

SLM INC CONSTITUTION

Under the Associations Incorporation Act 2009

This constitution was approved by 100% of members in attendance on 2nd May 2026.

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 events for those who self-identify as Leather Men, fostering connection, visibility, and community within the leather scene.

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.

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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.

“Member” means an individual approved for membership of the Association whose membership is current and not suspended or otherwise restricted under this constitution.

“Membership” means the collective body of all Members of the Association.

office-bearer means a committee member who is elected to an office referred to in clause 17.

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.

(3) In this constitution, a reference to a requirement for a person or the Committee to act “reasonably” means acting in good faith and in a manner that a reasonable person would consider appropriate in the circumstances, having regard to the objects of the Association.

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 or designated committee member/s, or
- (b) the person was one 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 of the committee 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 may be reviewed periodically to ensure alignment with the objectives of the Association.
 - (i) A member whose membership is active and current at the time of a vote shall be entitled to exercise voting rights within the Association.
 - (ii) A member whose membership is not active or not current at the time of a vote shall not be entitled to exercise voting rights.

3 Membership Eligibility & Approval

- (1) Sydney Leather Men Inc. (SLM) is an affinity-based association established to support connection and community among individuals who identify with the Leather Man identity within the leather, fetish, and kink community.
- (2) A person is eligible for membership of the Association if the person:
 - (a) self-identifies as a Leather Man or with the Leather Man identity or community, including individuals whose gender expression may include male, male-identifying, or non-binary; and
 - (b) supports the objectives and values of the Association.
- (3) An application for membership must be made in the form approved by the Committee.
 - (a) The Committee must consider each application for membership and may approve or refuse the application.
 - (b) The Committee may refuse an application for membership if it reasonably considers that granting membership would not be in the best interests of the Association or would be inconsistent with the Association's objectives, values, or reputation.

(c) The Committee is not required to provide reasons, but may do so at its discretion.

(4) The Association may host or support events open to the broader community; however, membership of the Association is limited to individuals who meet the eligibility requirements outlined in this clause.

4. Membership Term

(1) Membership of the Association operates on a rolling basis. Once approved by the Committee, membership will be valid for a period of twelve (12) months commencing from the date the membership application was submitted.

(a) Applications for membership will remain in a pending status until reviewed and approved or declined by the Committee in accordance with this constitution.

(2) The commencement and expiry of membership shall be administered through the membership management system adopted by the Association.

(3) The Committee retains the discretion to determine the terms and conditions relating to membership, including fees, renewal processes, and any special membership offers.

(4) Membership will lapse automatically if the applicable membership fee is not renewed by the expiry date.

5 Register of members

(1) The Secretary, or a person authorised by the Committee, must establish and maintain a register of members of the Association.

(2) The register may be kept in written or electronic form and may be maintained using a membership management system approved by the Committee.

(3) The register must include for each member:

(a) the member's legal name.

(b) a residential, postal, or email address.

(c) the date the person became a member; and

(d) if applicable, the date the person ceased to be a member.

(4) The register must be kept in New South Wales at the Association's premises or official address.

(5) The register must be available for inspection by members, free of charge, at a reasonable time and subject to reasonable conditions determined by the Committee.

(6) A member requesting access to inspect the register must provide the purpose for which the information will be used.

- (7) Personal information of a member, other than the member's name, must not be disclosed without the consent of the member except where required by law.
- (8) Information obtained from the register may only be used for purposes directly relating to the affairs of the Association and must not be used for any commercial purpose or for contacting members in relation to matters unrelated to the Association.
- (9) The Committee may determine the way in which the register is made available for inspection to ensure the privacy and security of members' information.
- (10) The Association must take reasonable steps to protect the privacy and security of personal information held about members and must only use or disclose such information for purposes directly related to the operation of the Association, unless otherwise required by law.

6 Fees and subscriptions

- (1) A member must pay to the Association a membership fee determined by the Committee.
- (2) The membership fee must be paid at the time of application for membership and upon renewal of membership for each subsequent membership term.
- (3) Membership will remain active for the period associated with the membership term once payment of the applicable fee has been received.
- (4) If the membership fee is not paid by the renewal date, the membership will lapse unless otherwise determined by the Committee.
- (5) The Committee may determine the amount of membership fees, payment processes, and any conditions relating to membership subscriptions from time to time.

7 Liability, Indemnity and Insurance

- (1) The liability of a member of the Association is limited to any membership fees, subscriptions, or other amounts owed by the member to the Association.
- (2) Members are not personally liable for the debts, liabilities, or obligations of the Association, and are not required to contribute to the payment of those debts beyond any membership fees owed.
- (3) To the extent permitted by law, the Association indemnifies each member of the Committee, and authorised volunteers against any liability incurred in the proper performance of their duties on behalf of the Association.
- (4) The indemnity applies only where the person has acted in good faith and in the best interests of the Association and does not apply to conduct involving fraud, dishonesty, wilful misconduct, or breach of law.
- (5) The Association may take out and maintain insurance for Committee members and authorised volunteers in relation to liabilities arising from their roles within the Association.

(6) A member of the Committee or an office-bearer of the Association is not personally liable for any act done or omitted to be done in good faith in the exercise of their functions under this constitution.

(a) This protection does not apply to conduct involving fraud, dishonesty, wilful misconduct, or breach of law.

(7) Nothing in this clause limits any liability that may arise under applicable legislation.

8 Member conduct and disciplinary action

(1) Members of the Association are expected to conduct themselves in a manner that supports the objectives, values, and reputation of the Association.

(a) Members must treat others with respect and contribute to a safe, welcoming, and inclusive community environment.

(b) Members must respect personal boundaries and the principles of consent, community safety, and recognised community protocols in all Association activities and interactions.

(c) Members must not engage in behaviour that is harmful, abusive, discriminatory, or otherwise inconsistent with the values or community standards of the Association, or that damages or undermines the reputation, operations, or wellbeing of the Association or its members.

(2) A complaint may be made to the Committee that a member has breached this clause or otherwise acted in a manner inconsistent with the interests or objectives of the Association.

(a) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial, vexatious, or lacking in substance.

(i) a complaint made in bad faith or with malicious intent may itself be treated as a breach of this clause.

(3) Where the Committee reasonably believes it is necessary to protect the safety, interests, or reputation of the Association or its members, the Committee may temporarily suspend a member or restrict the member's participation in Association activities while a complaint is being investigated.

(4) If the Committee decides to deal with a complaint, it must:

(a) give written notice of the complaint to the member.

(b) allow the member at least 14 days to respond; and

(c) consider any response before making a decision.

(5) After considering the matter, the Committee may determine that no action is required or may:

(a) issue a warning.

- (b) impose conditions on the member's participation in the Association or its activities.
- (c) suspend the member's membership for a specified period; or
- (d) expel the member from the Association.

(6) If disciplinary action is taken, the Secretary must notify the member in writing within 7 days of the decision, the reasons for the decision, and the member's right of appeal under this constitution.

(7) Any suspension or expulsion does not take effect until the expiry of the appeal period or, if an appeal is lodged, until the appeal process has been completed.

9 Right of appeal against disciplinary action

(1) A member who is subject to suspension or expulsion under the disciplinary provisions of this constitution may appeal the decision by lodging a written notice of appeal with the Secretary within 7 days of receiving notice of the decision.

(2) The notice of appeal must state the grounds on which the appeal is made.

(3) An appeal may only be made on the basis that:

- (a) the disciplinary process set out in this constitution was not properly followed.
- (b) the decision of the Committee was unreasonable in the circumstances; or
- (c) new relevant information has become available that was not previously considered.

(4) Upon receiving a notice of appeal, the Secretary must notify the Committee as soon as practicable.

(5) The Committee must arrange for the appeal to be heard within 28 days of receiving the notice of appeal.

(6) The appeal may be determined at a general meeting of the Association or by another fair and reasonable process determined by the Committee, which may include an appeal panel or a meeting conducted in person or by electronic means.

- (a) The Committee may appoint members of the Association who were not involved in the original decision to participate in determining the appeal.

(7) The member must be given a reasonable opportunity to present their case, either orally or in writing, and the Committee must be given the opportunity to respond.

(8) The persons determining the appeal must decide whether the disciplinary decision should be confirmed, varied, or revoked.

(9) Any suspension imposed by the Committee remains in effect until the appeal process has been concluded.

(10) The decision of the appeal process is final.

10 Resolution of internal disputes

(1) Members are expected to make reasonable efforts to resolve disputes relating to the affairs of the Association through the Association's internal processes before pursuing external action.

(2) A dispute between members of the Association, or between one or more members and the Association, relating to the affairs of the Association must first be referred to mediation through a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 (NSW).

(3) If the dispute is not resolved through mediation within three (3) months of referral, the dispute may be referred to arbitration.

(4) The Commercial Arbitration Act 2010 (NSW) applies to any dispute referred to arbitration under this clause.

(5) The Committee must take reasonable steps to address external threats to the Association, its members, or its activities, including legal, reputational, or operational risks.

(6) Any member who becomes aware of such a threat should promptly notify the Committee.

(7) The Committee may take any reasonable action it considers necessary to protect the Association, including:

- (a) seeking legal or professional advice.
- (b) notifying relevant authorities where appropriate.
- (c) communicating with affected members or stakeholders.
- (d) implementing measures to mitigate risk or protect the Association.

(8) The Committee must maintain appropriate records of significant threats and the actions taken in response, subject to confidentiality where required.

(9) Where a matter poses significant risk to the Association, the Committee may call a General Meeting to inform members and seek further direction.

(10) A member must not be subjected to retaliation or adverse treatment for raising a complaint or reporting a concern in good faith.

(11) A complaint that is knowingly false, malicious, or made in bad faith may be dealt with under the disciplinary provisions of this constitution.

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 may resign from the Association at any time by providing written notice to the Secretary or through the membership management system used by the Association.
- (2) The resignation takes effect on the date the notice is received, or on a later date specified in the notice.
- (3) Resignation from the Association does not entitle the member to any refund, rebate, or pro-rata return of membership fees or subscriptions already paid.
- (4) A member's membership will otherwise cease automatically at the end of the applicable membership term if the membership is not renewed.
- (5) Resignation from membership does not remove any outstanding obligations owed to the Association.
- (6) A member may not resign from the Association while subject to a disciplinary process unless the Committee determines otherwise.

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 Association may recognise individuals as Life Members in recognition of outstanding and sustained contribution to the Association and the broader leather and fetish community.
- (2) Life Membership is not limited by number and may be awarded at the discretion of the Association where such recognition is considered appropriate.
- (3) A person may be nominated for Life Membership by the Committee.
- (4) A nomination for Life Membership must be approved by ordinary resolution of the Association at an Annual General Meeting or other general meeting.

- (a) by ordinary resolution and a greater than 50% majority vote
- (5) A Committee member must not participate in a decision relating to their own nomination for Life Membership.
- (6) Life Members:
 - (a) are recognised in the official records of the Association.
 - (b) are entitled to membership of the Association without payment of membership fees; and
 - (c) retain the rights and privileges of membership, including voting rights, in accordance with this constitution.

15 Complimentary Memberships

- (1) Committee Members
 - (a) Elected committee members shall be entitled to complimentary 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 membership, should they wish to do so, as a show of financial support for the association.
- (2) Community Members
 - (a) The committee reserves the right to grant complimentary membership to individuals it deems appropriate.
 - (b) Complimentary 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 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 financial members for the duration of their awarded term.
- (5) Complimentary membership is actioned in our membership software by the membership officer to enable consistent membership processes to be followed.

(6) 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.
- (d) The Committee must act in good faith and in the best interests of the Association.

(2) Without limiting subsection (1), the Committee may:

- (a) determine policies, procedures, and operational matters of the Association.
- (b) manage the finances, assets, and resources of the Association; and
- (c) make decisions in accordance with this constitution, including by electronic means where permitted.

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 member of the Association who is in good standing is eligible to nominate as a candidate for election to the Committee.

(2) Despite subsection (1), a person is not eligible to be elected or appointed to the Committee if the Committee reasonably determines that the person has a material conflict of interest that would prevent them from acting in the best interests of the Association.

- (a) Without limiting subsection (2), a material conflict of interest may include circumstances where a person's external roles, affiliations, or interests:

- (i) may influence, or reasonably be perceived to influence, their ability to act independently; or

- (ii) may conflict with, or reasonably be perceived to conflict with, the independence, objectives, or decision-making of the Association.

- (b) In making a determination under this clause, the Committee must act reasonably and in good faith, having regard to:

- (i) the nature and extent of the person's involvement or interest.

- (ii) whether the conflict can be appropriately managed; and

- (iii) the need to maintain the independence, integrity, and reputation of the Association.

- (c) A determination under this clause should, where practicable, be made prior to the Annual General Meeting and communicated to the nominee.

(3) A member is considered to be in good standing if the member:

- (a) holds an active membership of the Association.

- (b) has paid any applicable membership fees or subscriptions; and

- (c) is not currently suspended from membership or otherwise restricted from participating in the affairs of the Association under the provisions of this constitution.

(4) Nominations must:

- (a) be made in writing.

- (b) be signed by at least two (2) members of the Association, not including the candidate.

- (c) include the written consent of the candidate; and

- (d) be submitted to the Secretary at least seven (7) days before the Annual General Meeting at which the election is to take place.
- (5) Late or Floor Nominations
- (a) Nominations received after the closing date may only be accepted if there are insufficient valid nominations to fill all available Committee positions.
 - (b) If additional nominations are required, the presiding member may call for nominations from the floor at the Annual General Meeting.
 - (c) Any nomination made at the meeting must:
 - (i) be accepted by the nominee; and
 - (ii) be supported by at least two (2) members present at the meeting.
- (6) If insufficient nominations are received to fill all Committee positions:
- (a) the candidates nominated are taken to be elected; and
 - (b) additional nominations may be called for at the Annual General Meeting.
 - (c) Nominations made at the meeting in response to a call for further nominations must follow the process determined by the presiding member.
 - (d) If the number of nominations received is less than the minimum number required to form a committee, the members present at the Annual General Meeting may appoint eligible members of the Association, with their consent, to the Committee.
- (7) If the number of nominations exceeds the number of available Committee positions, an election must be conducted by fair voting process determined by the presiding member.
- (8) Following the Annual General Meeting, the newly elected Committee must meet as soon as practicable to appoint the office-bearers of the Association from among the Committee members.
- (9) Office-bearer roles may include President, Vice President, Secretary, Treasurer, and any other positions determined by the Committee.
- (10) If two or more candidates receive an equal number of votes for a position, the presiding member must determine the result by lot.
- (a) “By lot” usually means drawing a name randomly or a coin toss.

19 Terms of office

- (1) Members of the Committee are elected at the Annual General Meeting and hold office from the conclusion of that meeting until immediately before the election of the next committee at the next Annual General Meeting.

(2) Committee members are eligible for re-election, subject to any term limits set out in this constitution.

(3) A person may serve a maximum of four (4) consecutive years in an office bearer role of the Committee.

(a) In exceptional circumstances, where the Committee considers it necessary to ensure continuity or stability of the Association, the Committee may unanimously resolve to permit a person who has reached the maximum consecutive term to continue serving in an executive officer role for an additional period of up to one (1) year.

(b) Any such resolution must be recorded in the minutes of the Committee meeting at which it is made.

(4) After completing four (4) consecutive years in office bearer roles, a person must take a break of at least twelve (12) months before being eligible to be appointed or elected to an executive officer role again.

20 Vacancies in office

(1) A casual vacancy in the office of a committee member occurs if the member:

(a) dies.

(b) ceases to be a member of the Association.

(c) resigns from office by written notice to the Secretary.

(d) is removed from office by resolution of the Association in a general meeting.

(e) is absent from more than fifty percent (50%) of Committee meetings in a twelve-month period, or from three consecutive Committee meetings without the consent of the Committee.

(f) becomes insolvent under administration within the meaning of the Corporations Act 2001.

(g) becomes prohibited from being a director of a company under the Corporations Act 2001.

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for three (3) months or more; or

(i) becomes incapable of performing the duties of the office.

(2) The Association may remove a committee member from office by resolution at a general meeting in accordance with the voting provisions of this constitution.

(3) A Committee member who is the subject of a proposed resolution for removal from office may:

(a) provide a written statement to the President or Secretary; and

(b) request that the statement be provided to members prior to the meeting at which the resolution will be considered.

- (4) If a statement referred to in subsection (3) is not distributed to members before the meeting, the statement must be read aloud by the presiding member at the meeting.
- (5) The Committee may appoint an eligible member of the Association to fill a casual vacancy on the Committee.
- (6) A person appointed to fill a casual vacancy holds office until the next Annual General Meeting, at which time the position becomes subject to election in accordance with this constitution.
- (7) The remaining members of the Committee may continue to act despite a casual vacancy in the Committee.
- (8) If a committee member resigns from office after notice of a proposed resolution for removal has been given, the Association may still consider the resolution and record the outcome for the purposes of the Association's records.
- (9) If the number of Committee members falls below the minimum required by this constitution, the remaining Committee members may only act to appoint additional members or call a 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) be made available to Committee members prior to the next meeting where practicable; and
 - (c) be confirmed by resolution of the Committee or members (as applicable) at the next meeting.
- (4) Once confirmed, the minutes must be signed or noted, in writing or by electronic means, by:
 - (a) the member who presided at the meeting; or
 - (b) 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 forty-eight (48) hours, or such other period as agreed by the Committee, before the meeting.
- (2) The notice must include the general nature of the business to be considered at the meeting, which may include standing items such as general business and portfolio updates.
- (3) The Committee may consider and make decisions on any matter raised at the meeting, provided that a quorum is present.
 - (a) The presiding member may determine whether a matter raised at the meeting requires deferral to a future meeting.
- (4) Where practicable, matters that significantly affect the governance, financial commitments, or operations of the Association should be included in the notice for the meeting.

26 Quorum

- (1) The quorum for a meeting of the committee is three (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 thirty (30) minutes after the time appointed for the meeting, the meeting is adjourned to the same time and place in the following week, or to another time and place determined by the Committee.
- (4) If a quorum is not present within thirty (30) minutes 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 one 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 20 applies.
- (8) For the purposes of this clause, members participating in a meeting by electronic means in accordance with this constitution are taken to be present.

27 Presiding committee member

- (1) The following person presides at a meeting of the committee:

- (a) the president,
 - (b) if the president is absent or unable to act, the vice-president,
 - (c) if both the president and vice-president are absent or unable to act a committee members elected by those present at the meeting.
- (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 at committee meetings

- (1) A decision of the Committee or a subcommittee is taken to be made if a majority of the votes cast by members present and entitled to vote at a meeting, at which a quorum is present, support the decision.
- (2) This clause applies to meetings conducted in person or by electronic means in accordance with this constitution.
- (3) A decision made in accordance with this clause has effect as a decision of the Committee.
- (4) A decision made in accordance with clause 30 (Electronic Meetings and Committee Decisions) is taken to be a decision of the Committee for the purposes of this clause.

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 Committee decisions between meetings

- (1) The Committee may conduct meetings using telephone, video conference, or other electronic means that allow participating members to communicate with each other.
- (a) The Committee may determine the electronic communication platforms used for the purposes of this clause.
- (2) The Committee may discuss matters and make routine decisions between meetings using electronic communication, including email or messaging platforms used by the Committee.
- (3) A decision made through electronic communication is valid if:
- (a) a majority of Committee members participating indicate their agreement; and

- (b) the number of Committee members participating satisfies the quorum required for a committee meeting.
- (4) Matters that significantly affect the governance, financial commitments, or operations of the Association should, where practicable, be considered at a formal Committee meeting.
- (5) Any decision made through electronic communication must be recorded and included in the minutes of the next committee meeting.
- (6) The presiding member (president or vice president) must confirm any decision made through electronic communication to all committee members.
- (7) A decision made in accordance with this clause has the same validity as a decision made at a committee meeting.

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.
- (5) The validity of proceedings, an act, decision, or resolution of the Association is not invalid merely because of a minor procedural irregularity or technical defect in the conduct of a meeting.
 - (a) This clause does not apply where the irregularity materially affects the outcome of the matter being decided.

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 must 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.
- (3) the Committee may determine that an independent person be appointed to chair the meeting where it is considered appropriate.
 - (a) An independent chair appointed under this clause is responsible for presiding over the conduct of the meeting but is not entitled to a deliberative vote or a casting vote.
 - (b) Any deliberative or casting vote must be exercised in accordance with clauses 36(1) and 36(2) and remains vested in the President or their authorised representative.

37 Voting

- (1) Only members in good standing are entitled to attend and vote at a general meeting of the Association, including the Annual General Meeting.
- (2) A member is considered to be in good standing if the member:
 - (a) holds an active membership of the Association.
 - (b) has paid all membership fees or other amounts owed to the Association; and
 - (c) is not suspended from membership or otherwise restricted from participating in the affairs of the Association under the disciplinary provisions of this constitution.
- (3) A member is not entitled to vote at a general meeting unless the member has been a member of the Association for at least 21 (21) days before the date of the meeting.
 - (a) Each member entitled to vote has one (1) vote.
- (4) A question arising at a general meeting must be decided by:
 - (a) a show of hands.
 - (b) another method determined by the presiding member where members are participating electronically; or
 - (c) a secret ballot if requested by the presiding member or by at least five (5) members present.
- (5) If a question is decided by a show of hands or another approved method, a declaration by the presiding member that a resolution has been carried or lost is sufficient evidence of the result unless a ballot is demanded.
- (6) A ballot must be conducted in accordance with the directions of the presiding member.
- (7) A member is not entitled to vote by proxy.

(8) The Secretary must determine the list of members entitled to vote at least seven (7) days before the meeting.

38 Postal, electronic or combined ballots

(1) The Association may conduct a postal, electronic, or combined ballot of members to decide any matter that may be determined at a general meeting, other than an appeal under the disciplinary provisions of this constitution.

(2) Any ballot conducted under this clause must be conducted in accordance with the Associations Incorporation Regulation.

39 Electronic communications for AGM administration

(1) The Committee may use electronic communication, including email or messaging platforms in accordance with clause 30, to discuss and coordinate matters relating to the preparation and administration of the Annual General Meeting.

(2) Routine matters relating to the organisation of the Annual General Meeting, including scheduling, agenda preparation, and administrative arrangements, may be discussed and determined through electronic communication in accordance with clause 30.

(3) Matters that significantly affect the governance or conduct of the Annual General Meeting should be determined at a formal Committee meeting where practicable.

(4) The Committee may conduct meetings relating to the Annual General Meeting using telephone, video conference, or other electronic means that allow participating members to communicate with each other.

(5) Any decision relating to the Annual General Meeting made through electronic communication must be recorded and included in the minutes of the next Committee meeting.

(6) The Committee must ensure that all notices, agendas, and reports relating to the Annual General Meeting are distributed to members in accordance with this 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 History and legacy

(1) The Association recognises the importance of preserving its history, legacy, and contributions to the leather and fetish community.

- (2) The Committee should, where practicable, take reasonable steps to document, preserve, and recognise the history of the Association and its members.
- (3) The Committee may maintain records or initiatives that acknowledge significant individuals, events, and contributions to the development of the Association.

42 Sources of funds

- (1) The funds of the Association may be derived from:
 - (a) membership fees and subscriptions.
 - (b) donations and fundraising activities.
 - (c) the sale of merchandise, products, and event tickets.
 - (d) sponsorships, partnerships, and grants; and
 - (e) any other lawful activities or sources that support the objectives of the Association, as determined by the Committee.
- (2) The funds and assets of the Association must be used solely to pursue the objects of the Association, in a manner determined by the Committee and in accordance with this constitution.
- (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 the money received where a receipt is requested by the payer or where an automatic receipt has not otherwise been generated.
- (4) The Association must ensure appropriate financial controls and record-keeping are maintained.

43 Insurance

- (1) The Association may take out and maintain insurance as the Committee considers appropriate for the protection of the Association, its members, volunteers, and its assets and liabilities.
- (2) Without limiting subsection (1), such insurance may include public liability insurance, insurance for Committee members and office-bearers, and any other insurance required to support the activities of the Association.
- (3) The Association may maintain insurance to indemnify Committee members, office-bearers, and volunteers in respect of liabilities arising from the performance of their duties to the extent permitted by law.

44 Non-profit status

- (1) The Association is a not-for-profit organisation.
- (2) The income and assets of the Association must be used solely to further the objectives of the Association and must not be distributed, directly or indirectly, to members.
- (3) Nothing in this clause prevents the Association from:
 - (a) providing benefits, prizes, or incentives to members as part of events, promotions, or activities that support the objectives of the Association.
 - (b) reimbursing reasonable expenses incurred by members on behalf of the Association.
 - (c) paying for goods or services provided to the Association; or
 - (d) making payments or distributions authorised by the Committee in good faith and in furtherance of the Association's objectives.

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 of the Association must be available for inspection by members at a reasonable time:
 - (a) this constitution.
 - (b) minutes of general meetings of the Association; and
 - (c) other records of the Association as required under the Act.
- (2) Documents referred to in this clause may be made available for inspection in electronic or hard copy form.
- (3) A member may request a copy of a document referred to in this clause, and the Association may charge a reasonable fee to cover the cost of providing the copy.
- (4) The Committee may refuse to permit inspection of, or provide a copy of, a document if the Committee reasonably considers that the document:
 - (a) contains personal, confidential, commercial, employment, legal, or disciplinary information; or
 - (b) would, if disclosed, be prejudicial to the interests of the Association or its members.
- (5) A member must not use information obtained under this clause for a purpose unrelated to the affairs of the Association.

48 Financial Year

- (1) The financial year of the Association is the period commencing on 1 July and ending on 30 June each year, unless otherwise determined by the Committee in accordance with the Act.
- (2) The Committee may determine transitional arrangements necessary to implement a change to the financial year, including the preparation and presentation of financial reports for a period of less than twelve (12) months.

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

(2) The organisation or organisations to which the surplus property is to be transferred are to be determined by the members of the Association at or before the time of winding up, or, failing such determination, in accordance with the Act.

(a) preference may be given to organisations that support the leather, fetish, or broader LGBTQIA+ community

(3) In this clause, surplus property has the same meaning as in section 65 of the Act.

50 Titleholders and Community Ambassadors

(1) The Association may recognise and support titleholders, ambassadors, or other community representatives within the leather and fetish community.

(2) Titleholders and representatives are not agents, representatives, or office-bearers of the Association unless formally appointed by the Committee.

(3) The Association may, at its discretion, support titleholders or representatives through promotion, collaboration, or community engagement activities where such support aligns with the objectives of the Association.

(4) The Association is not obliged to provide financial support, resources, or services to any titleholder or representative.

(5) The Association does not have control over the activities, conduct, or obligations of independently run titleholder programs or their participants.

(6) Where the Association chooses to formally recognise a titleholder or representative, the Committee may set expectations or conditions for that recognition.

(7) The Committee may withdraw recognition or support from any titleholder or representative where it reasonably considers that their conduct is inconsistent with the values, reputation, or interests of the Association.