

# SLM INC CONSTITUTION

Under the Associations Incorporation Act 2009

*This constitution was approved by 95% of members on 3<sup>rd</sup> May 2025.*

## About this constitution

This is the constitution of incorporated association Sydney Leather Men Inc. and forms the structure within which the association operates.

## Object Statement

Sydney Leather Men Incorporated (SLM) is a community association committed to leadership, connection, and the growth of the leather and fetish scene. Our vision is to create and maintain core events known as affinity spaces for those who identify as Leather Men and are attracted to similar expressions.

We highly value the creation of safe, welcoming, and inclusive spaces where individuals can be their authentic selves. SLM strives to foster an environment that invites new generations to explore and engage with the leather and fetish community on their own terms.

As a community leader, we recognise our responsibility to collaborate with other organisations, strengthen relationships, and ensure that the community remains at the heart of everything we do. While SLM exists to provide dedicated spaces for Leather Men, we acknowledge and support the broader need for inclusive events, fostering opportunities for our members to connect and engage with the entire community.

We are guided by the internationally recognised principle to lead with love, ensuring that our actions reflect respect, support, and a commitment to the ongoing growth and sustainability of the leather and fetish community.

## Disclaimer

This publication must not be relied on as legal advice. For more information, please refer to the appropriate legislation or seek independent legal advice.

## **Contents**

<b>Part 1 Preliminary</b>	<b>3</b>
1 Definitions	3
<b>Part 2 Members of the association</b>	<b>4</b>
2 Membership generally	4
3 Standard Membership eligibility	5
4 Members year and proration	5
5 Register of members	5
6 Fees and subscriptions	6
7 Members' liabilities	7
8 Disciplinary actions against members	7
9 Right of appeal against disciplinary action	8
10 Resolution of internal disputes	8
11 Membership entitlements not transferable	9
12 Member resignation	9
13 Cessation of membership	9
14 Life Membership	10
15 Complimentary memberships	10
<b>Part 3 Committee</b>	<b>11</b>
16 Functions of committee	11
17 Composition of committee	12
18 Election of committee members	12
19 Terms of office	13
20 Vacancies in office	14
21 Secretary	15
22 Treasurer	15
23 Delegation to subcommittees	16
24 Committee meetings	16
25 Notice of committee meeting	16
26 Quorum	17
27 Presiding committee member	17
28 Voting	18

29	Acts valid despite vacancies or defects	18
30	Transaction of business outside meetings or by phone or other means	18
<b>Part 4</b>	<b>General meetings of association</b>	19
31	Annual general meetings	19
32	Special general meetings	19
33	Notice of general meeting	20
34	Quorum	21
35	Adjourned meetings	21
36	Presiding member	21
37	Voting	22
38	Postal, electronic or combined ballots	22
39	Transaction of business outside meetings or by phone or other means	22
<b>Part 5</b>	<b>Administration</b>	24
40	Change of name, objects or constitution	24
41	Preservation and recognition of club history	24
42	Funds	24
43	Insurance	25
44	Non-profit status	25
45	Service of notices	25
46	Custody of records and books	25
47	Inspection of records and books	26
48	Financial year	26
49	Distribution of property on winding up	26
50	Titleholder and Community Ambassadors	27

## **Part 1        Preliminary**

### **1        Definitions**

(1) In this constitution:

**committee member** means an office-bearer or ordinary committee member.

**exercise** a function includes perform a duty.

**function** includes power, authority or duty.

**office-bearer** means a committee member who is elected to an office referred to in clause 14(1)(a)(i) - (iv).

**ordinary committee member** means a committee member who is not an office-bearer.

**register of members** means the register of members maintained under clause 4.

**secretary**, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office -the public officer of the association.

**special general meeting**, of the association, means a general meeting of the association other than an annual general meeting.

**SLM** refers to the full name of the association in Sydney Leather Men Inc as defined in the object statement.

**subcommittee** means a subcommittee established under clause 20.

the **Act** means the Associations Incorporation Act 2009.

the **Regulation** means the Associations Incorporation Regulation 2022.

**Note:** The Act and the Interpretation Act 1987 contain definitions and other provisions that affect the interpretation and application of this constitution.

- (2) The Interpretation Act 1987 applies to this constitution as if it were an instrument made under the Act.

*Note: The Act, Part 4 deals with various matters relating to the management of associations.*

## **Part 2        Members of the association**

### **2        Membership generally**

- (1) An individual is taken to be a member of the association if:
  - (a) the person applied to be a member under clause 3 and the application has been approved by the membership officer and committee advised at next meeting, or
  - (b) the person was 1 of the individuals on whose behalf an application for registration of the association was made.
- (2) A person who is not an individual is not eligible to be a member of the association.
- (3) Members shall be assigned a unique membership number, which they will retain upon renewal of their membership.
  - (a) A membership number that remains unrenewed for a period of 36 months (3 years) shall be considered abandoned and may be reissued at the discretion of the committee. The membership officer or secretary may present such cases to the committee for consideration, with reissuance determined by a majority vote in accordance with subsection 28.

(b) Life members shall retain their membership numbers permanently.

(4) Membership tiers and associated costs shall remain at the discretion of the committee, based on the recommendation of the membership officer or a nominated committee member.

(a) The committee may determine and adjust membership structures as needed to best serve the association and its members.

(b) The rights and privileges of each membership tier shall be determined by the committee and reviewed periodically to ensure alignment with the association's objectives.

(i) Only Standard Members shall have voting rights within the association.

(ii) Membership tiers not classified as Standard Membership, shall not have voting rights.

### **3 Standard Membership Eligibility**

(1) Standard Membership in Sydney Leather Men Inc. is open to individuals who demonstrate an interest in and commitment to the leather, fetish, and kink community, particularly as it relates to the culture and ethos of SLM and meet the guidance of clause 3.2.

(2) To be eligible for standard membership, individuals must:

(a) Self Identify as a Leather Man through gender expressions like male, male-Identifying, or masculine.

(b) Share a similar attraction to others who identify through these same expressions.

(c) Align with the values and principles of SLM., including respect, inclusivity, and community-building.

(3) While SLM. provides and supports gender-inclusive events open to the broader community, standard membership is reserved exclusively for those who meet all eligibility criteria outlined in Section 3.2.

### **4. Membership Year and Proration**

(1) The membership year shall align with the calendar year, commencing on 1<sup>st</sup> January and concluding on 31<sup>st</sup> December, in line with the association's financial year.

(2) Membership fees are non-prorated, except as determined by exception by the committee.

(3) The committee retains the discretion to set the terms and conditions for membership offers, if applicable and when membership software allows.

### **5 Register of members**

(1) The secretary or membership officer delegate must establish and maintain a register of members of the association.

(2) The register:

(a) may be in written or electronic form, and

- (b) must include, for each member:
    - (i) the member's full name, and
    - (ii) a residential, postal or email address, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member - the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the association's main premises, or
    - (ii) if the association has no premises - at the association's official address, and
  - (d) must be available for inspection, free of charge, by members at a reasonable time, and
  - (e) if kept in electronic form - must be able to be converted to hard copy.
- (3) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) Information about a member, other than the member's name, must not be made available for inspection unless the individual member consents that the information be made available.
- (5) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
- (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the association, or
    - (iii) other material relating to the association, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **6 Fees and subscriptions**

- (1) A member must pay to the association an annual subscription fee of an amount determined by the committee prior to each membership year:
- (a) before the first day of the membership year of the association in each subsequent calendar year, or
  - (b) otherwise – within 30 days after the membership year begins to remain active.

## **7 Members' liabilities**

(1) The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 6:

- (a) the debts and liabilities of the association,
- (b) the costs, charges and expenses of the winding up of the association.

## **8 Disciplinary actions against members**

(1) A person may make a complaint to the committee that a member of the association has:

- (a) failed to comply with a provision of this constitution, or
- (b) wilfully acted in a way prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

(3) If the committee decides to deal with the complaint, the committee must:

- (a) serve notice of the complaint on the member, and
- (b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
- (c) consider any submissions made by the member.

(4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:

- (a) the facts alleged in the complaint have been proved, and
- (b) the expulsion or suspension is warranted.

(5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:

- (a) the action taken, and
- (b) the reasons given by the committee for taking the action, and
- (c) the member's right of appeal under clause 9.

(6) The expulsion or suspension does not take effect until the later of the following:

- (a) the day the period within which the member is entitled to exercise the member's right of appeal expires, or
- (b) if the member exercises the member's right of appeal within the period - the day the association confirms the resolution under clause 9.

## **9 Right of appeal against disciplinary action**

- (1) A member may appeal against a resolution of the committee under clause 8 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the member must be given an opportunity to state the member's case orally or in writing, or both, and
  - (c) the committee must be given the opportunity to state the committee's case orally or in writing, or both, and
  - (d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

## **10 Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
  - (a) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or
  - (b) a dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.
- (4) Escalation of External Threats
  - (a) The association shall treat any external threat—whether legal, reputational, or operational, against the association, its members, or events with seriousness.
  - (b) Any member or individual aware of an external threat as detailed in 4(a) should immediately report it to the committee.
  - (c) The committee will assess the threat and determine an appropriate course of action, which may include:
    - (i) Engaging with legal counsel or advisors.
    - (ii) Notifying relevant authorities, where applicable.



- (iii) Communicating with affected members or stakeholders.
  - (iv) Implementing measures to mitigate risk and protect the association, this may include the option of no action being taken if it best protects the organisation.
- (d) The committee shall document the nature of the threat, actions taken, and any outcomes, ensuring transparency and accountability while maintaining confidentiality where required.
- (e) Where an external threat poses significant risk to the association's integrity, operations, or members, the committee may call an Extraordinary General Meeting (EGM) to discuss the matter with members and determine further action.
- (5) Protection from Reprisal
  - (a) No member or individual shall suffer any form of retaliation or adverse treatment for making a complaint or reporting an external threat in good faith.
  - (b) False or malicious complaints, however, may result in disciplinary action in accordance with the association's code of conduct and be handled in accordance with sections 8 and 9.

## **11 Membership entitlements not transferable**

- (1) A right, privilege or obligation that a person has because the person is a member of the association:
  - (a) cannot be transferred to another person, and
  - (b) terminates once the person ceases to be a member of the association.

## **12 Member resignation**

- (1) A member of the association may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign or by not renewing membership within 1 month of it falling due.
- (2) The member ceases to be a member on the expiration of the notice period or the completion of the membership year.

## **13 Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
    - (i) life members retain their membership posthumously, with their member number remaining permanently allocated to them in accordance with subclause 2(3).
  - (b) resigns from being a member, or

- (c) is expelled from the association, or
- (d) fails to pay the annual subscription fee payable under clause 6 within 1 month of the due date.

#### **14 Life Membership**

- (1) The committee shall have the right to appoint up to two (2) life members during each year of the association's operation.
  - (a) life membership shall be awarded to individuals who have made significant contributions to the history, growth, and development of current or past iterations of SLM, or the Sydney Leather Pride Association if deemed appropriate by the current committee.
  - (b) The committee shall grant life memberships based on a majority committee vote, following the voting process outlined in subsection 28.
- (2) Life members shall be recognised in the official records of the association and celebrated for their contributions. Current committee members cannot cast a committee vote for their own addition to being a life member.
- (3) Benefits of life membership include:
  - (a) free membership for life, renewed automatically each membership cycle.
  - (b) a life membership card or similar token of recognition.
- (4) Life members shall retain all the rights and privileges of standard members, including voting rights, unless otherwise stated in this constitution.

#### **15 Complimentary Memberships**

- (1) Committee Members
  - (a) Elected committee members shall be entitled to complimentary standard membership for the next membership cycle following their election and for any subsequent year they continue to hold office.
  - (b) This benefit is provided in recognition of the significant time, effort, and dedication contributed by committee members in fulfilling their roles.
  - (c) committee members have the right to decline complimentary standard membership, should they wish to do so, as a show of financial support for the association.
    - (i) The decision to decline a complimentary standard membership must be submitted in writing to the Secretary within seven (7) days of the membership year ending; otherwise, it will be assumed that the complimentary membership is being taken up.
- (2) Community Members

- (a) The committee of SLM. reserves the right to grant complimentary standard membership to individuals or entities it deems appropriate.
- (b) Complimentary standard membership may be awarded to, but is not limited to:
  - (i) Sponsors who provide significant support or contributions to the association and its members.
  - (ii) Community leaders who have demonstrated exceptional dedication to the leather, fetish, and kink community.
  - (iii) Individuals who have contributed significantly to the goals, vision, or success of SLM.
- (3) Complimentary standard memberships shall be granted at the sole discretion of the committee, reviewed annually, and awarded by a majority committee vote as per subsection 28.
- (4) Recipients of complimentary standard membership shall be entitled to the same benefits and rights as standard financial members for the duration of their awarded term.
- (5) Complimentary standard membership is provided in way of coupon codes or credit to enable consistent membership processes are followed.
- (6) Record and Implementation
  - (a) The benefits outlined in this section shall be implemented in good faith to honour the contributions of life members, committee members and community members while supporting the mission and sustainability of the association.
  - (b) The committee reserves the right to review and update these provisions as necessary to align with the evolving needs and priorities of SLM.

## **Part 3      Committee**

### **Division 1      Constitution**

#### **16      Functions of committee**

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:
  - (a) is to control and manage the affairs of the association, and
  - (b) may exercise all the functions that may be exercised by the association, other than a function that is required to be exercised by the association in general meeting, and
  - (c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the association.

## **17 Composition of committee**

(1) The committee must have a minimum of 5 members, as elected in accordance with clause 18, consisting of:

- (a) the following office-bearers:
  - (i) the president,
  - (ii) the vice-president,
  - (iii) the secretary,
  - (iv) the treasurer, and
- (b) at least 3 ordinary committee members.

(2) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

(3) The committee shall consist of a maximum of nine (9) representatives with voting rights in accordance with subsection 28.

- (a) additional volunteers may support the association in various capacities; however, they shall not hold voting rights within the committee.

## **18 Election of committee members**

(1) Any financial member of the association may nominate as a candidate for election as either an office-bearer or an ordinary committee member.

(2) Nominations for office-bearer positions must explicitly state the specific position the candidate is nominating for (e.g., president, secretary, treasurer).

- (a) Nominations for general committee positions do not require a specified role.
- (b) All nominations must be:
  - (i) Made in writing,
  - (ii) Signed by at least two (2) members of the association, not including the candidate,
  - (iii) Accompanied by the written consent of the candidate, and
  - (iv) Submitted to the secretary at least seven (7) days before the date of the (AGM) at which the election will take place.

(3) Election process for nominations received

- (a) If insufficient nominations are received to fill all vacancies:
  - (i) The candidates nominated are deemed elected, and
  - (ii) A call for further nominations must be made at the AGM.
  - (iii) Nominations made at the meeting in response to a call for further

nominations must follow the process directed by the presiding member.

(iv) If the number of nominations received is equal to the number of vacancies to be filled, the nominees are deemed elected.

(b) If the number of nominations exceeds the vacancies available, a vote will be conducted as directed by the presiding member or in accordance with subsection 37(3).

(4) Allocation of Committee Roles and responsibilities

(a) Office-bearers are elected by the members in attendance at the AGM based on specified nominations.

(b) General committee members are also elected by vote of the members in attendance at the AGM.

(c) Following the election, roles and responsibilities for general committee members will be allocated at the next committee meeting. The next meeting will be determined at the discretion of the elected office-bearers.

## **19 Terms of office**

(1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.

(2) The term of office for office bearer positions shall be two (2) years.

(a) To ensure continuity in leadership, terms shall be staggered as follows:

(i) The President and Secretary shall be elected in odd-numbered years.

(ii) The Vice President and Treasurer shall be elected in even-numbered years.

(b) office bearers can only perform a maximum of 2 consecutive terms or 4 consecutive years in which they hold elected office.

(i) At the conclusion of their fourth consecutive year in office, office bearers must take mandatory leave from holding any position on the committee or sub committees for a period of 12 months.

(ii) After 12 months the former office bearer is entitled to nominate for a position that best supports the ongoing development of the association.

(iii) Elections for office bearer committee positions shall take place at the relevant Annual General Meeting (AGM) in accordance with subsection 2a and clause 18.

(3) The term of office for ordinary committee members shall be one (1) year.

(a) General Committee members may seek re-election annually through the standard nomination process in subsection 18.

## **20 Vacancies in office**

- (1) A casual vacancy in the office of a committee member arises if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) resigns from office by written notice given to the secretary, or
  - (d) is removed from office by the association under this clause, or
  - (e) is absent from greater than 50% of meetings of the committee within a calendar year, or misses 3 consecutive meetings without the consent of the committee, or
  - (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
  - (i) becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
  - (c) resolution of removal will be determined by subsection 37(2).
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
  - (a) give a written statement, of a reasonable length, to the president or secretary, and
  - (b) request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **21 Secretary**

- (1) As soon as practicable after being elected as secretary, the secretary must lodge a notice with the association specifying the secretary's address.
- (2) The secretary must keep minutes of:
  - (a) all elections of committee members, and
  - (b) the names of committee members present at a meeting of the committee or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
  - (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting signed, in writing or by electronic means, by:
    - (i) the member who presided at the meeting, or
    - (ii) the member presiding at the subsequent meeting.

## **22 Treasurer**

The treasurer of the association must ensure —

- (a) all money owed to the association is collected, and
- (b) all payments authorised by the association are made, and
- (c) Adequate and required insurance covers are in place for the association, and
- (d) Correct books and accounts are kept showing the financial affairs of the association, including full details of receipts and expenditure relating to the association's activities.

## **23 Delegation to subcommittees**

- (1) The committee may:
  - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and
  - (b) appoint 1 or more members of the association to be the members of the subcommittee.

(2) The committee may delegate to the subcommittee the exercise of the committee's functions until the specified review date as determined by the committee upon appointment of the subcommittee, other than:

- (a) this power of delegation, or
- (b) a duty imposed on the committee by the Act or another law.

Note: The Interpretation Act 1987, section 49 deals with various matters relating to delegations.

## **Division 2 Procedure**

### **24 Committee meetings**

- (1) The committee must meet at least 4 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.
- (4) At its discretion, the Committee may permit observers or subject matter experts to attend committee meetings where their attendance is deemed beneficial for their development or for the committee's decision-making.
  - (a) observers and experts may be asked to leave the meeting during discussions of sensitive matters. All observers and attending experts must agree in writing to maintain confidentiality and not disclose any discussions or information shared during the meeting.

### **25 Notice of committee meeting**

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) business that the committee members present at the meeting unanimously agree is urgent business.

### **26 Quorum**

- (1) The quorum for a meeting of the committee is 3 committee members.



- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
  - (a) to the same place, if available and
  - (b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 21 applies.

*Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.*

## **27 Presiding committee member**

- (1) The following committee member presides at a meeting of the committee:
  - (a) the president,
  - (b) if the president is absent - the vice-president,
  - (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes - a second or casting vote.

## **28 Voting**

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.

## **29 Acts valid despite vacancies or defects**

- (1) Subject to clause 26(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

### **30 Transaction of Business Outside Committee Meetings**

- (1) Use of Electronic Messaging for Committee Decisions
  - (a) The committee may transact its business through electronic messaging services or the circulation of papers via electronic means among all committee members.
  - (b) Committee members may use electronic messaging services to discuss and determine routine decisions and resolutions.
  - (c) However, the following matters cannot be determined solely via electronic messaging and must be formally considered at a physical committee meeting or scheduled virtual meeting:
    - (i) Resolutions that have significant impact on the operation of the association, including but not limited to changes in financial commitments, amendments to policies or governance structures.
  - (d) If a majority of committee members actively engaging in the discussion believe a topic or resolution requires formal consideration at a physical or scheduled virtual committee meeting, the Secretary must add the item to the agenda for the next scheduled meeting.
- (2) Written Resolutions
  - (a) If the committee transacts business by the circulation of papers, a written resolution approved in writing by a majority of committee members is considered a formal decision of the committee.
  - (b) Any resolution approved under this subclause must be recorded and included in the minutes of the next committee meeting.
- (3) Conducting Meetings via Phone or Other Electronic Means
  - (a) The committee may transact business at a meeting where one or more committee members participate via phone or other electronic means, provided that all members participating can communicate effectively.
  - (b) The member presiding over the meeting and each other member retain the same voting rights as they would at an in-person committee meeting.

- (4) Documentation and Record-Keeping
  - (a) Where a decision is reached by a majority vote via an electronic messaging service, the Secretary must record the decision and ensure it is included in the agenda for the next committee meeting for formal approval and inclusion in the minutes.

## **Part 4      General meetings of association**

### **31      Annual general meetings**

- (1) The association must hold the association's first annual general meeting within 18 months of the day the association was registered under the Act.
- (2) The association must hold subsequent annual general meetings within:
  - (a) 6 months of the last day of the association's financial year, or
  - (b) the later period allowed or prescribed in accordance with, section 31(1).
- (3) Subject to subclauses (1) and (2), the annual general meeting is to be held at the place and time determined by the committee.
- (4) The business that may be transacted at an annual general meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
  - (b) receiving reports from the committee on the association's activities during the previous financial year,
  - (c) electing office-bearers and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.

### **32      Special general meetings**

- (1) The committee may call a special general meeting whenever the committee thinks fit.
- (2) The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
- (3) The request:
  - (a) must be in writing, and
  - (b) must state the purpose of the meeting, and
  - (c) must be signed by the members making the request, and

- (d) may consist of more than 1 document in a similar form signed by 1 or more members, and
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

### **33 Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting:
- (a) if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting, or
  - (b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
- (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed, and
  - (d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
- (a) the business specified in the notice, and
  - (b) for an annual general meeting - business referred to in clause 31(4).
- (4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

### **34 Quorum**

- (1) The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:

- (a) if called on the request of members - is dissolved, or
- (b) otherwise - is adjourned:
  - (i) to the same time of the same day in the following week, and
  - (ii) to the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

(4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

### **35 Adjourned meetings**

(1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.

(2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

(3) If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting, of:

- (a) the time and place at which the adjourned meeting will be held, and
- (b) the nature of the business to be transacted at the adjourned meeting.

### **36 Presiding member**

(1) The following member presides at a general meeting:

- (a) the president,
- (b) if the president is absent - the vice-president,
- (c) if both the president and vice-president are absent - 1 of the members present at the meeting, as elected by the other members.

(2) The member presiding at the meeting has:

- (a) a deliberative vote, and
- (b) in the event of an equality of votes - a second or casting vote.

### **37 Voting**

(1) A member is not entitled to vote at a general meeting unless the member:

- (a) is at least 18 years of age, and
  - (b) has paid all money owed by the member to the association.
- (2) Each member has 1 vote, except as provided by clause 36(2).
- (3) A question raised at the meeting must be decided by:
  - (a) a show of hands, or
  - (b) if clause 38 applies - an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) the member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) at least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

### **38 Postal, electronic or combined ballots**

- (1) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 10.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **39 Transaction of Business Related to the Annual General Meeting (AGM)**

- (1) Use of electronic communication for AGM-related business
  - (a) The committee may transact its business regarding the preparation and administration of the AGM through the circulation of papers via electronic means or through electronic messaging services among all committee members.
  - (b) Routine decisions regarding the scheduling, agenda setting, and administrative tasks related to the AGM may be discussed and determined via electronic messaging services.
  - (c) However, the following matters cannot be determined solely via electronic messaging and must be formally addressed at a committee meeting:

- (i) Approval of the AGM agenda and official notices to be sent to members,
  - (ii) Determination of nomination processes and eligibility criteria for elections, or nominations received
  - (iii) Approval of financial reports and audited statements to be presented
  - (iv) Decisions regarding voting procedures and any changes to election protocols.
- (2) Written resolutions
  - (a) If the committee transacts AGM-related business by the circulation of papers, a written resolution approved in writing by a majority of committee members is considered a formal decision of the committee.
  - (b) Any resolution approved under this subclause must be recorded and included in the minutes of the next committee meeting and documented in AGM preparation records.
- (3) Conducting AGM-related meetings via phone or other electronic means
  - (a) The committee may transact AGM-related business at a meeting where one or more committee members participate via phone or other electronic means, provided that all members participating can communicate effectively.
  - (b) Any changes to the nomination process, election procedures, or eligibility requirements must be discussed at a formal committee meeting and not through electronic messaging and must adhere to the requirements of this constitution.
  - (c) The member presiding over the meeting and each other member retain the same voting rights as they would at an in-person committee meeting.
- (5) Documentation and record-keeping
  - (a) Where a decision related to the AGM is reached by a majority vote via an electronic messaging service, the Secretary must record the decision and ensure it is included in the agenda for the next committee meeting for formal approval and inclusion in the minutes.
  - (b) Any decisions affecting the structure, process, or execution of the AGM must be formally recorded. Where these decisions cannot be included in the minutes of a committee meeting, they must be documented in a separate AGM-specific minutes record and stored in accordance with the association's constitution.

## **Part 5 Administration**

#### **40 Change of name, objects or constitution**

(1) An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:

- a) the public officer, or
- (b) a nominated committee member.

#### **41 Preservation and Recognition of Club History**

(1) SLM, acknowledges the importance of preserving the history and legacy of the association and its contributions to the community.

(2) The committee shall ensure that records, documents, photographs, event details, and any other relevant materials that form part of the association's history are maintained and archived appropriately.

(a) The association shall:

- (i) Document key milestones, events, achievements, and contributions of its members.
- (ii) Recognise significant individuals, groups, and events that have played a role in shaping the association's legacy.
- (iii) Maintain a register of Life Members, past committee members, and significant contributors to the association's development.

(3) The committee may establish initiatives or projects to celebrate and recognise the history of SLM. and the community, including but not limited to

- (a) special events, publishing materials or archives to ensure the longevity and accessibility of historical materials.

#### **42 Funds**

(1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:

- (a) the annual subscription fees payable by members,
- (b) donations and volunteering contributions
- (c) other sources as determined by the committee.

(2) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.

(3) As soon as practicable after receiving money, the association must:

- (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
- (b) issue a receipt for money received to the person from whom the money was received.



#### **43 Insurance**

(1) The association through the role of treasurer may take out and maintain insurance as appropriate for the protection and support of the association and its assets and liabilities.

#### **44 Non-profit status**

(1) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a financial gain for a member of the association.

#### **45 Service of notices**

(1) For the purposes of this constitution, a notice may be given to or served on a person:

- (a) by delivering the notice to the person personally, or
- (b) by sending the notice by pre-paid post to the address of the person, or
- (c) by sending the notice by electronic transmission to an address specified by the person.

(2) A notice is taken to have been given to or served on a person, unless the contrary is proved:

- (a) for a notice given or served personally - on the date on which the notice is received by the person, or
- (b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
- (c) for a notice sent by electronic transmission:
  - (i) on the date the notice was sent, or
  - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

#### **46 Custody of records and books**

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

- (a) at the association's main premises, in the custody of either of the following persons, as determined by the committee:
  - (i) the public officer,
  - (ii) a member of the association, or

- (b) if the association has no premises - at the association's official address, in the custody of the public officer.

#### **47 Inspection of records and books**

(1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:

- (a) this constitution,
- (b) minutes of committee meetings and general meetings of the association,
- (c) records, books and other documents relating to the association.

(2) A member may inspect a document referred to in subclause (1):

- (a) in hard copy, or
- (b) in electronic form, if available.

(3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.

(4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:

- (a) that relates to confidential, personal, commercial, employment or legal matters, or
- (b) if the committee considers it would be prejudicial to the interests of the association for the member to do so.

#### **48 Financial Year**

(1) The association's financial year is the period commencing in accordance with the membership term of the association on 1<sup>st</sup> January and ending on the 31<sup>st</sup> of December, and

- (a) each period of 12 months after the expiration of the previous financial year, commencing on 1<sup>st</sup> January and ending on the following 31<sup>st</sup> December.

#### **49 Distribution of property on winding up**

(1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:

- (a) with similar objects, and
- (b) which is not carried on for the profit or gain of the organisation's members.

(2) In this clause:

- (a) surplus property has the same meaning as in the Act, section 65.

## **50 Titleholders and Community Ambassadors**

- (1) Elected representatives of SLM, including but not limited to titleholders or community ambassadors, are recognised as official representatives of the association and its values.
  - (a) titleholders and ambassadors must uphold and promote the mission, vision, and integrity of the association in all their engagements, both locally and internationally.
  - (b) representatives are expected to conduct themselves in a positive, respectful, professional, and community-focused manner, fostering and strengthening relationships within the leather and fetish communities. both in person and through digital or social media platforms
  - (c) at no time should a titleholder or ambassador prioritise affiliation with any other organisation or event over their duties related to this association. However, they are encouraged to collaborate and engage with other events and organisations in a manner that aligns with our values.
  - (d) any conduct that brings the association into disrepute or conflicts with our values or code of conduct may result in review and disciplinary action.
  - (e) ambassadors and titleholders are expected to engage with and support initiatives, including attending key events and mentoring or fostering leadership within the community.
- (2) A titleholder of SLM, as the home club may not simultaneously hold more than one title or ambassador role within the leather and fetish community unless:
  - (a) They have obtained prior approval from the competition producers of the title(s) involved.
  - (b) They have received explicit written approval from the SLM Committee.