OF APPEAL

~~20.1~~ 19.1 In this Chapter:

- (a) an Applicant whose Membership Application ~~for membership~~ has been rejected under Chapter IV; or
- (b) a ~~member~~-Member whom the Board has determined to expel under Chapter ~~XVIII~~XIX; is referred to as the "Appellant".

~~20.2~~ 19.2 There shall be an Appeal Panel:

- (a) made up of not less than 3 and not more than 5 Mmembers (not being a Director) nominated by the Secretary;
- (b) the purpose of which is to hear and determine the Appellant's appeal under this Chapter.

~~20.3~~ 19.3 The right of appeal is as follows:

- (a) The Appellant may within 7 days of the Appellant being informed of the Appellant's right to Appeal require the Appeal Panel to reconsider the Board's decision at a meeting to be held not less than 14 days nor more than 35 days after lodging of an Appeal Notice.
- (b) If an Appeal Notice is lodged in accordance with the preceding ~~paragraph~~clause, the Appeal Panel must meet within the time-frame prescribed in that ~~paragraph~~clause, having given the Appellant not less than 7 days' notice of the date, time and place of the meeting.
- (c) The Appeal Panel must give the Appellant or the Appellant's representative, or both, a reasonable opportunity to make oral submissions at the meeting.
- (d) The Appeal Panel must consider:
 - (i) oral submissions made by the Appellant or the Appellant's representative, or both, at the meeting;
 - (ii) written representations lodged by the Appellant with the Secretary prior to the meeting; and
 - (iii) any submission lodged by the Board.
- (e) The Appellant is free to make oral and written submissions before the Appeal Panel that were not made by the Appellant at the hearing before the Board that is being appealed from.
- (f) Where the Appeal to the Appeal Panel is by a Mmember against the decision of the Board for the Mmember's expulsion, the Appeal Panel must by ordinary resolution at that meeting determine whether

- the grounds for expulsion:
- (i) have been established; or
 - (ii) have not been established.
- (g) Where the Appeal Panel determines that the grounds for expulsion have been established the Appellant shall be expelled from membership.
- (h) Where the Appeal Panel determines that the grounds for expulsion have not been established the expulsion is rescinded ab initio.

[Notation: ab initio is a legal term for which there is no precise English equivalent. ~~In~~ this context ab initio means as if the expulsion never happened.]

- (i) Where the Appeal to the Appeal Panel is by an Applicant for membership against the decision of the Board refusing that Membership Application, the Appeal Panel must by ordinary resolution at that meeting determine whether the grounds for refusal:
 - (i) have been established; or
 - (ii) have not been established.
- (j) Where the Appeal Panel determines that the grounds for rejection have been established the Appellant's Membership Application ~~for membership~~ shall be rejected.
- (k) Where the Appeal Panel determines that the grounds for rejection have not been established and the Appellant lodges with the Secretary, within 30 days of receiving notice of the Appeal Panel's resolution, payment of any mMembership ~~f~~ees, the Appellant's name shall be entered in the Register ~~of Members~~ as ~~–a~~ Member of Sydney Gay and Lesbian Mardi Gras.
- (l) The Secretary must forthwith notify the Appellant in writing of the determination made by the Appeal Panel.
- (m) All matters concerning the conduct of the meeting, procedural issues and matters concerning the deliberations of the Appeal Panel shall be determined by the Appeal Panel.

~~20.4~~19.4 Despite anything to the contrary in this Constitution and despite any rule of law or equity to the contrary:

- (a) subject to the next succeeding ~~paragraph~~clause, the meeting referred to must be open to Mmembers;
- (b) the Appellant may in the Appellant's Appeal Notice require that the meeting not be open, except to the Appellant (and, if applicable, the Appellant's representative or such person or persons the Appellant nominates), in which case the meeting will be restricted to such persons as the Appellant has nominated;
- (c) the deliberations of the Appeal Panel itself may in the Appeal Panel's absolute discretion be in private and in the absence of the Appellant and the Appellant's representatives; and
- (d) at the meeting, if open, all matter published for its purposes will be subject to qualified privilege under the law relating to defamation.

CHAPTER XX~~I~~

MEMBERS' CONTRIBUTION

~~21~~20.1 Every Mmember of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while ~~he~~they are a Mmember, or within one (1) year after ~~he~~ceases to be a Mmember, for payment ~~of~~ the debts and liabilities of the Company contracted before ~~they~~ceases to be a Mmember, and of the costs, ~~–~~charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one dollar (\$1.00).

CHAPTER XX~~I~~

WINDING UP

~~22~~21.1 ~~If upon~~On the winding up ~~or dissolution~~ of the Company, any surplus remaining following the there remains after satisfaction of all ~~its~~ debts and liabilities ~~any property whatsoever the same shall~~of the Company will not be paid to or distributed among the ~~M~~members of the Company, but ~~will, unless otherwise required by law, shall~~ be given or transferred to Mardi Gras Arts or such other corporations or bodies (each a "Potential Recipient") provided that any

~~such Potential Recipient is, by its constitution; some other institution or institutions having objects-~~
 (a) ~~required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of the Company; objects of the Company being an institution to which approval has been granted pursuant to Section 30-15 of the Income Tax Assessment Act 1997 as amended and which shall prohibit the-~~
 (b) ~~required to apply its distribution of its or their income and property in promoting its charitable purposes; and~~
~~prohibited from making any distribution to among its M or their members and paying fees to its Directors, to at least the same to an extent at least as great as is imposed on the Company of such prohibitions under or by virtue~~
 (c) ~~of Clause 6 of this Constitution,~~
~~-such institution Potential Recipient or institutions- to be determined by the M members of the Company at or before the time of dissolution and, in default, by application to the Supreme Court of New South Wales for determination~~ f and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

CHAPTER XXIII

MISCELLANEOUS

A checklist is provided in Schedule 3-2 setting out the time-lines by which various steps must be undertaken in accordance with this Constitution. The check-list is for guidance only and does not have effect as a provision of this Constitution.

CHAPTER XXIV

SAVINGS AND TRANSITIONAL PROVISIONS

24.1 ~~Notwithstanding anything to the contrary expressed in this Constitution:~~

- (a) ~~any member of the Company that is not a natural person at the time the foregoing provisions are adopted becomes an Associate Member.~~
- (b) ~~any director appointed by members prior to the adoption of the forgoing provisions by general meeting shall remain directors of the company until the end of the 2003 Annual General Meeting.~~

24.2 ~~Forthwith upon the adoption of the foregoing provisions, any director who holds the office of Secretary must resign as Secretary.~~

24.3 ~~Forthwith upon the adoption of the foregoing provisions, the Board shall appoint a Secretary in accordance with this Constitution.~~

24.4 ~~With respect to the Annual General Meeting for 2003 the following provisions shall apply:~~

- (a) ~~The business of that Annual General Meeting shall be those matters referred to in article 6.17;~~
 - (b) ~~Notice of the Annual General Meeting must be given in accordance with article 6.7, 6.8 and 6.9.~~
 - (c) ~~The Notice prescribed by article 6.11 shall not apply.~~
 - (d) ~~The Notice of the Annual General Meeting must include:~~
 - (i) ~~a form of proxy; and~~
 - (ii) ~~notice of the last day by which members may nominate as Candidates for the election of directors to be conducted at that Annual General Meeting.~~
 - (e) ~~A nomination by a candidate for election to the Board must be in writing signed by the:~~
 - (i) ~~Candidate; and~~
 - (ii) ~~Nominators, and must be deposited at Sydney Gay and Lesbian Mardi Gras' principal place of business no later than the close of business (05:00 pm) 5 days before the Annual General Meeting (calculated by reference to the date appointed for that Annual General Meeting) at which the election will occur.~~
- ~~With the exception of article 7.12 (d), (k) (l) (m) and (n) the provisions of Article 7.12 shall apply.~~

SCHEDULE 1

SCHEDULE 1

Conduct of the ballot according to the principles of proportional representation

1. General

This Schedule sets out the conduct of the ballot and the counting of votes according to the principles of proportional representation.

2. Definitions

In this Schedule:

“continuing candidate” means at any given time a candidate not already elected or not already excluded from the poll.

“exhausted ballot-paper” means a ballot-paper on which there is no indication of a next preference for a continuing candidate.

“fraction” includes a decimal fraction.

“next preference” means the first of the subsequent preferences marked on a ballot-paper which is not given to an elected or excluded candidate. However, if there is a repetition or omission in the consecutive numbering of preferences marked on a ballot-paper (other than a repetition or omission which makes the ballot-paper informal), only those preferences preceding the repetition or omission can be taken into account.

“quota” means the number of votes sufficient to elect a candidate.

“surplus”, at any given time, means:

- a) except as provided in paragraph (b) the number of votes which a candidate has obtained at that time in excess of the quota, or
- b) if the number of exhausted ballot-papers counted to a candidate at that time is greater than the quota the number of votes which the candidate has obtained at that time in excess of the number of those exhausted ballot-papers.

3. Recording a vote

- (1) Each voter shall vote by
 - a. placing the number “1” in the square opposite the name of the candidate for whom the voter desires to give the voter’s first preference vote; and
 - b. voting for additional candidates by placing consecutive numbers beginning with the number “2” in the squares opposite the names of those additional candidates in the order of the voter’s preferences for them.
- (2) The number of candidates for whom a voter must vote shall be equal to the number of persons to be elected.
- (3) A voter may vote for as many additional candidates as the voter chooses provided the voter’s preferences are numbered consecutively.

4. The initial scrutiny

- (1) At the conclusion of the ballot the Returning Officer must, in the presence of the Secretary or the Secretary’s nominee and any scrutineers appointed by the candidates must:
 - a. open the ballot-box and remove all ballot papers;
 - b. count all ballot papers; or

- c. arrange for the ballot papers to be counted in the Returning Officer's presence and under the Returning Officer's supervision; and
 - d. reject all informal ballot-papers.
- (2) A ballot-paper shall not be rejected as informal if:
- a. the voter has voted for not less than the number of candidates required by sub-paragraph 3 (3); and
 - b. in the opinion of the Returning Officer, the order of the voter's preferences is clear.
- (3) The returning officer shall record the total number of informal and informal ballot papers.

5. Parcels of first preferences

The ballot-papers are divided into parcels according to the names of the candidates for whom the first preferences on the ballot-papers are recorded.

6. Quota

The aggregate number of first preferences is divided by one more than the number of candidates to be elected. The quotient (disregarding any remainder), increased by one, becomes the quota.

7. Election on first preferences

- (1) A candidate who has, upon the first preferences being counted, a number of first preferences equal to or greater than the quota is elected.
- (2) (2) If the number of first preferences obtained by the candidate is equal to the quota, all the ballot-papers on which first preferences are recorded for that candidate are set aside as finally dealt with.

8. Surplus on first count

- (1) If the number of first preferences obtained by any candidate exceeds the quota, the surplus is transferred to the continuing candidates next in the order of voters' preferences, in accordance with the following directions:
 - a. The ballot-papers on which first preferences are recorded for the elected candidate are re-examined, and the number of second preferences, or (in accordance with clause 14 of this Schedule) third or next consecutive preferences, recorded on them for each continuing candidate and the number of exhausted ballot-papers is counted.
 - b. The surplus is divided by the total number of first preferences recorded for such elected candidate (excluding any exhausted ballot-papers). The transfer value is equal to the resulting fraction or the first 4 digits of the resulting decimal fraction or (if the fraction exceeds 1) to 1.
 - c. The number of second or other preferences, ascertained in paragraph (a) as being recorded for each continuing candidate, is multiplied by the transfer value.
 - d. The resulting number for each continuing candidate is added to the number of votes obtained by the candidate on the counting of first preferences.
 - e. However, if as a result of the multiplication referred to in paragraph (c), any fraction results, so many of those fractions (taken in the order of their magnitude and beginning with the largest) as are necessary to ensure that the number of votes transferred equals the number of the elected candidate's surplus votes are treated as equal to 1, and the remaining fractions are ignored.
 - f. If, as a result of the multiplication referred to in paragraph (c), 2 or more fractions are equal and one of them is to be treated as equal to 1, the fraction arising from the largest number of second or other preferences referred to in paragraph (a) is treated as the largest, and if the numbers of those preferences are equal, the fraction credited to the candidate with the highest

number of votes at the last count or transfer at which the candidates with the equal number of preferences had an unequal number of votes is treated as the largest, and if those candidates have had an equal number of votes at all preceding counts and transfers, the returning officer decides by lot which fraction is taken to be the largest.

- g. From the ballot-papers on which a second or other preference is recorded for any continuing candidate, a number of ballot-papers equal to the number of votes directed by paragraph (d) to be credited to the candidate are selected at random, and these are to be placed in a separate parcel and transferred to the candidate.
- h. All ballot-papers of the elected candidate not transferred under paragraph (g) (including any exhausted ballot-papers) are set aside as finally dealt with, being the ballot-papers by which the candidate is elected.
- i. A transfer of votes under this clause is not made unless the surplus of the elected candidate, together with any other surpluses not transferred, exceeds the difference in numbers between the votes of the 2 continuing candidates lowest on the poll.
- j. This clause is subject to clause 13 of this Schedule, and if at any time there is one remaining vacancy which can be filled under that clause, no further transfer under this clause can be made.

9. Surplus on transfer

- (1) If by a transfer of a surplus on the count of first preferences or of a surplus under this clause the number of votes obtained by a candidate equals or exceeds the quota, the candidate is elected.
- (2) In that case, despite the fact that the candidate has reached the quota, the transfer is to be completed, and all the votes to which the candidate is entitled from the transfer are to be transferred to the candidate.
- (3) If by a transfer the number of votes obtained by a candidate equals the quota, the whole of the ballot-papers on which those votes are recorded are set aside as finally dealt with, being the ballot-papers by which the candidate is elected.
- (4) If by a transfer the number of votes obtained by a candidate exceeds the quota, the surplus is transferred to the continuing candidates next in the order of the voters' respective preferences in the following manner:
 - a. The ballot-papers transferred to the elected candidate in the last transfer are re-examined, and the number of next consecutive preferences recorded for each continuing candidate on the papers and the number of exhausted ballot-papers are counted.
 - b. The surplus is divided by the total number of ballot-papers transferred to the elected candidate in the last transfer (excluding any exhausted ballot-papers). The transfer value is equal to the resulting fraction or the first 4 digits of the resulting decimal fraction or (if the fraction exceeds 1) to 1.
 - c. The surplus is transferred and the papers dealt with in a manner similar to that prescribed by clause 8 of this Schedule for the transfer of a surplus arising at the first count.
 - d. A transfer of votes under this subclause is not made unless the surplus of the elected candidate, together with any other surpluses not transferred, exceeds the difference in numbers between the votes of the 2 continuing candidates lowest on the poll.
 - e. This clause is subject to clause 13 of this Schedule, and if at any time there is one remaining vacancy which can be filled under that clause, no further transfer under this clause can be made.

10. Transfer of surpluses

- (1) If, on the counting of the first preferences or on any transfer, more than one candidate has a surplus,

the largest of the surpluses is transferred, then the next largest, and so on.

- (2) However, if there is an untransferred surplus obtained at a previous count or transfer, that surplus is transferred before those caused by subsequent transfers.
- (3) If there are equal surpluses at the first count, the returning officer decides by lot which surplus is transferred first.
- (4) If there are equal surpluses at a later count or at a transfer, the surplus of the candidate who was the highest on the poll at the count or transfer at which the tied candidates last had an unequal number of votes is the first to be transferred. If those candidates have had an equal number of votes at all preceding counts or transfers, the returning officer decides by lot which candidate's surplus is the first to be transferred.

11. Exclusion of lowest candidates

- (1) If, after the first preferences have been counted and transfers of surpluses have been made, fewer than the number of candidates required to be elected have obtained the quota, the candidate lowest on the poll is excluded.
- (2) All the unexhausted votes obtained by that candidate are transferred in one transfer to the continuing candidates who, on the ballot-papers on which such votes are recorded, are next in the order of the voters' respective preferences.
- (3) Any exhausted ballot-papers are set aside as finally dealt with.
- (4) The same process of exclusion and transfer is repeated until all the candidates, except the number required to be elected, have been excluded. At that point, the continuing candidates who have not already been elected are elected.
- (5) Whenever it becomes necessary to exclude a candidate and two or more candidates have the same number of votes and are lowest on the poll, the one who was lowest on the poll at the last count or transfer at which they had an unequal number of votes is first excluded.
- (6) If those candidates have had equal numbers of votes at all preceding counts or transfers, or there has been no preceding count, the returning officer decides by lot which candidate is first excluded.
- (7) This clause is subject to clause 13 of this Schedule, and if at any time there is one remaining vacancy which can be filled under that clause, no further exclusion under this clause can be made.

12. Effect of reaching quota while transfers are proceeding

- (1) If by a transfer under clause 11 of this Schedule, the number of votes obtained by a candidate equals or exceeds the quota, the candidate is elected.
- (2) In that case, despite the fact that the candidate has reached the quota, the transfer is to be completed, and all the votes to which the candidate is entitled from the transfer are to be transferred to the candidate.
- (3) If by a transfer under clause 11 of this Schedule, the number of votes obtained by a candidate equals the quota, the whole of the ballot-papers on which those votes are recorded are set aside as finally dealt with, being the ballot-papers by which the candidate is elected.
- (4) If by a transfer under clause 11 of this Schedule, the number of votes obtained by a candidate exceeds the quota, the surplus is transferred to the continuing candidates next in the order of the voters' respective preferences in the manner set out in clause 9 (4) of this Schedule.

13. Election without reaching quota

- (1) When the number of continuing candidates is reduced to the number of vacancies remaining unfilled the continuing candidates are elected, even if they have not reached the quota.
- (2) When only one vacancy remains unfilled and the votes of one continuing candidate exceed the total of all the votes of the other continuing candidates, together with any surplus not transferred, that candidate is elected.
- (3) When more than one vacancy remains unfilled and the votes of the candidate who (if all the vacancies

were filled by the successive election of the continuing candidates with the largest number of votes) would be the last to be elected exceed the total of any surplus not transferred plus the votes of all the continuing candidates with fewer votes than that candidate, that candidate and all the other continuing candidates who do not have fewer votes than that candidate are elected.

- (4) When only one vacancy remains unfilled, and there are only 2 continuing candidates, and those 2 candidates each have the same number of votes, and no surplus votes remain capable of transfer, one candidate is excluded in accordance with clause 11 (5) and (6) of this Schedule and the other is elected.

14. Determining order of preference

In determining which candidate is next in the order of the voter's preference, any candidates who have been declared elected or who have been excluded are not considered, and the order of the voter's preference is determined as if the names of those candidates had not been on the ballot-paper.

15. Deciding by lot

- (1) For the purposes of excluding a candidate by lot under clause 11 or 13 of this Schedule, the names of the candidates who have equal numbers of votes are written on similar slips of paper by the returning officer, the slips are folded by the returning officer so as to prevent the names being seen, the slips are mixed and one is drawn at random by the returning officer and the candidate whose name is on the drawn slip is excluded.
- (2) For the purpose of deciding by lot which candidate's surplus is first to be transferred under clause 10 of this Schedule, the names of the candidates who have equal surpluses are written on similar slips of paper by the returning officer, the slips are folded by the returning officer so as to prevent the names being seen, the slips are mixed, one of the slips is drawn at random by the returning officer and the candidate whose name is on the drawn slip is the one whose surplus is the first to be transferred.
- (3) For the purposes of determining the largest fraction under clause 8 of this Schedule, the names of the candidates who have been credited with the equal fractions are written on similar slips of paper by the returning officer, the slips are folded by the returning officer so as to prevent the names being seen, the slips are mixed, one of the slips is drawn at random by the returning officer and the candidate whose name is on the drawn slip is taken to have been credited with the largest fraction.

16. Check counting

- (1) A scrutineer may at any time during the counting of the votes, either before the commencement or after the completion of the transfer of the votes (whether original or transferred votes) of any candidate, request the returning officer to make a check count of the papers then comprised in the parcels of all or any candidates (but not of papers set aside as finally dealt with).
- (2) The returning officer is to make a check count immediately on receiving the request, unless the returning officer has already made a check count of the same votes.
- (3) The returning officer may also recount votes as often as the Returning Officer thinks necessary to establish accuracy.

17. Records and returns of voting and transfers

At each step of the proceedings the returning officer is to keep a record of the number of votes counted for each candidate, the transfer of surpluses, the exclusion of candidates and the transfer of their votes, and those which at some stage become exhausted votes.

~~{Form of Proxy}~~

Date

†

appoint

of

as my/our proxy for the purposes of meetings of SYDNEY GAY AND LESBIAN MARDI GRAS LIMITED ACN 102 451 785
(including adjournments of meetings).

(Note. The appointment cannot have effect for more than 1 meeting.)

1* This form authorises the proxy to vote on my behalf on all matters.

OR

2* This form authorises the proxy to vote on my behalf on the following matters only:—

[Specify the matters and any limitations on the manner in which you want the proxy to vote.]

Signature of Member

Signature of Proxy

SCHEDULE 2

Conduct of the ballot according to the principles of proportional representation

~~{See separate document}~~ ***Schedule to be inserted into Constitution***

SCHEDULE 32
Check List for General Meetings

Event or Notice	Clause Article or paragraph in this Constitution	Number of days Time required prior to general meeting
Requisition of general meeting	6.6	Not less than 35, not more than 48
Date when notice must be given of last date for: (a) lodgement of Notices of Business; and (b) lodgement of nominations of C candidates for the election of directors at Annual General Meeting.	6.13 6.1 1 6.11	42 days 42
Last date for lodgement of nominations of candidates for the election of directors.	7.14(c) 7 12(d)	28 days (by 5pm)
Date of A n notice of general meeting	6.9 6.7	21 days
Last date for posting Postal- Ballot Papers	7.12(M)	14
Last date Board may consider new Membership A pplications for Membership prior to Annual General Meeting	4.5(b) 4 5	15 4 days
Last date for lodgement of p Postal b Ballot p Papers	7.14(k) 7 12(M)	34 business days (by 5pm)
<u>Closure of pre-poll (including electronic) voting</u>	7.14(k)	4 business days (by 5pm)
Last date for lodgement of proxies	7.12(h) 7 10(g)	48 hours 3