



# **ILGA OCEANIA CONSTITUTION PROPOSED AMENDMENTS**

## **Approved: Thursday, 15 May 2014 (Darwin)**

**DARWIN** - This version includes amendments approved at the ILGA Oceania Annual general meeting (Thursday, 15 May 2014) held in during the premier ILGA Oceania regional conference (Wednesday, 14 May 2014 – Friday, 16 May 2014) held in Darwin, Northern Territory.

**BANGKOK** - This version also includes the foreshadowed amendments of the ILGA Oceania Special general meeting (Tuesday, 29 November 2016) held during the 28th ILGA World Conference (Monday, 28 November 2016 – Friday, 02 December 2016) in Bangkok, Thailand.

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## Part 1 - Preliminary

### 1. Definitions

(1) In this Constitution:

The **'Act'** means the Australian state of NSW's legislation entitled *Associations Incorporation Act 2009* (NSW).

**'Annual General Meeting'** means a general meeting of ILGA Oceania held at least once every year at either a Regional Conference or a World Conference.

**'Association'** means ILGA Oceania

**'Board'** means the Executive Board of ILGA Oceania.

**'Board Member'** means a member of the Board, regardless of whether they hold an officer bearer position or not.

**'Director-General'** means the Director-General of the Department of Services, Technology and Administration in NSW.

**'ILGA'** means the United Nation Non-governmental Organisation entitled "International Gay, Lesbian, Bisexual, Trans and Intersex Association".

**'ILGA Oceania'** means the non-profit and non-government organisation entitled the "Oceania Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association (ILGA)".

**'ILGA Board'** means the Executive Board of ILGA.

**'LGBTI'** means the categories:

- |                 |                     |                |
|-----------------|---------------------|----------------|
| 1) lesbian      | 7) trans            | 13) fakaleiti  |
| 2) gay          | 8) whakawāhine      | 14) akava'ine  |
| 3) bisexual     | 9) tangata ira tāne | 15) fa'afafine |
| 4) takatāpui    | 10) mahu            | 16) fakafifine |
| 5) queer        | 11) vakasalewalewa  | 17) intersex   |
| 6) gender queer | 12) palopa          |                |

**'Member'** means a full member, associate member or friend of ILGA.

**'NSW'** means the Australian state of New South Wales.

**'Office Bearer'** means the Co-Convenors, Secretary, ~~and~~ Treasurer and any alternates required by subsection 25(9).

**'Oceania Region'** means the geographic region encompassed by the sovereign countries of Australia, New Zealand and the Pacific Islands, based on the South Pacific Forum:

- |                     |                     |                     |
|---------------------|---------------------|---------------------|
| 1) Australia        | 6) Nauru            | 11) Solomon Islands |
| 2) Fiji             | 7) New Zealand      | 12) Tonga           |
| 3) Kiribati         | 8) Palau            | 13) Tuvalu          |
| 4) Marshall Islands | 9) Papua New Guinea | 14) Vanuatu         |
| 5) Micronesia       | 10) Samoa           |                     |

**'Oceania Region Territories'** means the non-sovereign territories located in the Oceania Region:

- |                                   |                                             |
|-----------------------------------|---------------------------------------------|
| 1) Cook Islands (New Zealand)     | 6) Niue (New Zealand)                       |
| 2) American Samoa (United States) | 7) Northern Mariana Islands (United States) |
| 3) French Polynesia (France)      | 8) Pitcairn Islands (United Kingdom)        |
| 4) Guam (United States)           | 9) Tokelau (New Zealand)                    |
| 5) New Caledonia (France)         | 10) Wallis and Futuna (France)              |

**'Ordinary Board Member'** means a member of the Board, who is not an office-bearer of ILGA Oceania.

**'Public Officer'** shall be the person elected as Secretary of the Board, or if no person holds that office, a person elected in a duly constituted meeting of the Board.

**'Regional Conference'** means a conference held by ILGA Oceania, in the Oceania region, at which an annual general meeting of ILGA Oceania occurs.

**'Regional Requirements'** refers to the composition of the ILGA Oceania Board as outlined in Clause 16.3.

The **'Regulation'** means the NSW's legislation entitled *Associations Incorporation Regulation 2010* (NSW).

**'Secretary'** means:

- (a) the person holding office under this constitution as secretary of the Board; or

(b) if no such person holds that office, the public officer of ILGA Oceania.

**‘Special General Meeting’** means a general meeting of ILGA Oceania, other than an annual general meeting.

**‘World Conference’** means the governing conference of ILGA, at which an *Annual General Meeting* ~~annual general meeting~~ of ILGA Oceania can occur.

- (2) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the NSW’s legislation entitled *Interpretation Act 1987* (NSW) apply to, and in respect of, this constitution in the same manner as those provisions would so apply, if this constitution were an instrument made under that Australian Act.
- (4) Reference to:
- (a) one gender includes the others;
  - (b) the singular includes the plural and the plural includes the singular;
  - (c) a person includes a body corporate;
  - (d) a party includes the party’s executors, administrators, successors and permitted assigns;
  - (e) a statute, regulation or provision of a statute or regulation (Statutory Provision) includes:
    - (i) that Statutory Provision as amended or re-enacted from time to time; and
    - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
  - (f) money is to Australian dollars, unless otherwise stated.
- (5) **“Including”** and similar expressions are not words of limitation.
- (6) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (7) If an act must be done on a specified day which is not a Business Day, it must be done instead on the next Business Day.
- (8) All calculations for the requirements of a particular number of members will be rounded down to the nearest whole number of people required.

## **PART 2 - Aims and Objectives**

### **2. ILGA Oceania**

- (1) ILGA Oceania has the sovereignty to make decisions on regional matters according to the rules set up in this constitution, subject to the provisions of ILGA’s constitution and the decisions of the ILGA Board.
- (2) ILGA Oceania shall endeavour to ensure its work reflects the diversity of its members and is within the mandates of ILGA.

### **3. Aims and Objectives**

- (1) The aims and objectives of ILGA Oceania will not be in conflict with that of the aims and objectives of ILGA as stated in the ILGA constitution.
- (2) The aims and objectives of the Constitution are to be contained in Schedule A and may only be changed by a 50% vote at an ILGA Oceania regional meeting.
- (3) The ILGA Oceania Constitution and any ILGA Oceania Standing Orders will be administered and amended to ensure that they avoid conflict with:
  - (a) any reasonable non-LGBTI discriminatory legislative incorporation requirements of the country of which ILGA Oceania is incorporated.
  - (b) any requirements of the ILGA constitution or ILGA’s standing orders.
- (4) The ambit of ILGA Oceania work shall include not only addressing concerns about Oceania Region’s sovereign countries, but also concerns about Oceania Region Territories.

## **Part 3 - Membership**

### **4. Membership Categories**

- (1) Membership in ILGA Oceania is divided into three categories:
  - (a) Full Members
  - (b) Associate Members

- (c) Friends of ILGA
- (2) Members of ILGA based in the Oceania Region or Oceania Region Territories, as defined by ILGA, are automatic members of ILGA Oceania.
- (3) All members shall support the aims and objectives of ILGA and ILGA Oceania [See Schedule A].
- (4) Full Members are
  - (a) not-for-profit organisations representing LGBTI people, their culture or providing exclusive service to or support for them;
  - (b) branches of the not-for-profit organizations mentioned under sub-clause 4(a);
  - (c) not-for-profit groups representing LGBTI people, but forming part of a larger organisation.
- (5) Associate Members are any other organization or association supporting the aims of ILGA and ILGA Oceania, amongst others are for example, commercial LGBTI organisations, governmental or non LGBTI voluntary organisations
- (6) Individuals wishing to associate and support ILGA Oceania may apply to become Friends of ILGA.

## 5. Nominations for Membership

- (1) Each applicant for either a Full Membership, Associate Membership or Friend of ILGA membership category of ILGA Oceania has to fulfill the application requirements and procedures for either the Full Membership, Associate Membership or Friends of ILGA membership category of ILGA, as stipulated by the ILGA constitution.
- (2) An applicant for any member category must: -
  - (a) submit a written application to the Administrative Office of ILGA;
  - (b) agree in writing with the aims and objectives of ILGA and ILGA Oceania;
- (3) An organization applying for Full Membership or Associate Membership must provide a description of itself, its aims, the composition of its membership, target group and structure.
- (4) After a first assessment by the Board regarding the fulfillment of the membership category criteria and the conformity with the aims and objectives stipulated in ILGA's and ILGA Oceania's Constitutions, the application shall be submitted together with a recommendation of the Board to the ILGA Board for decision. The ILGA Board shall have full power and discretion to approve or reject the application and to grant the applicant with temporary membership status until ILGA's next World Conference. The ILGA Board's decision in the application is subject to final approval by the next ILGA World Conference
- (5) On acceptance of membership of ILGA and membership fees are paid to ILGA then the organization is registered as member.

## 6. Cessation of Membership

Membership cease of ILGA Oceania if the member: -

- (a) rescinds membership of ILGA, or
- (b) is expelled from ILGA, or
- (c) in the case of a Friend of ILGA membership class, dies.

## 7. Membership Entitlements not Transferable

A right, privilege or obligation by reason of being a member:

- (a) is not capable of being transferred or transmitted, and
- (b) ceases on the termination of the member's ILGA membership.

## 8. Register of Members

- (1) The Administrative Office of ILGA will inform the Secretary of ILGA Oceania of all new memberships and provide a yearly update on whether all organisations in the ILGA Oceania region are current members.
- (2) The Secretary of ILGA Oceania must establish and maintain a register of members of ILGA Oceania specifying the name and postal or residential address of each person who is a member of ILGA Oceania together with the date on which the person became a member.
- (3) The register of members must be kept in NSW:
  - (a) at the main premises of ILGA Oceania, or
  - (b) if ILGA Oceania has no premises, at ILGA Oceania's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of ILGA Oceania at any reasonable hour.

- (4) A member of ILGA Oceania may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to ILGA Oceania or other material relating to ILGA Oceania, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## 9. Fees and Subscriptions

A member must, on admission to ILGA, pay to ILGA the membership fee determined by the ILGA Board.

## 10. Members' Liabilities

The liability of a member of ILGA Oceania to contribute towards the payment of the debts and liabilities of ILGA Oceania or the costs, charges and expenses of the winding up of ILGA Oceania is limited to the amount, if any, unpaid by the member in respect of membership of ILGA as required by clause 9.

## 11. Resolution of Disputes

- (1) A dispute between a member and another member (in their capacity as members) of ILGA Oceania, or a dispute between a member or member and ILGA Oceania, are to be referred to ILGA for mediation.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to ILGA, the dispute is to be referred to arbitration.
- (3) The NSW legislation titled *Commercial Arbitration Act 1984* (NSW) applies to any such dispute referred to arbitration.

## 12. Disciplining of Members

- (1) A complaint may be made to the ILGA Board or the Board by any member if a member:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of ILGA or ILGA Oceania.
- (2) The ILGA Board or the Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the ILGA Board or the Board decides to deal with the complaint, the Board:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The ILGA Board may, by resolution, expel the member from ILGA Oceania or suspend the member from ILGA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the ILGA Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, the reasons given by the Board for having taken that action and of the member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the member exercises the right of appeal, unless and until ILGA confirms the resolution under clause 13, whichever is the later.

### 13. Right of Appeal of Disciplined Member

A member may appeal to ILGA at a ILGA World conference against a resolution of the ILGA Board under clause 12, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect. All appeals are handled under the ILGA constitution, its by-laws and standings orders.

## Part 3 - The Board

### 14. Board Powers

Subject to the Act, the Regulation, the ILGA Constitution and any ILGA standing order and this Constitution and to any resolution passed by ILGA Oceania in general meeting, the Board: -

- (a) is to control and manage the affairs of ILGA Oceania, and
- (b) may exercise all such functions as may be exercised by ILGA Oceania, other than those functions that are required by this Constitution to be exercised by a general meeting of members of ILGA Oceania, and
- (c) has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of ILGA Oceania.

### 15. Board Functions

The Board has the following functions: -

- (a) to implement ILGA Oceania policies;
- (b) to represent ILGA Oceania with international organisations when needed;
- (c) to manage an ILGA Oceania administrative office;
- (d) to ensure the organisation of ILGA Oceania regional conferences;
- (e) to undertake fund raising for ILGA Oceania;
- (f) to provide guidance and support services to the members, as and when necessary;
- (g) to submit a report of its activities to the ILGA Oceania Regional Conference and of the regional activities to the ILGA World conference;
- (h) to submit a financial report to the ILGA Oceania Regional Conference, including the audited accounts and the budget;
- (i) to assign specific areas of responsibilities to its ILGA Oceania members;
- (j) to set up working parties to assist it in specific areas and to mandate such working parties to act on its behalf where appropriate;
- (k) to act on behalf of the organisation when necessary, and undertake such other functions for every purpose falling within the aims and objectives of ILGA Oceania.

### 16. Composition and Membership of the Board

- (1) The total number of Board members is to be 10, consisting of the following positions:
  - (a) office bearers; and
  - (b) ordinary Board members
- (2) All Board members must be endorsed by the ILGA full member for which that Board member is a representative.
- (3) The Board membership must ensure geographical representation of Members based on the following regions:-
  - (a) 4 Pacific Island Representatives (maximum 2 from any one country)
  - (b) 4 Australian Representatives
  - (c) 2 New Zealand Representatives
- (4) The office-bearers of ILGA Oceania are as follows:
  - (a) two Co-Convenors, at least one of whom identifies as a woman
  - (b) the Secretary
  - (c) the Treasurer
  - (d) any alternates required by subsection 25(9)
- (5) For the purposes of ~~clause 17.4~~ subclause (4) woman shall be taken to include the diverse range of gender identities found in the Oceania region.
- (6) Each ~~member of the~~ Board member is, subject to this Constitution, to hold office until the conclusion of the ~~next~~ regional conference in 2 years' time from the previous general election of the board members

~~following the one which the member was elected and each board member~~, at which time every Board Member may be eligible for re-election.

- (7) The board members elected in accordance with ~~rule clause~~ 17 must immediately after the conclusion of the annual general meeting at which they were elected hold a meeting of the board and elect the officers amongst themselves for another 2-year term.

## 17. Election of the Board

- (1) Nominations of candidates for election as Board members:
- (a) must be made in writing on the official form accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
  - (b) must be delivered to the Secretary no later than twelve weeks prior to the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) A person nominated as a candidate for election as a Board member must be a representative of a full member.
- (3) If insufficient nominations are received from region as outlined in Clause 16.3, any vacant positions remaining on the Board shall be filled by the Board according to the casual vacancy process described in Clause 23.
- (4) If insufficient nominations are received across all regions, any vacant positions remaining on the Board are taken to be casual vacancies.
- (5) If the total number of nominations received from a region is equal to the number of vacancies to be filled for that region, the persons nominated are taken to be elected.
- (6) If the number of nominations from each region received exceeds the number of vacancies to be filled for that region, a ballot is to be held.
- (7) Members shall vote for all candidates eligible for election. The top-polling candidates from each region will fill the vacancies for the relevant region as specified in Clause 16.3.

## 18 Co-Convenors and alternates

The co-convenors shall, unless the board directs otherwise, perform the following functions: -

- (a) at any meeting of the Board preside as chairperson.
  - (b) act as the official spokespeople for the Board.
  - (c) represent the Oceania region on the ILGA Board.
  - (d) prepare a report on the regional progress for the ILGA Board, presenting their report at each and every ILGA board meeting during their term.
- (2) The alternates shall, unless the board directs otherwise, perform the following functions:-
- (a) represent the Oceania region on the ILGA Board, if a co-convenor cannot attend.
  - (b) prepare, or assist in preparing, a report on the regional progress for the ILGA Board, for the ILGA World Board meeting they attend.
- (3) In the event that a co-convenor cannot attend a meeting of the Board, the co-convenor concerned, in coordination with the ILGA World Secretary Generals, must facilitate one of the alternates to take their place, keeping in mind that out of the two office bearers sent to attend an ILGA World board meeting, one must identify as a woman.

## 19. Secretary

- (1) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with ILGA Oceania of their mailing, and or, physical address.
- (2) It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and general board members; and
  - (b) the names of members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) In the event of both co-convenors' absence or unwillingness to act, the Secretary or Treasurer are to preside as chairperson.
- (5) The Secretary shall contribute to the Co-Convenors' reports, on the region's progress, in time for those Co-Convenors to present this report at each and every ILGA board meeting during that Secretary's term.

~~(6) The Secretary shall act as an alternate Oceania representative at the ILGA Board meetings if one of the Co-convenors is unable to attend.~~

## 20. Treasurer

- (1) It is the duty of the Treasurer to ensure:
  - (a) that all money due to ILGA Oceania is collected and received and that all payments authorised by ILGA Oceania are made, and
  - (b) that correct books and accounts are kept showing the financial affairs of ILGA Oceania, including full details of all receipts and expenditure connected with the activities of ILGA Oceania.
- (2) In the event of both co-convenors' absence or unwillingness to act, the Secretary or Treasurer is to preside as chairperson.
- (3) The Treasurer shall contribute to the Co-Convenors' reports, on the region's progress, in time for those Co-Convenors to present this report at each and every ILGA board meeting during that Treasurer's term.

~~(4) The Treasurer shall act as an alternate Oceania representative at the ILGA Board meetings if one of the Co-convenors is unable to attend.~~

## 21. Ordinary Board Member

- (1) In the event of both co-convenors, the secretary's and treasurer's absence, or unwillingness to act, one of the remaining members of the Board may be chosen by the Board members present at the meeting to preside.
- (2) Ordinary Board members shall contribute to the Co-Convenors' reports, on the region's progress, in time for those Co-Convenors to present this report at each and every ILGA board meeting during that ordinary board member's term.

## 22. Conference Convenor

The conference convenor shall be elected by the Board and unless the board directs otherwise, perform the following functions: -

- (a) organise the ILGA Oceania regional conference, including documents and required mail-outs.
- (b) act as the official spokesperson for the ILGA Oceania conference.
- (c) report back to the ILGA Oceania board on developments in the planning of the ILGA Oceania regional conference
- (d) work with the Co-Convenors to obtain funding for the regional conference.

## 23. Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a representative of a full member of ILGA Oceania to fill the vacancy, and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting *before the next regular election meeting of office bearers* following the date of the appointment.
- (2) A casual vacancy in the office of the Board occurs if the Board member:
  - (a) dies; or
  - (b) ceases to be a representative of a member; or
  - (c) becomes an insolvent under administration within the meaning of the Australia Commonwealth legislation entitled *Corporations Act 2001* (Cth); or
  - (d) resigns office by notice in writing given to the secretary; or
  - (e) is removed from office under clause 24; or
  - (f) becomes a mentally incapacitated person; or
  - ~~(g) is absent from 3 consecutive meetings of the Board; or~~
  - ~~(h)~~ (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - ~~(i)~~ (h) is prohibited from being a director of a company the Australian Commonwealth's legislation entitled *Corporations Act 2001* (Cth), part 2D.6 (Disqualification from managing corporations).
- (3) The board will endeavor to ensure casual vacancy appointments fulfil the restrictions of the Regional Requirements, but not shall be bound to do so.

## 24. Removal of Board Members

- (1) ILGA or the Board in a general meeting, may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the ILGA Board, or Board, to whom a proposed resolution referred to in sub-clause (1) relates, makes representations in writing to the secretary or co-convenors (not exceeding a reasonable length) and requests that the representations be notified to the members of ILGA Oceania, the secretary or the co-convenors may send a copy of the representations to each member of ILGA Oceania or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 25. Board Meetings and Quorum

- (1) The Board must meet at least 3 times in each period of 12 months, not including the Board meetings at the ILGA World Conference and the ILGA Oceania regional conference, at such place and time as the Board may determine.
- (2) Additional meetings of the Board, may be convened by the Co-Convenors or by the request of any two members of the Board in which case the meeting must be held within a 30 days from the date of any such request.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 1 week (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) The Co-convenors may call for an emergency meeting of the board to respond to an urgent human rights issue. In this situation, oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting. The reason for calling the meeting and the human rights development to be discussed should be made clear in the notice and no other agenda items should be considered.
- (5) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting, and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (6) The number equaling 'half the number of currently filled positions on the Board plus one' constitutes a quorum for the transaction of the business of a meeting of the Board. Meetings of the Board will be held on dates where it is established that the number of delegates that can attend at least equals the quorum.
- (7) No business is to be transacted by the Board unless a quorum is present and, if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. An unofficial meeting can be held if quorum is not reached, at the same time and date of the original meeting.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the Board:
  - (a) a Co-Convenor or, in both Co-Convenors' absence, *one of the alternates* ~~the Secretary or Treasurer~~ is to preside, or
  - (d) *Both the Secretary and Treasurer may act as alternates, however, in the event where both those roles are not filled by an individual that identifies as a woman, the ILGA Oceania Board will appoint one of it's own in that role.*
  - (c) ~~(b)~~ if the Co-Convenors and the Secretary or Treasurer are absent or unwilling to act, ~~such~~ one of the remaining members of the Board as may be chosen, by the members present at the meeting, ~~is~~ to preside.
- (10) It is the duty of the Secretary, or another Board member who has accepted the delegation of this duty, to type up the minutes of each meeting and send them to all Board members.

### 25A Appointment of association members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

### **25B Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **26. Delegation by Board to Sub-Committee**

- (1) The Board may, by writing, delegate to one or more sub-committees (consisting of such member or members of ILGA Oceania as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
- (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **27. Voting and Decisions**

- (1) Questions arising at a meeting of the Board are to be determined by a majority of the votes of members of the Board present at the meeting.
- (2) Each member present at a meeting of the Board is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 26(5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board.

## **Part 4 - General meetings**

### **28. Annual General Meetings - Holding of**

- (1) The highest authority of ILGA Oceania is the Regional Conference, which serves as a Annual General Meeting
- (2) ILGA Oceania must hold:-
- a) an annual general meeting every year.
  - b) ~~it's~~ a minimum of one Regional Conference every two years.
- (3) Annual General Meetings will ~~usually~~ be held: -
- a) as part of the biannual ~~ILGA-Oceania~~ Regional Conference, in an alternate year to the biannual ILGA World conference; or
  - b) as part of the biannual World Conference, or an regional conference in that same year.
- (4) In the year that ~~the Regional Conference is not held~~, an annual general meeting ~~has not, or will not, of ILGA-Oceania will~~ be held during the World Conference, an annual general meeting may be held in

*that same year at a regional conference, following the ordinary procedures of the constitution, at a ~~or~~ ~~at any other~~ time determined by the Board and provided by notice of the Annual General Meeting.*

- (5) ~~(4)~~ Participation in an ~~Conference or~~ Annual General Meeting may occur by telephony or other electronic means as determined by the board and provided for in the notice to members of the Annual General Meeting.
- (6) *Annual General Meetings must occur in the 6 months after the association's financial year, i.e. held between 30 June and 31 December.*

## 29. Annual General Meetings - Calling of and Business at

- (1) The annual general meeting of ILGA Oceania is, subject to the Act and to clause 29, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting held during the Regional Conference or the World Conference is to include the following:
- to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - to receive from the Board reports on the activities of ILGA Oceania during the last preceding financial year,
  - to elect ~~Office Bearers and~~ ordinary Board members.
  - to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting of ILGA Oceania held at the Regional Conference or World Conference must be specified as such in the notice convening it.

## 30. Special General Meetings - Calling of

- (1) The Board may convene a special general meeting of the association.
- (2) The Board must *convene a special general meeting of ILGA Oceania*, on the requisition in writing, *based on whichever number is higher, either:-*
- 1) of at least 5 per cent of the total number of members*
  - 2) of half the number of the total number of board member, minus any casual vacancies.*
- ~~convene a special general meeting of ILGA Oceania.~~
- (3) A requisition of members for a special general meeting:
- must state the purpose or purposes of the meeting, and
  - must be signed by the members making the requisition, and
  - must be lodged with the Secretary, and
  - may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within ~~1 month~~ *2 months* after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) For the purposes of subclause (3):
- a requisition may be in electronic form, and
  - a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 31. Notice

- (1) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under ~~sub-clause (1)~~ *sub-clause (8)*, the intention to propose the resolution as a special resolution.
- (2) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause ~~30(2)~~ *29(2)*.

- (3) Notice shall be given to members of the intention to hold an annual general meeting at a Regional Conference or World Conference or at any other time no later than ~~fifteen (15) weeks~~ 3 months before the first day of the conference or meeting and the notice will include:
- (a) the dates, time and locations of meeting;
  - (b) invitation for members to submit business for consideration at the meeting;
  - (c) call for nominations for ordinary Board positions;
  - (d) an indication if members will be able to participate in the general meeting by telephony or other electronic means.
- (4) A full member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary at least ~~twelve (12) weeks~~ 2 months prior to the first day of the general meeting who must include that business in the next notice calling the general meeting given after receipt of the notice from the member.
- (5) A preliminary agenda along with details of any proposals or resolutions to be considered by the general meeting shall be sent to all members ~~10 weeks~~ 21 days prior to the first day of the general meeting.
- (6) A member may submit amendments to any resolutions distributed with the preliminary notice to the secretary ~~6 weeks~~ 15 days prior to the first day of the general meeting.
- (7) A list of nominated candidates standing for Board positions along with a short candidate summary for each candidate must be distributed to all members no later than ~~21 days~~ 10 days prior to the first day of a general meeting held at either a Regional Conference or World Conference.
- (8) The secretary must, at least ~~21 days~~ 10 days before the date fixed for the holding of the general meeting, give final notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

### **32. Quorum for General Meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

#### **32A Presiding member**

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **33. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting, other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### 34. Making of Decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or if the meeting is one to which clause 37 applies, any appropriate corresponding method that the committee may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of ILGA Oceania, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) ~~(3)~~ If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### 35. Special Resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### 36. Voting

- (1) On any question arising at a general meeting of the association a full member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A full member is not entitled to vote at any general meeting of ILGA Oceania unless all money due and payable by the full member to the association has been paid.
- (4) A full member is not entitled to vote at any general meeting of ILGA Oceania if the representative of that full member is under 18 years of age.

#### 36A Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### 36B Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 37. Proxy Votes

- (1) Proxy votes can be accepted at or in respect of a general meeting if they are presented on the proxy form.
- (2) A maximum of 10 proxy votes can be held by an individual person entitled to vote who turns up to a general meeting in person.
- (3) A letter of authority provided by the full member to the nominated representative must be presented before proxy voting cards will be issued.

## Part 5 - Miscellaneous

### 39. Insurance

ILGA Oceania may effect and maintain insurance.

### 40. Funds - Source

- (1) The funds of the association, except for those collected by the ILGA Board such as affiliation fees, are subject to any resolution passed by the association in general meeting, such other sources as the Board determines.

- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **41. Funds - Management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

#### **42. Change of Name, Objects and Constitution**

- (1) An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is shall to be made by the Secretary or a Board member.
- (2) The provisions of this ILGA Oceania Constitution cannot conflict with the provisions of the ILGA Constitution or the ILGA Standing Orders. Any such conflict shall be read down to the extent of that inconsistency.
- (3) Notification of a name change shall be given to the ILGA Board.

#### **43. Custody of Books, etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

(1) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or

(2) if the association has no NSW premises, ~~Except as otherwise provided by this Constitution,~~ the Secretary must keep in their custody or under their control all records, books and other documents relating to the association.

#### **44. Inspection of Books, etc**

- (1) The following documents must be open to inspection, free of charge, by a representative of member at any reasonable hour:
  - (a) records, books and other financial documents of ILGA Oceania,
  - (b) this Constitution,
  - (c) minutes of all Board meetings and general meetings of ILGA Oceania.
- (2) A member of the association may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

#### **45. Service of Notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### 46. Financial Year

The financial year is the 12 months beginning 1 ~~July~~ *January*, with the subsequent financial year being each period of 12 months after the expiration of the previous financial year of ILGA Oceania, commencing on 1 ~~July~~ *January* and ending on the following ~~30 June~~ *31 December*.

#### 47. **Non-Profit Status & Distribution of property on winding up of association**

- (1) The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- (2) *Subject to the Act and the Regulations, In ~~the~~ the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to ILGA, or another organisation with similar purposes which is not carried on for the profit or gain of its individual members. If the organisations exists as a United Nations Non-Governmental Organisation, this organisation will take preference in receiving those funds.*
- (3) *In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.*

*Note: Section 65 of the Act provides for distribution of surplus property on the winding up of an association.*

## SCHEDULE A

### 1. Aims

The aims of ILGA Oceania are: -

- (a) to promote universal respect for and observance of human rights and fundamental freedoms, including the elimination of all forms of discrimination and including the specific provisions of the conventions and covenants specified in the Constitution of ILGA;
- (b) to work for the equality of all people regardless of sexual orientation, gender or gender identity and the liberation of LGBTI people from all forms of discrimination;
- (c) to be an expression of the struggle of LGBTI people against all forms of discrimination.
- (d) to promote information about LGBTI rights in the ILGA Oceania region;
- (e) to support the fight against HIV/AIDS and the promotion of sexual and reproductive rights.

### 2. Objectives

To work towards these aims, ILGA Oceania shall: -

- (a) Create a platform for LGBTI people in the Oceania region, in their quest for recognition, equality and liberation, in particular through the ILGA Oceania regional conference and the ILGA World Conference;
- (b) to promote and facilitate the exchange of information and cooperation between LGBTI organisations in the Oceania region;
- (c) to initiate or participate in LGBTI human rights campaigns across the Oceania region;
- (d) Give locally initiated and determined support for our organisations across the Oceania region;
- (e) Collect information, conduct research, publish material and organise seminars, training, briefings and specialised conferences on topics relevant to the realities of LGBTI people in the Oceania region;
- (f) Promote and facilitate contact with LGBTI people in other regions, strengthening the work of ILGA worldwide;
- (g) Actively support and participate in the governance, policy and advocacy activities of ILGA;
- (h) Collaborate with other organizations or movements working also for the dignity and rights of LGBTI people and / or for other peoples who are marginalized or excluded from society, including but not limited to women, indigenous peoples and sex workers.