

TEAM SYDNEY INC. CONSTITUTION

Associations Incorporations Act 1984 (NSW)

Updated AGM 22 September 2007

Team Sydney Inc. Constitution

1 NAME

The name of the association is Team Sydney Inc. ("Team Sydney").

2 PRELIMINARY

In these rules, unless the context otherwise requires:

- (a) The singular includes the plural and vice versa.
- (b) "Act" means the Associations Incorporation Act 1984 (NSW), as amended, together with any Regulations made under the Act.
- (c) "Board" means the Board of Directors of Team Sydney, and "Director" means a member of the Board.
- (d) "eligible" means willing to stand and, if elected, to serve as a Director.
- (e) "Member" means a Personal Member, Honorary Life Member, Affiliate, or Member Organisation of Team Sydney.
- (f) "Register" means the Register of Members maintained under rule 12.4.
- (g) "month" means calendar month.
- (h) "year" means Team Sydney's 1 July – 30 June financial year.
- (i) "membership year" means Team Sydney's 1 August - 31 July membership year.
- (j) The provisions of the Interpretations Act 1987 (NSW), as amended, apply to and in respect of these rules.

3 AIMS AND OBJECTIVES

The aims and objectives of Team Sydney are:

3.1 Encourage Clubs

To encourage, foster and develop clubs having as one of their main or principal objectives the conduct of sporting and related social activities for the lesbian and gay community.

3.2 Encourage Participation

To encourage community (and in particular that of lesbians and transgender persons) participation in both competition and non-competitive aspects of sports and related social activities at club, state, national and international level.

3.3 Affiliate Widely and Promote Broadly

In pursuit of aims 3.1 and 3.2, to liaise, deal or affiliate with other bodies, within the lesbian and gay community and the wider community of New South Wales, Australia and internationally. In particular, to develop and promote a uniquely Australian code of affiliation that will allow Team Sydney and all its members and affiliates to participate fully in Local, State, National and International sporting events. This code of affiliation shall recognise the following.

3.3.1 Individual members and directors may have personal allegiances to particular events outside of Team Sydney. When performing elected or volunteer duties for Team Sydney, each person must agree that such duties are inseparable from Team Sydney's aims and objectives and therefore have first call on that person's allegiances. Before taking up their position, Directors must sign a document attesting to this.

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3.3.2 In the event that a person cannot reconcile his/her personal feelings with his/her Team Sydney duties, then that person should voluntarily stand aside from that particular activity (or permanently) ensuring that the Team Sydney Board can work as one team for the benefit of all GLBT Australians.

3.3.3 The Board shall be a source of information for events external to Team Sydney, regardless of the organising body or where those events are to be held. Team Sydney's main priority is to promote its member clubs, encourage participation in sport and sporting events and foster a healthy lifestyle among its members and affiliates.

3.3.4 As it determines on a case-by-case basis, Team Sydney may choose to associate itself by membership or affiliation with national and international events organisers and actively assist its members to participate in such events

3.4 Initiate New Clubs

To take direct initiatives, where the Board thinks appropriate, to establish clubs in geographic areas, and in aspects of sport, where clubs for lesbians and gay men do not exist.

3.5 Represent Sport

To serve as a representative for gay and lesbian sporting clubs and people with, for instance, federal, state and local governments, other sports' controlling bodies, facilities providers and other gay and lesbian organisations.

3.6 Coordinate Events

To act as the coordinating and controlling authority in the conduct of sporting carnivals/events and related social activities involving more than one Member Organisation. When acting in this capacity, Team Sydney may require that any competition is conducted under the rules of the relevant controlling body for the particular activity.

4 ELIGIBILITY AND MEMBERSHIP CATEGORIES

4.1 Member Organisations

A body may be accepted as a Member Organisation if it:

- (a)** has as one of its main objectives the conduct of a sporting activity for the gay and lesbian community;
- (b)** satisfies the Board that it has basic financial controls in place; and
- (c)** is organised and operated under a constitution, articles of association or similar document.
- (d)** provides proof of suitable public liability cover (as determined from time to time or case by case) by the Board or agrees to purchase this through Team Sydney (if offered) unless it is engaged in activities for which such coverage is not available.

4.2 Affiliates

Any organised body, including one eligible to be a Member Organisation, may be accepted as an Affiliate.

4.3 Personal Members and Honorary Life Members

Any natural person who supports the aims and objectives of Team Sydney may be accepted as a Personal Member, or an Honorary Life Member. The status of Honorary Life Member may be conveyed by the membership in general meeting upon the nomination of the Board in consideration of special or outstanding service to Team Sydney.

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4.4 Unincorporated Members

To any necessary extent, the secretary (or another person who has consented in writing) of an unincorporated Member Organisation or Affiliate will be regarded as the relevant Member.

5 JOINING TEAM SYDNEY

5.1 Applications for Membership

Applications for membership must be in a form acceptable to the Board, in which the applicant must agree to support and abide by the aims and objectives of Team Sydney and these rules. The Secretary shall require an applicant seeking to become a Member Organisation to submit documents which establish its compliance with rule 4.1. Any application form must not require personal information beyond full name, contact details and gender unless it is relevant to the pursuit of Team Sydney's aims and objectives and clearly in Team Sydney's best interest to do so.

The first year's annual dues shall accompany every application for membership.

5.2 Consideration of Applications

As soon as practicable after receiving an application for membership the Secretary or Registrar must record the name and details in the membership register and advise the Board of all applications so processed at the first available board meeting. The Secretary shall so inform the Member in writing and the membership becomes subject to the application not being rejected by the board. A dishonoured cheque for application moneys voids acceptance of the relevant application.

5.3 Rejected Applications

Where the Board votes to reject an application, the Secretary must inform the applicant (and nominator if so) in writing, enclosing with the letter the application moneys submitted with the nomination.

(a) In the case of applicants seeking to become Personal Members or Affiliates, the notice of rejection must also advise the applicant that he/she/they may appeal the rejection to the membership of Team Sydney at the next general meeting of Team Sydney.

(b) In the case of an applicant seeking to become a Member Organisation, the notice of rejection must provide reasons that the applicant will be given all reasonable assistance, and time, to conform with the application requirements. Should the applicant so conform, then the Board will accept the application.

6 CESSATION OF MEMBERSHIP

6.1 Cessation

A Member ceases to be a Member of Team Sydney when that Member dies or ceases to exist, resigns or is expelled from membership. Any money owed but not paid by a Member ceasing to be a Member remains a debt which Team Sydney may seek to recover as the Board sees fit.

6.2 Resignation

A Member may resign from membership by giving notice in writing to the Secretary. The resignation shall take effect on the day it is received by the Secretary, and the Secretary shall cause it to be so noted in the Register. A resigning Member must tender with the resignation letter any outstanding subscriptions and/or other money owing to Team Sydney.

7 DISCIPLINE

Any Member who wilfully refuses or neglects to comply with these rules or acts in a way which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of Team Sydney and its aims and objectives, may be censured, have his/her/its membership rights and privileges suspended for not more than 12 months, or be expelled from Membership. Censure, suspension or expulsion

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resolutions may not be considered by the Board unless the affected Member has been given a month's written notice of the proposed action and reason for it. The Member may present its views on the matter in writing and may attend and address the Board meeting. A resolution to censure, suspend or expel a Member must be taken by secret ballot and, to pass, must receive 3/4ths of the votes cast.

8 LIABILITY OF MEMBERS

The liability of a Member of Team Sydney to contribute towards the payment of the debts and liabilities of Team Sydney or the cost, charges and expenses of the winding up of Team Sydney is limited to the amount, if any, unpaid by the member in respect of joining fees, annual subscriptions and any other money properly due and payable by the Member in return for goods and/or services purchased from Team Sydney.

9 FEES

9.1 Annual Subscriptions

Annual subscriptions shall be due and payable on the first day of each membership year. The Treasurer or Registrar shall issue renewal notices at least 1 month prior to that date to all Members (other than Honorary Life Members) on the Register.

9.2 Unpaid Subscriptions

The Registrar must notify in writing all Members whose annual subscription remains unpaid on 1 November. Any Member whose subscription remains unpaid at 1 January will be deemed to have resigned and the Secretary shall so note in the Register. Team Sydney shall not attempt further to recover the unpaid amount. Team Sydney will have no obligation in respect of any claim on any insurance policy organised through Team Sydney (if so) in respect of a Member who at the date the claim arose was not yet paid up for that financial year.

9.3 Amounts Payable

Shall be fixed by the Board annually and if any change; advised to members no later than 30th June.

10 BOARD

10.1 Affairs and Management

The affairs and management of Team Sydney shall be under the control of the Board which shall consist of a maximum of 12 directors. The Board is the committee referred to in the Act. Only natural persons may be Directors.

10.2 Term

Directors will hold office for a period of approximately 2 years, taking office at an Annual General Meeting, and serving until the Annual General Meeting 2 years later. Half of the directors will retire at each Annual General Meeting. In any situation where less than half of the Directors are due to retire at a particular Annual General Meeting, the Directors must decide (and in the absence of agreement, draw lots) who among the remaining Directors will also retire in order to obtain or maintain an even staggering of terms.

10.3 Directors from Sports Council

- (a) The Sports Council may fill up to half of the Directorships on the Board in any year;
- (b) The Board must fix a date for the AGM and provide at least 10 weeks written notice of this date to the Secretary of the Sports Council;

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- (c) This notice must also state the number of Board positions the Sports Council may fill;
- (d) This notice must also fix a date no more than 6 weeks before the AGM by which the Sports Council must report the names of any persons it has elected to the Board;
- (e) The Sports Council Secretary shall procure a meeting of the Sports Council at which the Council will select from amongst its members (and only from among its members) persons who will become Directors of Team Sydney from the next AGM, and the Sports Council Secretary shall advise in writing the names of these persons to the Secretary by the date fixed in the notice from the Board.

10.4 All Other Directors

All available directorships not filled by the Sports Council may be filled at the Annual General Meeting under the process described in rules 10.5 - 10.7.

10.5 Eligibility and Nomination

To be eligible for election at the Annual General Meeting, a person must submit a nomination form stating that the candidate is eligible to be elected, which is signed by the candidate, a nominator and a seconder. All must be paid-up Members of Team Sydney. The form must be accompanied by a nomination statement which may not exceed one side of an A4 page. Nominations, to be valid, must be received by the Secretary at least 4 weeks prior to the Annual General Meeting.

10.6 Election

At the Annual General Meeting, if there are not more nominees than directorships to be filled, the chair may entertain a motion to declare the nominees elected. In any other case, the Board vacancies must be filled from among the nominees by secret ballot, and on a first past the post basis. Member Organisations are not eligible to participate in this vote. If there is to be a secret ballot, any nominee present in person may briefly address the meeting and answer questions.

10.7 Resignation

Any Director may resign in writing to the Secretary, and any Director who ceases for any reason to be a Personal or Honorary Life Member of Team Sydney shall be taken to have resigned as a Director.

10.8 Casual Vacancies

The Board may fill any casual vacancy (including any position unfilled at an Annual General Meeting) in its membership with any eligible Member of Team Sydney. Any person so appointed will hold office until the next Annual General Meeting. In all cases when appointing persons under this rule the Board must give strong consideration to the importance of equal representation on the Board of males and females.

10.9 Indemnity

Team Sydney shall indemnify and hold indemnified the Directors against any action or claim that may be brought against them or against any costs, charges or expenses that may be incurred by them in respect of any act done by them in accordance with these rules.

10.10 Payments to Directors

No Director may be appointed to any salaried office of Team Sydney or any office of Team Sydney paid by fees, and no remuneration or other benefit in money or money's worth shall be given by Team Sydney to any Director except for repayment of out-of-pocket expenses and reasonable and proper rent for premises let to Team Sydney.

11 POWERS OF THE BOARD

The Board shall have the following powers and duties:

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11.1 Committees

The Board may form and disband committees as it sees fit from time to time. The President and/or the Vice-President and/or the Secretary shall be ex officio members of all committees. Committees may include non-Directors and non-Members as the Board sees fit. The terms of reference and authority of a committee will be determined and may be amended by resolution of the Board.

11.2 Policies

The Board shall be responsible for the determination of policy of Team Sydney provided that it is not inconsistent with these rules, and shall deal with matters referred to it at any General Meeting, by any Committee or the Sports Council, and shall coordinate the activities of Team Sydney within the framework of these rules.

11.3 Standing Orders

The Board may provide and regulate its own standing orders for the convening and conduct of its meetings generally (and those of any committee) and to alter such standing orders as it considers desirable but may not specify a quorum of fewer than 3 at Board meetings.

11.4 Auditor

An auditor must be appointed at each Annual General Meeting. The Board shall ensure that Team Sydney's accounts are audited at least once every year and that an audited financial statement is presented at each Annual General Meeting. The person appointed as auditor shall be, in the reasonable opinion of the Board, qualified to undertake this task but; unless required by the Act need not be a registered company auditor.

11.5 Payments

All payments by Team Sydney shall be by cheque wherever practical, or by petty cash floats approved by the Board and shall be made strictly in accordance with the terms for payment set down by the provider of the goods or services being paid for. All payments will be supported by receipt or other documentary accounts.

12 OFFICERS

12.1 Officers

The officers of Team Sydney shall be the President, the Vice-President, the Treasurer, the Registrar and the Secretary. Ideally, if the President is of one sex then the Vice-President shall be of the opposite sex. In the event that there are insufficient people of either sex volunteering for these positions, then both positions can be filled by people of the same sex or the position of Vice-President can be left unfilled. No person shall be re-elected to the same office more than 4 times consecutively. The officers shall be elected by the Board from amongst its members at the first Board meeting following each Annual General Meeting; however the Board may fill casual vacancies as they arise and such appointments shall be for the balance of the term of that director position

12.2 President and Vice-President

Either the President or Vice-President shall normally preside at all General and Board Meetings and perform other duties as conferred by the Board. The Vice-President will act as Public Officer under the Act during any casual vacancy in the office of Secretary. By agreement of the members of the Board, the Chair of the Board may be rotated among the Directors

12.3 Secretary

The Secretary shall be the principal executive officer of Team Sydney in whose name, unless in any particular instance the Board directs otherwise, Team Sydney's correspondence shall be carried on.

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The Secretary shall keep minutes of all General and Board Meetings. The Secretary shall be the Public Officer for the purposes of the Act.

12.4 Treasurer

The Treasurer shall ensure that proper accounts and books are kept showing the true financial position of Team Sydney and the particulars usually shown in such books and will attend to all deposits in Team Sydney accounts. The Treasurer shall so arrange Team Sydney's bank accounts such that the President, Vice-President, Secretary and the Treasurer are signatories, and the accounts can be operated on any two of the signatures.

12.5 Registrar

The Registrar shall maintain the Register, listing the name, postal and electronic addresses, telephone numbers, provision for preferred method for receiving notices and other relevant information in respect of all Members. The office of registrar may be held by any officer of the board in addition to their primary office or may be delegated to any person agreed to by the board. If so delegated to another person the Treasurer will be responsible for the proper upkeep of the Register.

13 SPORTS COUNCIL

13.1 Composition

The Sports Council is a body consisting of one representative from each Member Organisation. Member Organisations must also appoint an alternate. Each Member Organisation must advise the Secretary in writing of the name and contact details of its delegate and alternate to the Sports Council. Delegates and alternates hold office at the pleasure of the Member Organisation which appointed them. The Board may also appoint persons as members of the council for specified periods not to exceed 1 year (at which point the person will be eligible for re-appointment).

13.2 Directors' participation in Sports Council

The President and Vice-President will, if they are not otherwise, be *ex officio* members of the Sports Council. One of them (as they may agree) shall chair all meetings of the Sports Council or the Sports Council can be encouraged to elect a Chair from among its members.

13.3 Meetings

Meetings of the Sports Council must be minuted, and the Council must appoint a secretary for the purpose. Minutes of each council meeting must be provided to each delegate, the secretary of each Member Organisation and the Secretary. The secretary of the Sports Council will also be responsible for giving notices of meetings of the council to these same persons. The council must meet at least quarterly. On any vote, each delegate (but not an alternate unless acting as delegate) and any other member of the council will have one vote, and the chair will hold an additional casting vote.

13.4 Functions

The Sports Council will have as its primary function the maintenance of communication between the Board and the Member Organisations. The Sports Council also has general carriage of the organisation of any annual sports festival organised by Team Sydney, and may be referred by (or request from) the Board the organisation of other events or activities as they arise. The council may make inquiries of the Board and request specific information or reports from it.

13.5 Appointment of Directors

Any person selected by the Sports Council as a director under rule 10.3 must either already be an individual member of Team Sydney or must have an individual membership application processed and paid for prior to taking his or her seat on the Board.

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14 GENERAL MEETINGS

14.1 Annual General Meeting

Team Sydney's Annual General Meeting shall be held during August, however the Board may delay the meeting to no later than 30 November in any year. The business of the meeting shall be to present the report of the Board and audited statement of accounts, to elect up to as many Directors as there may be vacancies on the Board, to elect Honorary Life Members (if any) and such other business as may be specified in the notice of the meeting.

14.2 Special General Meetings

Any meeting of Members other than the Annual General Meeting is a Special General Meeting. A Special General Meeting may be called by a resolution of the Board, which must so resolve to call a meeting upon receipt of a requisition of not less than 4 Members. The notice of meeting shall state the proposed business of the meeting and no business other than that given in the notice shall be transacted.

14.3 Chair

The President and Vice-President shall alternately (or otherwise as they may agree) preside at and chair all general meetings (except for annual general meetings). At Annual General Meetings, the President shall be Chair in even calendar years and the Vice-President shall be Chair in uneven calendar years. In the absence of either, the other shall preside. If both officers are absent from a meeting or are unwilling to act, the members present shall elect one of their number to preside as Chair of the meeting

14.3A Notice

- (a) The Secretary must provide members with 5 weeks notice of the date fixed for the AGM.
- (b) This notice shall also call for items of special business for the AGM. Any such special business must be proposed by no less than 4 financial members.
- (c) This notice should also call for nominations to fill positions of Directors on the Board, specify the number of such positions which are vacant and explain the nomination procedure.
- (d) The Secretary shall cause 21 days written notice of the agenda for the AGM to be given. In addition to the agenda the notice will include a list of all persons nominated for election as a Director (without identifying nominators and seconders) arranged in alphabetical order by surname together with their nomination statements and details of any special items of business that are to be conducted.
- (e) The Secretary shall cause the annual report of Directors to be distributed with either the notice referred to in paragraph (a) or paragraph (d).

14.4 Quorum

The quorum for any meeting shall be 5% of members or 15 members whichever is the lesser. If at any general meeting a quorum is not present within 15 minutes after the time set for the meeting, it shall be deferred until such date, time and place as the chair of the meeting shall determine and at the deferred meeting those Members present shall constitute a quorum.

14.5 Proxies and Delegates

The appointment of a proxy must be in a form acceptable to the Board and, to be valid, must be signed and dated by the appointer and received by the Secretary not less than 24 hours prior to the opening of the meeting. All proxies shall be addressed to the Chairperson-pro-tem of the meeting and will be held in physical custody by the appointed Returning Officer and Scrutineer. No individual member may hold proxies for other individual members or delegates. An Affiliate may appoint an observer to attend a general meeting provided that the Secretary is advised in writing of the appointment prior to the meeting. A Member Organisation's delegate to the Sports Council (or the alternate) will be the delegate

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of that member at any general meeting, unless the Member Organisation in writing appoints a different person as the delegate to represent the member at the meeting.

14.6 Other Attendees

The auditor, solicitor and any other professional adviser of Team Sydney or of any Director may attend any general meeting of Members. The chair may permit other parties to attend, and grant rights of audience to non-Members fairly but otherwise as it sees fit.

14.7 Votes

Each Member (unless disqualified from participating in any given vote) shall have a single vote on any poll or show of hands. Unless a greater majority is required in any case under these rules or the Act, all matters at any meeting shall be resolved by a simple majority and in the event of an equality of votes the chair of the meeting shall have an additional casting vote.

15 BOARD MEETINGS

15.1 Initial Meeting, Minimum Meetings

The new Board will first convene within 4 weeks of the Annual General Meeting. Meetings of the Board must be held at least 4 times each year.

15.2 Convening and Notice

Any Director may require the Secretary to convene a Meeting of the Board. Notice of Board meetings must be given verbally or in writing to all Directors not less than 2 days before the date set for the meeting and the quorum shall be not less than 3 Directors unless otherwise determined in accordance with item 11.3 of this constitution.

15.3 Attendance and Voting

Each Director present at a meeting of the Board has 1 vote on any given matter. In the event of a tie, the chair will have an additional casting vote. A Director may attend a meeting by telephone or video means, but may not attend by alternate director or by proxy. The Board may give rights of audience at its meetings as it sees fit.

16 NOTICES

Where in these rules notices are required to be sent to Members, they shall be deemed to be duly served if sent either to the Member's postal address by pre-paid post or to the electronic mail address as shown in the Register and the date of receipt shall be deemed to be when it would be delivered in the ordinary course of post or the next day if sent electronically. It shall be entirely the responsibility of Members to inform the Secretary of any change to the postal and electronic address and preferred method for receiving notices shown in the Register. In the case of notices of meetings required by these rules, the accidental omission to post or send a notice to any Member, or the non-receipt of such notice, shall not prejudice or invalidate the proceedings or decisions of such meetings.

17 AMENDMENTS TO THESE RULES

These rules (including the aims and objectives) may be modified, altered or added to by special resolution as defined in the Act. Team Sydney shall post to all Members not less than 3 weeks before the General Meeting a notice of the meeting and a copy of the resolution intended to be put. Upon the passing of the resolution the rules will be deemed to have been amended accordingly and all Members shall be bound by the amended rules. As soon as practicable Team Sydney shall at its expense post to each Member a copy of the resolution so passed.

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18 INSPECTION OF DOCUMENTS

The Secretary and Treasurer shall ensure respectively that all of Team Sydney's minute books and books of account are available for inspection by any Member upon reasonable notice and at a reasonable time and place. No Member or Member Organisation may disseminate any information gained through inspection of Team Sydney records without the written consent of Team Sydney.

19 COMMON SEAL

The common seal of Team Sydney shall be kept in the custody of the public officer. The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested by the signature of any two of the President, Vice-President, Secretary and Treasurer.

20 INSURANCE

Team Sydney shall effect and maintain insurance as required by the Act and in addition may effect and maintain any other insurance it considers necessary and desirable.

21 WINDING UP

If the Members so resolve by special resolution, Team Sydney may be wound up voluntarily and the proceeds of the winding up distributed in accordance with the Act. Subject to rule 8 on winding up Team Sydney, the Members shall not be under any liability whatsoever to contribute any amounts towards the debts and liabilities of Team Sydney.

22 DISPUTES

Any dispute between Members in their capacity as such may be referred to the Board for a determination. If the Board is unable to settle the dispute to the satisfaction of all parties, any one of them may refer the matter to a vote at the next general meeting of Members. Where a dispute between Team Sydney and a member, in its capacity as such, is unable to be resolved in direct discussions, Team Sydney will offer to arbitrate or mediate the dispute using a party recommended by Team Sydney's solicitor and acceptable to the Member.

23 SOURCES OF FUNDS

In addition to annual subscriptions, Team Sydney may raise funds through donations and sponsorships, grants, and sales of goods or services provided that no funding activity may contravene Team Sydney's aims and objectives.

This Constitution was adopted 5 March 1997. First amendments approved AGM 1999 (6 November 1999). Second amendments approved AGM 2005 (5 November 2005). Third amendments approved AGM 2006 (14 October 2006). Fourth amendments approved AGM 2007 (22 September 2007).