



# ILGA OCEANIA CONSTITUTION

## Approved: 15 May 2014

**DARWIN** - This version includes amendments approved at the 1st ILGA Oceania Annual General Meeting (Thursday, 15 May 2014) held in during the 1st ILGA Oceania Regional Conference (Wednesday, 14 May 2014 – Friday, 16 May 2014) held in Darwin - Northern Territory, Australia.

**WELLINGTON** – There were no changes made to this document during the Annual General Meeting (Saturday, 12 March 2016) held during the 2nd ILGA Oceania regional conference (Wednesday, 09 March 2016 – Saturday, 12 March 2016) in Wellington, New Zealand.

**BANGKOK** - This version also includes the 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.

**APIA** - This version also includes the amendments of the ILGA Oceania Annual General Meeting (Saturday, 01 September 2018) held during the 3rd ILGA Oceania Regional Conference (Wednesday, 29 August 2018 – Saturday, 01 September 2018) in Apia, Samoa.

**WELLINGTON** – There were no changes made to this document during the Special General Meeting which acted as the region's Annual General Meeting (Tuesday, 2019-03-19) held during the ILGA World Conference (Monday, 18 March 2019 - Friday, 22 March 2019) in Wellington, New Zealand.

**VIRTUAL** – This version contains the amendments approved at the Annual General Meeting (Saturday, 24 October 2020) held during the virtual ILGA Oceania Regional Conference (Thursday, 22 October 2020 - Saturday, 24 October 2020).

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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

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

**'Executive Board Member'** means a member of the Executive Board, regardless of whether they are an Senior Executive, Portfolio or Regional member.

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

**'ILGA World'** 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 "ILGA Oceania", followed by "Co-operative", "Limited", "Committee Incorporated", "Society Incorporated", which is the legal identity of the "Oceania Region of ILGA World".

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

**'LGBTI'** means the characterisation of the term "LGBTI" in the policy document.

**'Member'** means a full member or associate member.

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

**'No Candidate'** means an additional option in an election for a position, to be run as a separate candidate, indicating that no one has confidence in any of the candidates running for the vacancy. Choosing this option is different from choosing to "abstain" from voting in the election for that position.

**'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)

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

**'Regional Conference'** means a conference held by ILGA Oceania, in the Oceania region, at which an Annual General Meeting of ILGA Oceania occurs.

The '**Regulation**' means the NSW's legislation entitled [Associations Incorporation Regulation 2016 \(NSW\)](#).

**'Secretary'** means:

- (a) the person holding office under this constitution as secretary of the Executive Board; or
- (b) if no such person holds that office, the public officer of ILGA Oceania.

**'Senior Executive'** means the Co-Convenors, Alternates, Secretary, and Treasurer.

**'Special General Meeting'** means a general meeting of ILGA Oceania, other than an Annual General Meeting.

**'World Conference'** means the governing conference of ILGA World, at which an 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.
- (c) a reference to days means calendar days, not business days.
- (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 3 - Membership

### 4. Membership Categories

- (1) ILGA World, via its own processes and procedures, governs:-
  - (a) ILGA membership categories and category requirements
  - (b) ILGA membership applications, including their assessment, and approvals;
  - (c) ILGA membership terminations and expulsions;
  - (d) ILGA membership Fees payable.
- (2) Members of ILGA World based in the Oceania Region or Oceania Region Territories, as defined by ILGA World, are automatic members of ILGA Oceania.

### 5. Nominations for Membership

- (1) An applicant for any member category must: -
  - (a) submit a written application to the Administrative Office of ILGA World;
  - (b) agree in writing with the aims and objectives of ILGA World and ILGA Oceania;
- (2) 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.
- (3) After a first assessment by the Executive Board regarding the fulfillment of the membership category criteria and the conformity with the aims and objectives stipulated in ILGA World's and ILGA Oceania's Constitutions, the application shall be submitted together with a recommendation of the Executive Board to the ILGA World Executive Board for decision. The ILGA World Executive Board shall have full power and discretion to approve or reject the application and to grant the applicant with temporary membership status until ILGA World's next World Conference. The ILGA World Executive Board's decision in the application is subject to final approval by the next ILGA World Conference
- (4) On acceptance of membership of ILGA World and membership fees are paid to ILGA World then the organization is registered as member.

### 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 World membership.

### 8. Register of Members

- (1) The Administrative Office of ILGA World 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 in electronic form, accessible by the secretary.
- (4) The register of members must be open for inspection, free of charge, by any member of ILGA Oceania at any reasonable hour.
- (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) The electronic form of the register must be convertible into hard copy.

## 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 World.

## 11. Mediation and Arbitration

- (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 World for mediation.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to ILGA World, the dispute is to be referred to professional arbitration.
- (3) The NSW legislation titled [Commercial Arbitration Act 1984 \(NSW\)](#) applies to any such dispute referred to professional arbitration.

## 12. Official Complaints by an Individual

### Lodgement

- (1) The complaint must be lodged:-
  - (a) on the approved form.
  - (b) to the senior executive members that are not either complainants or respondents.
  - (c) by a representative of a member organisation.

### Composition

- (2) A grievance committee must be set up of ILGA Oceania Executive board members of a composition: -
  - (a) One recommended by the applicant
  - (b) One recommended by the respondent
  - (c) Two ILGA Oceania Executive board member randomly chosen from the Executive board.
- (3) Both the complaint and respondent have one veto of a member on the grievance committee.
- (4) If one of the grievance committee is added as a complaint either by the respondent or complainant then that individual must withdraw from the complaint.

### Complaints Lacking Substance

- (5) A point form summary of the complaint is then formulated. Each point must: -
  - (a) be unresolved
  - (b) have been previously been presented to the respondent, and that respondent has not acted to remedy the problem within an appropriate time frame.
  - (c) be a contravention of: -
    - i) the constitution
    - ii) the standing orders
    - iii) the code of conduct
    - iv) safe meeting procedure

- (d) not be based on actions in direct compliance with the constitution and/or standing orders.
  - (e) have a logistically possible remedy proposed [section10].
  - (f) include sufficient dates, documentation and other specifics to definitively narrow down the action being complained enable a possible response.
  - (g) accompany all evidence required to substantiate and reply to the complaint.
  - (h) include all required documentary evidence on which the complaint was based.
  - (i) be wholly stated within the complaint form.
  - (j) not be based on any matter older than 2 years
  - (k) not be based on the same facts or issues previous dealt with in a prior complaint by that same person.
- (6) A complaint can: -
- (a) have multiple complainants, or additional complainants added after lodgement (but no added additional complainants after the conclusion to the complaint) on exactly the same issues and facts on which the original complaint was based.

### Timetable

- (7) The following deadlines must be given sequentially: -
- (a) The complaint must be notified of the complaint within 1 week.
  - (b) The complaint and respondent must go to mediation and arbitration [section 8-10].
  - (c) A grievance committee must be created within 2 weeks.
  - (d) After the requirements of mediation and arbitration, the committee must meet and create a point summary of the complained of issues containing the necessary details, evidence and proposed remedy for the respondent to reply within 1 month.
  - (e) The respondent must been given 2 weeks to remedy the issue.
  - (f) From the supply of the grievance committees report in an email, with the deadline clearly indicated, the respondent is to be given 2 weeks to submit an initial response.
  - (g) The complainant is to submit a counter response within 2 weeks, after the respondent's initial response.
  - (h) The respondent is to submit a final response within 2 weeks, after the complainant's initial response.
  - (i) The grievance committee is to produce a report within 2 weeks, after the final complainant/respondent submissions.
  - (j) The report must be approved or rejected by a full vote of all the member of the Executive board (including those mentioned in the complaint) at the next available Executive board meeting.

### Available Remedies

- (8) With the endorsement of a vote of the full Executive board (including those mentioned in the complaint) the following remedies can be implemented on the basis of a finalised complaint:-
- (a) Warning the representative; and/or
  - (b) Passing the complaint onto the ILGA World Executive board for disciplinary remedies under their own constitution.
  - (c) Calling for a re-election of the position that representative holds by a general meeting.
  - (d) Noted at the very next general meeting as a source of concern.

## 12A. Disciplining of Members

- (1) A complaint may be made to the ILGA World Executive Board or the Executive 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 World or ILGA Oceania.
- (2) The ILGA World Executive Board or the Executive Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the ILGA World Executive Board or the Executive Board decides to deal with the complaint, the Executive Board:
- (a) must cause notice of the complaint to be served on the member concerned with a deadline for a response clearly stated, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive 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 World Executive Board may, by resolution, expel the member from ILGA Oceania or suspend the member from ILGA World 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 World Executive 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 Executive 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 World confirms the resolution under [clause 13](#), whichever is the later.

### 13. Right of Appeal of Disciplined Member

A member may appeal to ILGA World at a ILGA World conference against a resolution of the ILGA World Executive Board under [clause 12](#) / [clause 12A](#), 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 World constitution, its by-laws and standings orders.

## Part 4 – The Executive Board

### 14. Executive Board Powers

Subject to the Act, the Regulation, the ILGA World Constitution and any ILGA World standing order and this Constitution and to any resolution passed by ILGA Oceania in general meeting, the Executive 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 Executive Board to be necessary or desirable for the proper management of the affairs of ILGA Oceania.

### 15. Executive Board Functions

The Executive 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 Executive Board

- (1) The total number of Executive Board members is to be **16**, consisting of the following positions:

#### Senior Executive

- (a) two (2) Co-Convenors, at least one of whom identifies as a woman;
- (b) two (2) Alternates, at least one of whom identifies as a woman;
- (c) one (1) Secretary;

(d) one (1) Treasurer.

#### Portfolios

(e) one (1) Women's Sub-committee Chair;

(f) one (1) Trans Sub-committee Chair;

(g) one (1) Bisexual Sub-committee Chair;

(h) one (1) Intersex Sub-committee Chair;

(i) one (1) Youth Sub-committee Chair;

(j) one (1) Elder Sub-committee Chair;

(k) one (1) Disability Sub-committee Chair.

#### Regional Members

(l) one (1) Pacific Island Representative (must be of indigenous descent from a Pacific Island, as defined in ILGA Oceania's Constitution);

(m) one (1) Australian Representative (must be of Aboriginal and or Torres Strai Islander descent);

(n) one (1) New Zealand Representative (must be of Māori descent).

#### Conference Portfolios

(l) one (1) Conference Convenor.

- (2) Each Executive board member must be endorsed by a full member of ILGA Oceania.
- (3) The term "woman" shall be taken to include the diverse range of gender identities found in the Oceania region.
- (4) Executive Board members, subject to the constitution, are elected in accordance with [clause 17](#), and hold office for a term which ends at the next General Meeting (regardless of whether this General Meeting occurs at a Regional Conference, or a Regional Caucus at an ILGA World conference), following the date of the appointment.
- (4B) The conference convenor, subject to the constitution, will hold office for a 2-year term, which ends at the next General Meeting at a Regional Conference (not at a Regional Caucus at an ILGA World conference), following the date of the appointment.
- (5) No more than half of those delegates appointed to the Executive board, by a General meeting election and/or the filling of casual vacancies, can represent full members from the same country.
- (6) Multiple Executive Board positions may not be occupied by either:
  - (a) one person
  - (b) two delegates representing the same full member of ILGA.
- (7) No delegate can exchange the position they hold with another position (either held by a delegate on the Executive Board or a vacant position) unless the procedures for filling a casual vacancy are followed (including advertising any vacant position to all full members of ILGA Oceania). The exception is the alternate position, which automatically fills the corresponding convenor position when that convenor position is vacated.

## 17. Election of the Executive Board

- (1) Nominations of candidates for election as Executive Board members:
  - (a) must be made via the official form; and
  - (b) must be delivered to the Secretary within the deadline stated in [clause 31\(7\)](#)
- (2) A person nominated as a candidate for election as an Executive Board member must be a representative of a full member.
- (3) If insufficient nominations are received across a sub-region, as outlined in [clause 16\(3\)](#), any vacant positions, representing that sub-region are taken to be casual vacancies.
- (4) Regardless of the number of nominations, a ballot is to be held with a "no candidate" option. If the "no candidate" option gains more votes than the candidate, then that position is not filled and that position is either taken to be casual vacancy to be filled by:
  - a) a second election for that position at the same general meeting (if a simple majority resolution is passed on the conference floor to do so);
  - b) a later election run by the board ([clause 23](#));
- (5) Members shall vote for all candidates eligible for election. The top-polling candidates for each position specified in [clause 16\(1\)](#) fills that position. In the event of a tie for the final spot of each candidate, an additional vote shall be held to ask members to vote once for their preferred candidate, out of the two tied candidates.



### Convenor/Alternate Election

- (7) If the initial election for the female convenor position does not elect a candidate that is indigenous, then the election of the second convenor position must only be amongst indigenous candidates. Likewise, when conducting the elections for the alternate positions, one of those positions must end up being held by an indigenous candidate.
- (8) If the candidates for either convenor position do not have a minimum number of 3 indigenous candidates, or the number of non-indigenous candidates outnumber the indigenous candidates for these positions, then nominations must be opened up again for the two convenor positions during the conference, and a special call-out made for candidates for those positions that are indigenous.

## 18 Co-Convenors and Alternates

- (1) The co-convenors shall, unless the Executive board directs otherwise, perform the following functions:-
  - (a) at any meeting of the Executive Board preside as chairperson.
  - (b) act as the official spokespeople for the Executive Board.
  - (c) represent the Oceania region on the ILGA World Executive Board.
  - (d) prepare a report on the regional progress for the ILGA Executive Board, presenting their report at each and every ILGA World Executive board meeting during their term.
- (2) The alternates shall, unless the Executive board directs otherwise, perform the following functions:-
  - (a) represent the Oceania region on the ILGA World Executive Board, if a co-convenor cannot attend.
  - (b) prepare, or assist in preparing, a report on the regional progress for the ILGA World Executive Board, for the ILGA World Executive Board meeting they attend.
- (3) In the event that a co-convenor cannot attend a meeting of the Executive 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 ILGA Oceania delegates sent to attend an ILGA World Executive 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, 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, which includes:
  - (a) all appointments of office-bearers and general Executive board members; and
  - (b) the names of members of the Executive Board present at a Executive Board meeting or a general meeting; and
  - (c) all proceedings at Executive 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-conveners' 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 World Executive board meeting during that Secretary's term.
- (6) The Secretary shall research each new prospective ILGA member, from the Oceania region, and write a report indicating that member's legitimacy and eligibility for membership, to be submitted to the co-convenors before the ILGA World Executive board meeting occurs where the decision is to be made to reject or admit that perspective new member's membership application.

## 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-conveners' 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 World Executive board meeting during that Treasurer's term.

## **20A. Portfolio Sub-committee Chair**

- (1) The portfolio sub-committee chair is to convene at least 2 meetings of a sub-committee for their corresponding portfolio.
- (2) The portfolio sub-committee chair 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 World board meeting during that ordinary Executive board member's term.

## **20B Women's Sub-committee Chair**

### **Women's Sub-committee Chair**

- (1) **Prerequisites** - The Women's Sub-committee Chair requires any applicant and holder of the position to:-
- (a) identify themselves as being a woman;
  - (b) be endorsed by an ILGA member organisation as their representative.
  - (c) be an Executive Board member.
- (2) The Women's Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on women's issues and progress in their women's portfolio, in time for those Co-Convenors to present this report at each and every ILGA World Executive board meeting during that Executive board member's term.

- (3) The Women's Sub-committee Chair shall convene at least 2 meetings of the Women's Sub-committee

### **Women's Sub-committee**

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to this sub-committee.
- (6) Each member may only nominate one delegate to sit on the women's sub-committee.
- (7) Each delegate of the Women's Sub-committee must identify themselves as being a woman.

## **20C Trans Sub-committee Chair**

### **Trans Sub-committee Chair**

- (1) **Prerequisites** - The Trans Sub-committee chair requires any applicant and holder of the position to:-
- (a) identify themselves as being a trans;
  - (b) be endorsed by an ILGA member organisation as their representative.
  - (c) be an Executive Board member.
- (2) The Trans Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on trans issues and progress in their trans portfolio, in time for those Co-Convenors to present this report at each and every ILGA World Executive board meeting during that Executive board member's term.
- (3) The Trans Sub-committee Chair shall convene at least 2 meetings of the ILGA Oceania Trans Sub-committee

### **Trans Sub-committee**

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to the Trans Sub-committee.
- (6) Each member may only nominate one delegate to sit on this sub-committee.
- (7) Each delegate of the trans sub-committee must identify themselves as being trans.

## **20D Bisexual Sub-committee Chair**

### **Bisexual Sub-committee Chair**

- (1) **Prerequisites** - The Bisexual Sub-committee Chair requires any applicant and holder of the position to:-
- (a) identify themselves as being a bisexual;
  - (b) be endorsed by an ILGA member organisation as their representative.
  - (c) be an Executive Board member.
- (2) The Bisexual Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on bisexual issues and progress in their bisexual portfolio, in time for those Co-Convenors to present this report at each and every ILGA World Executive board meeting during that Executive board member's term.
- (3) The Bisexual Sub-committee Chair shall convene at least 2 meetings of the ILGA Oceania Bisexual sub-committee

### **Bisexual Sub-committee**

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to the bisexual sub-committee.
- (6) Each member may only nominate one delegate to sit on this sub-committee.
- (7) Each delegate of the bisexual sub-committee must identify themselves as being bisexual.

## 20E Intersex Sub-committee Chair

### Intersex Sub-committee Chair

- (1) **Prerequisites** - The Intersex Sub-committee Chair requires any applicant and holder of the position to:-
  - (a) be an intersex person (irrespective of sex, sexual orientation or gender identity);
  - (b) be endorsed by an ILGA member organisation as their representative.
  - (c) be an Executive Board member.
- (2) The Intersex Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on intersex issues and progress in their intersex portfolio, in time for those Co-Convenors to present this report at each and every ILGA World board meeting during that Executive board member's term.
- (3) The Intersex Sub-committee Chair shall convene at least 2 meetings of the ILGA Oceania Intersex sub-committee

### Intersex Sub-committee

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to the intersex sub-committee.
- (6) Each member may only nominate one delegate to sit on the intersex sub-committee.
- (7) Each delegate of the intersex sub0committee must identify themselves as being intersex.

## 20F Youth Sub-committee Chair

### Youth Sub-committee Chair

- (1) **Prerequisites** - The Youth Sub-committee Chair requires any applicant and holder of the position to be:-
  - (a) under 25 years of age;
  - (b) endorsed by an ILGA member organisation as their representative.
  - (c) an Executive Board member.
- (2) The Youth Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on youth issues and progress in their youth portfolio, in time for those Co-Convenors to present this report at each and every ILGA World Executive board meeting during that Executive board member's term.
- (3) The Youth Sub-committee Chair shall convene at least 2 meetings of the ILGA Oceania Youth sub-committee

### Youth Sub-committee

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to this sub-committee.
- (6) Each member may only nominate one delegate to sit on the youth sub-committee.
- (7) Each delegate of the youth sub-committee must be under 25 years-old.

## 20G Elder Sub-committee Chair

### Elder Sub-committee Chair

- (1) **Prerequisites** - The Elder Sub-committee Chair requires any applicant and holder of the position to:-
  - (a) be over 60 years of age;
  - (b) be endorsed by an ILGA member organisation as their representative.
  - (c) be an Executive Board member.
- (2) The Elder Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on issues affecting the elder issues and progress in their elder portfolio, in time for those Co-Convenors to present this report at each and every ILGA World Executive board meeting during that Executive board member's term.
- (3) The Elder Sub-committee Chair shall convene at least 2 meetings of the Elder Sub-committee

### Elder Sub-committee

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to this sub-committee.
- (6) Each member may only nominate one delegate to sit on the Elder Sub-committee.
- (7) Each delegate of the Elder Sub-committee must be over 60 years of age when applying.

## 20H Disability Sub-committee Chair

### Disability Sub-committee Chair

- (1) **Prerequisites** - The Disability Sub-committee Chair requires any applicant and holder of the position to:
  - (a) identify themselves as having a disability;
  - (b) be endorsed by an ILGA member organisation as their representative.
  - (c) be an Executive Board member.
- (2) The Disability Sub-committee Chair shall contribute to the Co-Convenors' reports, on the developments on disability issues and progress in their disability portfolio, in time for those Co-Convenors to present this report at each and every ILGA World Executive board meeting during that Executive board member's term.
- (3) The Disability Sub-committee Chair shall convene at least 2 meetings of the ILGA Oceania Disability Sub-committee

### Disability Sub-committee

- (4) The sub-committee is a body made up of delegates nominated by members as their representative.
- (5) The restriction on the ILGA Oceania Executive board composition do not apply to the Disability Sub-committee.
- (6) Each member may only nominate one delegate to sit on the Disability Sub-committee.
- (7) Each delegate of the Disability Sub-committee must identify themselves as having a disability.

## 22. Conference Convenor

The conference convenor shall be elected by the Executive Board and unless the Executive 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 spokespeople for the ILGA Oceania conference.
- (c) report back to the ILGA Oceania Executive 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 Executive Board, the Executive Board may appoint (by a vote of the Executive board, once the position is advertised amongst all full members) 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 next General Meeting (regardless of whether this General Meeting occurs at a Regional Conference, or a Regional Caucus at an ILGA World conference) following the date of the appointment.
- (2) A casual vacancy in the office of the Executive Board occurs if the Executive 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 convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
  - (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) Appointment of a casual vacancy must be within the normal restrictions.

## 24. Removal of Executive Board Members

- (1) ILGA World or the Executive Board in a general meeting, may, by resolution, remove any member of the Executive Board from the office of member before the expiration of the member's term of office.
- (2) If a member of the ILGA World Executive Board, or Executive 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.

- (3) A vote of 75% of the non-vacant positions of the Board, in a Board meeting, may remove the delegate who is in the conference convenor role from that role, and thereby remove them from the Board (creating a casual vacancy).

## 25. Executive Board Meetings and Quorum

- (1) The Executive Board must meet at least 3 times in each period of 12 months, not including the Executive Board meetings at the ILGA World Conference and the ILGA Oceania regional conference, at such place and time as the Executive Board may determine.
- (2) Additional meetings of the Executive Board, may be convened by the Co-Convenors or by the request of any two members of the Executive 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 Executive Board must be given by the Secretary to each member of the Executive Board at least 1 week (or such other period as may be unanimously agreed on by the members of the Executive Board) before the time appointed for the holding of the meeting.
- (4) The Co-convenors may call for an emergency meeting of the Executive board to respond to an urgent human rights issue. In this situation, oral or written notice of a meeting of the Executive Board must be given by the secretary to each member of the Executive Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive 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 Executive 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 Executive Board plus one' constitutes a quorum for the transaction of the business of a meeting of the Executive Board. Meetings of the Executive 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 Executive 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 Executive Board:
- (a) a Co-Convenor or, in both Co-Convenors' absence, one of the alternates is to preside; or
  - (d) In the event one of the alternates is not able to substitute for a given convenor, either one of the Secretary or Treasurer may act as an emergency alternate; or
- (c) if the Co-Convenors, Alternates, and the Secretary or Treasurer are absent or unwilling to act, such one of the remaining members of the Executive Board as may be chosen, by the members present at the meeting, to preside;
- (10) for the convenor position that is dedicated to a representative who identifies as being a women, the replacement must also identifying as being a women.

### 25A 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 Executive Board to Sub-Committee

- (1) The Executive Board may, by writing, delegate to one or more sub-committees (consisting of such member or members of ILGA Oceania as the Executive Board thinks fit) the exercise of such of the functions of the Executive 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 Executive 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 Executive 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 Executive Board.
  - (6) The Executive 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 Executive Board are to be determined by a majority of the votes of members of the Executive Board present at the meeting.
- (2) Each member present at a meeting of the Executive 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 Executive Board may act despite any vacancy on the Executive Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered by the Executive Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Board.

## Part 5 - General meetings

### 28. Annual General Meetings - Holding of

- (1) The highest authority of ILGA Oceania is the Regional Conference, which serves as an Annual General Meeting
- (2) ILGA Oceania must hold:-
  - (a) an annual general meeting every year.
  - (b) a minimum of one Regional Conference every two years.
- (3) Annual General Meetings will be held: -
  - (a) as part of the biannual Regional Conference, in an alternate year to the biannual ILGA World conference; or
  - (b) as part of the biannual World Conference, or a regional conference in that same year.
- (4) In the year that an annual general meeting has not, or will not, 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 time determined by the Executive Board and provided by notice of the Annual General Meeting.
- (5) Participation in an Annual General Meeting may occur by telephony or other electronic means as determined by the Executive 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 Executive 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:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

- (b) to receive from the Executive Board reports on the activities of ILGA Oceania during the last preceding financial year,
  - (c) to elect all the Executive Board members mentioned in [clause 16 \(1\)](#).
  - (e) to receive and consider any financial statement or report required to be submitted to members under the Act.
  - (f) to vote to decide on the next regional conference host, from amongst the tabled bids. Each bid must nominate a conference convenor, who is taken as elected with the confirmation of the winning bid vote.
- (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 Executive Board may convene a special general meeting of the association.
- (2) The Executive Board must convene a special general meeting of ILGA Oceania, on the requisition in writing, based on whichever number is higher, either:-
- (a) of at least 5 per cent of the total number of ILGA Oceania members; or
  - (b) of half the number of Executive board members, minus any casual vacancies.
- (3) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Executive Board fails to convene a special general meeting to be held within 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 Executive Board.
- (6) For the purposes of [sub-clause \(3\)](#):
- (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### 31. Notice

- (1) If the nature of the business, including constitutional amendments, 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 \(8\)](#), 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 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 3 months before the first day of the general 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 all Executive 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 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 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 15 days prior to the first day of the general meeting.
- (7) Nomination for any position on the ILGA Oceania Executive board must be delivered to the Secretary no later than 15 days prior to the date fixed for the holding of the general meeting at which the election is to take place. A list of nominated candidates standing for Executive Board positions along with a short candidate summary for each candidate must be distributed to all members no later than 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 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.
- (9) When a general meeting occurs at a regional conference, the deadline related to the date of the general meeting, are not based on the date of the first day of any associated regional conference, but the date during, before or after the regional conference, on which the general meeting occurs. These two dates will coincide only if the general meeting is held on the first day of an associated regional conference.
- (10) The following is a summary of the deadlines and some recommended deadlines for a regional conference.

Event	Sender	Recipient	Notice	Clause
AGM Notice	Secretary	Members	3 months	<a href="#">sub-clause (3)</a>
Scholarship Applications Deadline*	Delegate	Secretary	2 months & 2 weeks	N/A
Calling a SGM meeting	Member	Secretary	2 months (Failure: 3 months)	<a href="#">s30(4)</a>
Scholarship Results Released*	Board	Members	2 month	N/A
Notice of Business	Member	Secretary	2 months	<a href="#">sub-clause (4)</a>
Session Applications Deadline*	Delegate	Secretary	1 month & 2 weeks	N/A
Session Results Released*	Board	Members	1 month	N/A
Special Resolution Deadline*	Members	Secretary	1 month	N/A
Preliminary Agenda Distribution	Secretary	Members	21 days	<a href="#">sub-clause (5)</a>
Special Resolution Notice	Secretary	Members	21 days	<a href="#">sub-clause (1)</a>
Proposal Amendment Deadline	Members	Secretary	15 days	<a href="#">sub-clause (6)</a>
Executive Board Nomination Deadline*	Members	Secretary	15 days	<a href="#">sub-clause (7)</a>
Candidate Summaries	Secretary	Members	10 days	<a href="#">sub-clause (7)</a>
Final Notice (meeting details)	Secretary	Members	10 days	<a href="#">sub-clause (8)</a>
Pre-registration Deadline*	Delegate	Secretary	48 hours	N/A
Proxies Deadline*	Delegate	Secretary	Conference start	N/A

\* Recommended Deadlines Only

## 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.

## 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 [sub-clause \(1\)\(a\)](#) in the same way as it applies to a show of hands.
- (4) 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](#) / [clause 12A](#)).
- (2) A postal or electronic ballot is to be conducted in accordance with [Schedule 3 to the Regulations](#).

#### **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 4 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 6 - 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 World Executive Board such as affiliation fees, are subject to any resolution passed by the association in general meeting, such other sources as the Executive 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 Executive Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Board or employees of the association, being members or employees authorised to do so by the Executive Board.
- (3) Subject to its rules, the association may contract to borrow money on any terms and in any manner it thinks fit.

## **42. Administrative Documents & Alterations**

### **Jurisdiction**

- (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 World's constitution and the decisions of the ILGA World Executive Board.
- (2) ILGA Oceania shall endeavour to ensure its work reflects the diversity of its members and is within the mandates of ILGA World.
- (3) The ILGA Oceania Constitution and any ILGA Oceania Standing Orders will be administered and amended to ensure that they avoid conflict with any reasonable non-LGBTI discriminatory legislative incorporation requirements of the country of which ILGA Oceania is incorporated.
- (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.

### **Constitution**

- (5) 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 to be made by the Secretary or a Board member.
- (6) Notification of a name change shall be given to the ILGA Board.

### **Policy Document**

- (7) ILGA Oceania Policy Document, may only be changed by a:-
  - (a) 50% vote at a General Meeting;
  - (b) unanimous vote of a Board meeting.
- (8) Provisions of a policy document, under a particular topic heading, will be further grouped into:-
  - (a) "General" - Conceptually broad and universally applicable values.
  - (b) "Immediate" - Topical issues
- (9) "Immediate" issue provisions must state a date when the provision was added. An "Immediate" issue provision is automatically removed 4 years after the date it was added, unless a simple majority vote is made at a regional conference to specifically retain that provision.

### **Conflicts**

- (9) A subordinate document cannot explicitly conflict with an authoritative document: -
  - (a) the ILGA Constitution or the ILGA Standing Orders are authoritative over all of the following administrative documents;
  - (b) the ILGA Oceania Constitution is authoritative over the ILGA Oceania Standing Orders and the ILGA Oceania Policy document;
  - (c) the ILGA Oceania Policy document is authoritative over the ILGA Oceania Standing Orders;
  - (d) the ILGA Oceania Standing Orders are subordinate to all of these administrative documents.
- (10) A conflict occurs when it is logistically impossible for provisions of two separate document to work together. A conflict is not just a mere inference of an inconsistency of terminology or intention, or just an omission in one document.
- (11) Any such direct conflicts shall be read down to the extent of that inconsistency.

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

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be accessible online by the secretary.

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

- (1) An online version of the following document must be accessible to any member, or the representative:
  - (a) records, books and other financial documents of ILGA Oceania,
  - (b) this Constitution,
  - (c) minutes of all Executive Board meetings and general meetings of ILGA Oceania.
- (2) Despite [sub-clause \(1\)](#), 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) 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 any form of electronic transmission to an address specified by the person.
- (2) 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 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, 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 and ending on the following 30 June.

#### **47. Non-Profit Status & Property Distribution Upon Winding Up**

- (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 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 World, or another organisation with similar purposes which is not carried on for the profit or gain of its individual members. If the organisation 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 [See: [Section 65 of the Act](#)].

#### **48. Common Seal**

- (1) The common seal of association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to a document without the approval of the Executive Board and shall be attested by the signatures of any two senior executive members.

#### **49. Working Languages**

- (1) The working languages of the association are English, and International and Oceania Sign Language.
- (1A) Attention needs to be paid to those that are blind, low-sighted, deaf, as well as those that have aphasia, and/or intellectual disabilities.
- (2) In case of dispute relating to the present Constitution between Members, the official published English version shall prevail. In case of disputes with the association and third parties, the official published English version is the only relevant version.
- (3) ILGA Oceania is inclusive of all people and will strive to provide communication in other languages where possible.