

Sex Industry Network Inc.

Constitution

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1. Name

The name of the incorporated Association is Sex Industry Network referred to herein as 'the Association'.

2. Definitions

- a) 'Committee' means the committee of management of the Association.
- b) 'General meeting' means a general meeting of members of the Association convened in accordance with these rules.
- c) 'Member' means a member of the Association.
- d) 'The Act' means the Associations Incorporation Act 1985.
- e) 'Special resolution' means a special resolution defined in the Act.
- f) 'Month' shall mean a calendar month.

3. Object of the Association

The objects of the Association are:

- a) To promote the health, rights and wellbeing of sex workers in South Australia.
- b) To advocate for laws, practices and policies that optimise the health, welfare and safety of sex workers.
- c) To provide education and support services that empower sex workers to live and work with dignity and in safety.
- d) To address the societal stigma and discrimination of sex workers.
- e) To be an effective, representational voice for sex workers in South Australia.
- f) To build strength, capacity and a sense of community among South Australian sex workers.
- g) To provide education to the broader community and raise awareness about sex work and issues affecting sex workers.
- h) To work collaboratively and congruently with the global sex worker rights movement.
- i) To be focused on and driven by the needs, aspirations, concerns and issues of the diversity of South Australian sex workers.

4. Powers of the Association

Solely for carrying out its purpose, the Association shall have the power to do anything whatsoever is lawful for an Association to do according to the Act. This includes but is not limited to:

- a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- b) Administer any property on trust; and
- c) Open and operate Authorised Deposit taking Institution (ADI) accounts; and
- d) Invest its monies:
 - (1) In any security in which trust moneys may, by Act of Parliament, be invested; or
 - (2) In any other manner authorised by the rules of the Association; and
- e) Borrow money upon such terms and conditions as the Association thinks fit; and
- f) Give such security for the discharge of liabilities incurred by the association as the Association thinks fit; and
- g) Appoint agents to transact any business of the Association on its behalf; and

- h) Enter into any other contract it considers necessary or desirable.

5. Not for Profit

5.1 Application of the Association's income and property

- a) The Association's income and property must be applied solely towards promoting the association's objects.
- b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member.
- c) This clause does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any member to the extent permitted by law and this constitution.

5.2 Other payments to members

All other payments to members must be approved by the committee including, but not limited to:

- a) Out-of-pocket expenses incurred by a member in performing a duty as a member of the Association; or
- b) A service rendered to the association by a member in a professional or technical capacity or as an employee; other than in the capacity as a member of the association, where;
 - 1) The provision of the service has the prior approval of the committee and
 - 2) The amount payable is not more than an amount that commercially would be reasonable payment for the service.

5.3 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

gifts of money or property for the principal purpose of the

- a) Organization
- b) Contributions made in relation to an eligible fundraising
- c) Event held for the principal purpose of the organization
- d) Money received by the organisation because of such gifts and contributions

6. Membership

6.1 Eligibility for membership

- a) Any person who meets the following criteria may apply for membership:
 - (1) Is a past or present sex worker;

- (2) Is not currently an owner or operator of a sex industry business (this does not prohibit sole operators from applying for membership);
- (3) Agrees with objectives of the Association;
- (4) Agrees to be bound by the rules of the Association.
- b) Any person who at the time of applying for membership of the Association is a current owner or operator of a sex industry business, or any member of the Association who commences as a current owner or operator may apply to the committee for exemption to rule 6.1a (2).

6.2 Membership entitlements

Membership will confer:

- a) The right to stand for election and hold positions on the committee and working groups.
- b) The right to attend general meetings of the Association.
- c) The right to cast one (1) vote at general meetings of the Association.

6.3 Application for membership

Before an application for membership is granted it must be:

- a) Nominated by one existing member of the Association;
- b) Be in writing;
- c) Signed by the applicant and the applicant's nominator;
- d) In the form decided by the committee and
- e) Approved by the committee.

6.4 Subscriptions

- a) The annual subscription fee for membership shall be a once off nominal fee as decided by the committee.
- b) The committee may choose to waive subscription fee at their discretion in relation to particular members or situations.
- c) The subscription fees shall be payable on application for membership.
- d) Should the application for membership not be approved, the subscription fee is refundable.

6.5 Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Resignation from the Association is deemed to have immediate effect.

6.6 Expulsion of a member

- a) The committee may terminate a member's membership if the member:
 - (1) Does not comply with any of the provisions of these rules; or
 - (2) Conducts themselves in a way considered to be inconsistent with the objectives of the Association as agreed to, upon applying for membership;
 - (3) Conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association.
- b) Before the committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- c) If, after considering all representations made by the member, the committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision at which time the termination of membership takes immediate effect.

6.7 Appeal against rejection or termination of membership

- a) A person whose application for membership has been rejected, or whose membership has been terminated may appeal against the decision by giving the committee written notice of their intention to appeal.
- b) A notice of intention to appeal must be given to the committee within one month after the person receives written notice of the decision.
- c) If the committee receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.
- d) The general meeting to decide an appeal must be held within three months after the committee receives the notice of intention to appeal.
- e) At the meeting:
 - (1) Applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated and
 - (2) The committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- f) An appeal must be decided by a majority vote of the members present.

6.8 Register of members

- a) The public officer of the Association must establish and maintain a register of members of the Association specifying:
 - (1) The person's name or industry name;
 - (2) The person's postal, residential or email address;
 - (3) The date on which the person became a member; and, if applicable;
 - (4) The date on which the person ceased to be a member.
- b) The register of members must be kept in South Australia:
 - (1) At the main premises of the Association; or
 - (2) If the Association has no premises, at the Association's official address;
 - (3) In a secure manner that ensures confidentiality.
- c) Except in the circumstances referred to in clause 6.8 d) the register of members must not be made available for inspection by any person or body.
- d) A committee member may access information about a person contained on the register of members only:
 - (1) For the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association;
 - (2) For any purpose necessary to comply with a requirement of the Act or the Regulation; or
 - (3) In order to comply with a legally binding requirement imposed by any other law applicable to the Association, or a legally binding order of any court, government or semi-government authority, administrative or judicial body.

7. The Committee

7.1 Powers and duties

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

- e) The committee actively fosters an environment where community members from diverse experiences are empowered and supported to engage with governance structures of the Association.
- f) The committee is responsible for ensuring that new committee members receive adequate training and access to mentorship in order to carry out their duties at their full potential.
- g) All committee members are aware of the duties and powers of all positions on the committee and are able to ensure all committee business is attended to in the case of absence of any position or by agreement between committee members.

7.2 Appointment

- a) There will be a committee comprising the following office bearers:
 - The President;
 - The Vice- President;
 - The Secretary;
 - The Treasurer;
 - Two (2) general members.
 - Chief Executive Officer in ex officio position (non-voting).
- b) A committee member shall be a natural person.
- c) The first committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as held office prior to incorporation.
- d) The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by consensus of the committee, shall retire from the committee.
- e) At each subsequent annual general meeting one half of the elected members of the committee, being the longest serving members, shall retire.
- f) Not be a permanent employee or have accumulated six months or more of continuous contractual engagement with the association in the previous 12-month period
- f) Persons seeking election to the committee must:
 - (1) Be a member of the Association;
 - (2) Be eligible to be a member of the committee as defined in the Act;
 - (3) Not be a permanent employee or have accumulated six months or more of continuous contractual engagement with the association.
- g) A member of the Association and their nomination for a position must be:

- (1) Endorsed and signed by any two members;
- (2) In the form decided by the committee and
- (3) Delivered to the Secretary of the Association at least fourteen days before the general meeting.
- (4) However, if less than two nominations are received for a position, nominations for that position will remain open until the commencement of the general meeting.
- h) A retiring committee member shall be eligible to stand for re-election without nomination.
- i) Notice of all persons seeking election or notice of nominations for a position remaining open as allowed by clause 7.2 h (4) shall be given to all members of the Association at least one week before the meeting at which the election is to take place.
- j) Election to the committee will be conducted in accordance with rule 9.6.

7.3 Committee position vacancies

- a) The committee may appoint any member of the Association to fill the position.
- b) If the number of elected committee members is less than the number fixed as a quorum of the committee (4), the continuing members may act only to:
 - (1) Increase the number of committee members to the number required for a quorum; or
 - (2) General meeting of the Association.

7.4 Proceedings of committee

- a) Any four elected members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- b) The committee shall meet together to attend to business arising as often as the committee sees fit to carry out its normal business, at least quarterly.
- c) Questions arising at any meeting of the committee shall be decided where possible by consensus. When consensus cannot be reached, the committee may decide by a majority of votes. In the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- d) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of their interest in the contract at the next annual general meeting of the Association.
- e) The committee may, if it thinks fit, hold meetings by telephone, or other electronic means including audio or audio- visual telecommunications.

- f) The Secretary, in consultation with the committee is responsible for calling meetings and alerting committee members.

7.5 Disqualification of committee members

The office of a committee member shall become vacant if a committee member is:

- a) Disqualified from being a committee member by the Act;
- b) Expelled as a member under these rules;
- c) Permanently incapacitated by ill health;
- d) Absent without apology from more than two meetings in a financial year;
- e) No longer meets the criteria to be a committee member as defined by these rules, or
- f) By resolution at a general meeting of members.

7.6 Duties of office bearers

- a) The President

The President shall have the following duties:

- (1) Ensure members are consulted on a regular basis;
- (2) Together with the CEO be the contact for the Association;
- (3) Chair or delegate a chair for all meetings;
- (4) ensure meetings are conducted in a fair and proper manner;
- (5) in consultation with the Secretary prepare the agenda for all meetings;
- (6) ensure that the objectives of the Association are upheld;
- (7) Ensure the committee members are clear on their responsibilities in relation to the Act and the rules of the Association.

- b) The Vice President

The Vice President shall fulfil the roles and functions of the President in their absence or at the President's request.

- c) The Secretary

The Secretary shall:

- (1) Take and keep accurate minutes of
 - i. all elections and appointments of office bearers and committee members;

- ii. The names of members of the committee present at a committee meeting, and general meetings of the Association;
 - iii. All proceedings at committee meetings and general meetings of the Association.
- (2) The Secretary along with the President must prepare a draft agenda for each meeting as appropriate from the previous minutes and forward to other members of the committee for finalisation and additional agenda items.
 - (3) The Secretary must hold records of results, correspondence and reports regarding all elections.
 - (4) The Secretary must ensure all originals of all correspondence received addressed to the Association are forwarded to the President and copies are kept on file.
 - (5) The Secretary must distribute notification of meetings, agendas, meeting papers and background papers to members.
 - (6) In consultation with other committee members the Secretary must determine when, where and how the committee meets.

d) The Treasurer

The Treasurer shall:

- (1) Ensure all monies due to the Association are collected, received and banked and make payments authorised by the committee;
- (2) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (3) prepare financial budgets, cash flows and organisation budgets;
- (4) Prepare and present reports to the committee;
- (5) present the financial report to the general meetings of the Association;
- (6) Liaise with the Secretary to ensure that subscriptions are properly accounted for; and
- (7) Liaise with and assist the auditor in appraising books of account.

e) The public officer

The committee shall appoint a person who will perform the duties as outlined in accordance with the Act.

8. The Seal

- a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.

- b) The seal shall not be used without the express authorisation of the committee.
- c) The affixing of the seal shall be witnessed by at least one member of the committee.

9. General Meetings

9.1 Annual general meetings

- a) The committee is responsible for calling an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the Association, and annually thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
 - (1) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (2) The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required);
 - (3) The election of committee members;
 - (4) The appointment of auditors;
 - (5) Any other business requiring consideration by the Association in general meeting.

9.2 Special general meeting

- a) The committee may call a special general meeting of the Association at any time.
- b) Upon a petition in writing of not less than ten members of the Association, the committee shall, within one month of the receipt of the petition, convene a special general meeting for the purpose specified in the requisition.
- c) Every petition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within one month, as required by 9.2 b) above, the petitioners, or at least fifty percent of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and notice of the special general meeting must be in accordance with section 9.3.

9.3 Notice of general meetings

- a) Subject to 9.3 c) at least fourteen days' notice of any general meeting shall be given to members.

- b) The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- c) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting.
- d) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it via the contact details given in the membership application form (email or postal).
- e) Service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post or email.

9.4 Attendance at the general meeting

- a) Attendance at the general meeting is restricted to members of the Association and people who have applied for membership of the Association.
- b) Applications for membership will be accepted at the door, however membership must be approved by the committee before the person is considered a member and able to vote at the meeting.
- c) Failure to pay the membership subscription fee will not prohibit any members from attending the general meeting.

9.5 Proceedings at general meeting

- a) Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within one hour after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon the petition of members shall lapse. In any other case, the members present shall form a quorum for the purposes of carrying out general business of the organisation.
- c) Subject to 9.5 d) the Chairperson shall preside at a general meeting of the Association.
- d) If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or if they are present but decline to take or chooses to retire from the chair, the members may choose a committee member or one of their own numbers to be the Chairperson of that meeting.

9.6 Voting at general meetings

- a) Subject to these rules, every member of the Association has only one vote at a meeting of the Association.

- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) The method of voting is to be decided by the committee except:
 - (1) If at least five of the members present demand a secret ballot in which case voting must be by secret ballot.
 - (2) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot. These two people will be known as the returning officers for the purposes of this meeting.
 - (3) The result of a secret ballot as declared by the returning officers is taken to be a resolution of the meeting at which the ballot was held.
- d) A vote demanded for the election of a person presiding or on a question of adjournment, must be taken immediately, but any other vote may be conducted at any time before the close of the meeting.

9.7 Special and ordinary resolutions

- a) Special resolution of an incorporated Association means a resolution passed with the following conditions:
 - (1) At least twenty-one days written notice specifying the intention to propose the resolution as a special resolution was given to all members of the Association; and
 - (2) It is passed at a general meeting of members of the Association by a majority vote of not less than three-quarters of such members of the Association as, either in person or, where proxies are allowed, by proxy, at that meeting.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8 Proxies

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

10. Minutes

- a) The Secretary is responsible for keeping all minutes in accordance with section 7.6 b.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) who were at the meeting in question, at a subsequent meeting.

- c) Minutes distributed by the secretary are evidence that a meeting has been held, approved processes were followed, and any decisions made are valid, unless otherwise proven to be misleading or false.

11. Financial Reporting

11.1 Financial year

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

11.2 Records to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with regulation 8 of the Act.

11.3 Accounts and reports to be laid before members

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

11.4 Appointment of auditor

At each annual general meeting, the committee will recommend a person to be auditor of the Association in accordance with sections 35(2) (b) and 35(4) of the Act for qualifications of auditor. The members will be asked to appoint the auditor. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

12. Winding Up

The Association may be wound up in the manner provided for in the Act.

12.1 Application of surplus assets

- a) If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
 - (1) The Association may determine to distribute surplus assets to nominated charities.

- (2) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- b) Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

13. Rules

- a) These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission or the relevant Government organisation as appropriate at the time, as required by the Act.
- c) The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- d) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed.
 - (1) This does not apply to an alteration to the name of the Association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.