
Bear Men of Adelaide Incorporated

Incorporate Number A37146
Australian Business Number 36 249 144 193

CONSTITUTION

9th February 2013

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1. Name

- a. The name of the incorporated association is Bear Men of Adelaide Incorporated referred to herein as 'the association'.

2. Definitions

- a. *Accounting records* – includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers and other documents of prime entry, and books and records which record such entries, and also includes such working papers and other documents as are necessary to explain the methods and calculations by which accounts are made up.
- b. *Association* – includes society, club, institution and body.
- c. *Bear Community* – people who identify as being a Bear. (Within the broad definition of Bears in the GLBTIQ communities) and/or people who are friends of Bears.
- d. *Beneficiary* – includes an object under a discretionary trust.
- e. *Committee* – the financial members of the association who have under the rules of the Incorporated Association Act of South Australia 1985 (referred to herein as 'the Act'), power to administer the affairs of the association (Part 4, paragraph 29.1 or the Act).
- f. *GLBTIQ Community* – people who identify as Gay, Lesbian, Bisexual, Transgender, Intersex or Queer.
- g. *Incorporated Association* - means an association incorporated under the Associations Incorporations Act 1985.
- h. *Member* – a person who is under the rules of the association a member of the association.
- i. *Prescribed Association* - as a general description, a prescribed association is one that had gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year.
- j. *Visitor* - Any person who is invited to attend a meeting who is not a member. A visitor can attend any meeting of the association but is not entitled to vote.

3. Purpose

- a. To promote a social culture for members.
- b. To provide an inclusive environment.
- c. To actively promote activities within the Bear communities and culture to the wider GLBTIQ communities.
- d. To enhance Bear community awareness and promote a positive role for Bears within the GLBTIQ communities.

- e. To promote Men's health and responsible sexual practices.

4. Powers of the association

- a. The association shall have all the powers conferred by Section 25 of the Act.

5. Membership

5.1 Types

- a. *Ordinary Member* – a person who meets the membership requirements and has paid the required membership fees.
- b. *Foundation Member* – a person who was part of the original formation of the association and by decision of the formed committee was awarded the category of Foundation Member for life. This person shall not be required to pay membership fees for the period of the membership. This category of membership can no longer be awarded to a person.
- c. *Life Member* – the category is conferred upon a person that has devoted their time, knowledge and abilities to the advancement of the association. Nominations for awarding this membership will be made in writing to the committee who shall examine the nomination for its merit. There will a maximum of one Life Member awarded each calendar year. The timing of announcing the recipient of this prestigious award shall be at the Annual General Meeting.

5.2 Requirements

- a. Any person who identifies with the Bear Community may apply for membership of the association. The application for membership shall be made in writing, signed by the applicant. Upon the acceptance of the application by the Secretary and upon payment of the first annual subscription, the applicant shall be a member of the association.
- b. All applicants and members must be 18 years and over at the time of application for membership.
- c. The committee shall implement a Membership Policy. The membership policy and procedures will be made available to all members through the Web Site and from the Secretary upon request.

5.3 Subscriptions

- a. The subscription fees for membership shall be such amount, as the members shall determine from time to time in general meeting.
- b. The subscription fees shall be payable annually. Renewing subscriptions are payable 30 days from that date.
- c. Any member whose subscription is outstanding for more than two months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.4 Resignations

- a. A member may resign from membership of the association by giving written notice to the Secretary or Public Officer of the association. Any resigning member shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the association.

5.5 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.4d below, cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.5d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.6 Register of members

- a. The committee shall appoint a membership officer from the committee to keep and maintain a register of all members including financial and non-financial members, which shall remain confidential.

5.7 Powers and duties

- a. The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all powers and do all such things as are within the purpose of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The committee shall have authority to interpret the meaning of these rules and other matter relating to the affairs of the association on which these rules are silent.

- d. The committee shall appoint a Public Officer as required by the Act. Notice of appointment or any change in the identity or address of the Public Officer are to be lodged within one month after the change in writing to the designated government authority.

5.8 Appointment

- a. The committee shall be comprised of a President, Secretary, Treasurer and up to six committee members each holding their position for two years.
- b. A committee member shall be a natural person.
- c. The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee being the longest serving members shall retire.
- d. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person prior to the Annual General Meeting by delivering the nomination of that person to the Secretary. The proposer and the nominee shall sign the nomination.
- e. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

5.9 Proceedings of committee

- a. The committee shall meet together for the dispatch of business at least monthly.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a committee meeting shall be three committee members of whom at least one shall be President, Secretary or Treasurer
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of their interest in the contract at the next annual general meeting of the association.

5.10 Disqualification of committee members

- a. The office of a committee member shall become vacant if a committee member is:
- Disqualified from being a committee member by the Act
 - Expelled as a member under these rules

- Permanently incapacitated by ill health
- Absent without apology from more than four meetings in a year of their term
- No longer is a financial member of the association

6. Committee member roles and responsibilities

6.1 Executive members

6.1.1 President

The President of the association roles and responsibilities include:

- Ensuring that they are a financial member of the association
- Attending all scheduled meetings or providing the Secretary with notification of their inability to attend a meeting before the published date.
- Act as chairperson for all meetings when present.
- Liaise with the Secretary to set the agenda for scheduled meetings
- Undertake announcements, as applicable, at the association's social events
- Being involved in the planning and execution of social/support events for the association
- Ensuring at least one committee member attends organised events by the association

6.1.2 Secretary

The Secretary of the association roles and responsibilities include:

- Ensuring that they are a financial member of the association
- Attending all scheduled meetings or providing the President with notification of their inability to attend a meeting before the published date.
- Processing all incoming and outgoing correspondence for the association
- Presenting all correspondence to committee meetings
- Preparing all meeting agendas and keeping all meeting minutes of the association
- Producing and distributing minutes of all meetings to the association committee members and general members (where indicated)
- Maintaining all records of the association including the register of members and sponsors
- Principally responsible for answering correspondence.
- Constructing correspondence on behalf of the association as directed by the committee
- Assuming the role of Public Officer for the association

6.1.3 Treasurer

The Treasurer of the association roles and responsibilities include:

- Ensuring that they are a financial member of the association
- Attending all scheduled meetings or providing the Secretary with notification of their inability to attend a meeting before the published date.
- Collection of all funds for the association

- Present a summary financial report monthly for all committee meetings.
- Present a detailed financial report at the Annual General Meeting covering the period since the previous Annual General Meeting
- Banking and reconciling of all bank statements for the association
- Maintaining legible correct financial records and the register of assets
- Liaising with the Secretary when new membership fees are received and/or when members renew their membership
- Being involved in the planning and execution of social/support events for the association

6.2 General committee

- a. The Committee Members of the association roles and responsibilities include:
- Ensuring that they are a financial member of the association
 - Attending all scheduled meetings or providing the Secretary with notification of their inability to attend a meeting before the published date
 - Taking on additional roles as delegated or directed by the committee of the association
 - Being involved in the planning and execution of social/support events for the association
- b. The Committee Members may also be appointed to other positions within the association such as:
- Newsletter Editor
 - Webmaster
 - Events Coordinator
 - Membership officer

6.3 Public Officer

The Public Officer of the association roles and responsibilities include:

- Ensuring all changes to rules/constitution are lodged with Consumer and Business Services of South Australia
- Ensuring all changes to the association's name are lodged with Consumer and Business Services of South Australia
- Responsible for completing and lodging documentation required by Consumer and Business Services of South Australia on behalf of the association
- Complying with the terms and conditions outlined in the 'Public Officer Responsibilities' document published by Consumer and Business Services of South Australia

7. The seal

- a. The association shall have a common seal upon which the corporate name shall appear in legible characters.
- b. The seal shall not be used without the expressed authorization of the committee and every use of the seal shall be recorded in the minutes of the association. The affixing of the seal shall be witness by the President and the Secretary.

8. General meetings

8.1 Types of meetings

8.1.1 Annual general meeting

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association and thereafter annually.
- c. The order of the business at the meeting shall be:
 - The recording of members present and received apologies for absenteeism
 - The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
 - The election of committee members
 - Any other business requiring consideration by the association in general meeting

8.1.2 Committee meeting

- a. The committee shall meet monthly
- b. The order of the business at the meeting shall include:
 - The recording of members present and received apologies for absenteeism
 - The confirmation of the minutes of the previous committee meeting
 - Presentation of incoming/outgoing correspondence by the Secretary
 - Dealing with business arising from the previous committee meeting
 - The presentation of standing items which includes the reports from President and Secretary.
 - The consideration of the accounts and report from the Treasurer (includes the income/expenditure and reconciled bank balance as at the end of the previous month).
 - Discussion of new business as notified to the Secretary prior to the meeting
 - Recording of the meeting closure time and presenting time/location of next meeting.

8.1.3 Special general meeting

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a petition in writing of not less than 5% of the total number of members of the association, the committee shall, within one month of the receipt of the

petition, convene a special general meeting for the purpose specified in the petition.

- c. Every request for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required, the petitioners may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the petitioners are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.2 Notice of general meetings

- a. At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. The association may give a notice to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- c. Where a notice is sent by post:
 - The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.3 Proceedings at general meetings

8.3.1 Annual general meetings

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any annual general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place.
- c. If at such an adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- d. The President shall preside as chairperson at a general meeting of the association.
- e. If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires

from the chair, the members may choose an Executive Committee member to be the chairperson of that meeting.

8.3.2 Committee meetings

- a. A quorum for a committee meeting shall be three, of whom one shall be the President, Secretary or Treasurer.
- b. If within 30 minutes after the time appointed for the committee meeting a quorum of members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place.
- c. If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Committee member to be the chairperson of that meeting.

8.4 Voting at general meetings

- a. Subject to these rules, every financial member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting must be determined by a majority of members who vote in person or by proxy.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.5 Poll at general meetings

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.6 Proxies

- a. A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - a member and another member
 - a member and the association
- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- e. Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed
- f. Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. Financial reporting

11.1 Financial year

- a. The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of the following year.

11.2 Accounts to be kept

- a. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3 Accounts and reports to be laid before members

- a. The accounts, together with the auditor's report (if required) on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting (refer to section 35(6) of the Act).

11.4 Review of records

- a. Only prescribed associations are required to appoint an auditor annually in accordance with the Act.
- b. The Treasurer shall, at the completion of each financial year, cause the financial records to be reviewed by an independent person who is not affiliated with the association. The Treasurer will present this review and financial statement at each proceeding annual general meeting and at the completion of each financial year.

11.5 Finances

- a. The association is a not for profit organization.
- b. All costs incidental the running of the association shall be paid from the association funds on presentation of a tax invoice and/or receipt.
- c. All reimbursement for incidental costs shall be approved by at least two members of the executive committee.
- d. All monies, goods and equipment collected by the association from its fees become and remain the property of the association. The Treasurer will maintain a register of such items.
- e. The Treasurer shall ensure that all monies received are paid into an account authorised by the association in the name of the association.
- f. Cheques must be signed by at least two authorised signatories of whom there shall be no more than three appointed by the committee.
- g. The authorised signatories shall be the President, Secretary and Treasurer.
- h. The Treasurer shall ensure that records are kept of all receipts and payments. Such records shall be made available for inspection by any financial member of the association upon written request.
- i. The Treasurer shall present a financial report at committee meetings and at the annual general meeting, which shall include a bank statement. The financial report shall detail the expenditure and income for the period identified.
- j. The Treasurer shall make available to the President at every committee meeting all account books, bank statements, chequebooks and other records deemed necessary to verify the correctness of the accounts.
- k. All payments made shall be presented and authorised at the next regular committee meeting.

12. Prohibition against securing profits for members

- a. The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.
- b. Section 55 of the Act provides a prohibition against securing profits for members.

13. Winding up

- a. The association may be wound up in the manner provided for in the Act.

14. Application of surplus assets

- a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- c. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

15. Rules

- a. These rules may be altered (including an alteration to the association's name) by resolution of the members of the association at a general meeting. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.
- c. The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16. Code of Conduct

- a. All members of the club are expected to comply with the Code of Conduct Policy. This policy and procedures for implementing this policy will be made available to all members through the Web Site and from the Secretary upon request.

17. Liability of Members

- a. The Liability of members of the club does not extend towards the payment of debts or liabilities of the club or the cost, charges and expenses of the dissolution of the club
- b. In the event of legal action being taken against the club, no individual member may be sued. However, the club as a whole may be sued depending on the circumstances.