

**Star Gayzers Inc.**



**Rules  
and  
Constitution**

**CONSTITUTION OF STAR GAYZERS INC.**

# Table of Contents

Rule	Page
1. Name .....	3
2. Objects .....	3
3. Powers.....	3
4. Classes of Members .....	5
5. Transfer of Members from unincorporated association .....	5
6. Membership Fees.....	6
7. Admission and Rejection of Members .....	6
8. Termination of Membership.....	6
9. Appeal Against Rejection or Termination of Membership .....	6
10. Register of Members.....	7
11. Membership of Management Committee .....	7
12. Vacancies on Management Committee .....	8
13. Functions of the Management Committee.....	8
14. Meetings of the Management Committee .....	9
15. Subcommittees .....	9
16. Defect in Appointment.....	10
17. Flying Minutes.....	10
18. First General Meeting .....	10
19. Annual General Meeting.....	10
20. Special General Meeting .....	11
21. Quorum .....	11
22. Notice of Annual General Meeting or Special General Meetings .....	11
23. Chairperson and Voting for Meetings.....	12
24. By-Laws .....	13
25. Alteration of Rules .....	13
26. Common Seal .....	14
27. Funds and Accounts .....	14
28. Documents .....	15
29. Financial Year .....	15
30. Distribution of Surplus Assets .....	15

# CONSTITUTION OF STAR GAYZERS INC.

## 1. Name

The name of the incorporated association shall be STAR GAYZERS INC. (in these rules called “the Association”).

## 2. Objects

The objects for which the Association is established are:

- (1) To cater for, assist and develop the members’ interest and skill in astronomy.
- (2) To support and encourage the health and well-being of lesbian, gay, bisexual, transgender, intersex and questioning persons, their family, friends and other supportive persons; by providing a fun, safe, social and inclusive environment that celebrates diversity.
- (3) To promote and foster the science of astronomy.
- (4) To do all lawful acts and things that are incidental to the carrying out of the above aims and objectives.

## 3. Powers

The powers of the Association are:

- (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the “Star Gayzers – LGBTIQ Astronomers”;
- (2) To co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not support the objectives of the Association;
- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association’s premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connexion with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;

## CONSTITUTION OF STAR GAYZERS INC.

- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 27(12);
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

# CONSTITUTION OF STAR GAYZERS INC.

- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## 4. Classes of Members

- (1) The membership of the Association shall consist of any of the following classes of members: (a) *Full Member*; (b) *Long Distance Member*; (c) *Concession Member*; (d) *Honorary Life Member*; (e) *Reciprocal Member*.
  - (a) Full Member at the time of incorporation is any member who was a Full Member of the unincorporated association. Full Membership is open to all prospective Members 18 years of age and older. A Full Member may partake in all society activities, including voting and standing for office;
  - (b) Long Distance Members may partake in all society activities except voting and standing for office. Long Distance Membership is open to all prospective Members 18 years of age and older who reside at such distance from the normal meeting place as would prevent or severely restrict attendance at meetings. Long Distance Members may apply for Full Membership at any time;
  - (c) Concession Member is any person who is the holder of a recognised concession card. Acceptance will be at the discretion of the Treasurer. Concession Members may exercise Full Membership rights;
  - (d) Honorary Life Membership of the Association may be conferred upon any person nominated by the committee and elected at a Annual General Meeting or Special General Meeting, in recognition of distinguished service to the Association. Honorary Life Members may exercise Full Membership rights.
  - (e) Reciprocal Membership of the Association is available to any person who is a current financial member of another recognised astronomy group. Reciprocal Members may partake in all society activities except voting and standing for office. Reciprocal Members may apply for Full Membership at any time.
- (2) The number of Members in each class shall be unlimited.

## 5. Transfer of Members from unincorporated association

- (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.
- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule(1)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, including electronic form (ie. Email or Webform) and shall be in such form as the Management Committee from time to time prescribes.

# CONSTITUTION OF STAR GAYZERS INC.

## 6. Membership Fees

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any Annual General Meeting or Special General Meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## 7. Admission and Rejection of Members

- (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## 8. Termination of Membership

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If
  - (a) a member:
    - (i) fails to comply with any of the provisions of these rules; or
    - (ii) has membership fees in arrears for a period of two months or more; or
    - (iii) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association,the Management Committee shall consider whether his or her membership shall be terminated.
  - (b) a member's membership is to be considered for termination the member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership it shall instruct the Secretary to advise the member in writing accordingly.

## 9. Appeal Against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his or her intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him or her of such notice, a Annual General Meeting or Special General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Management Committee or those

# CONSTITUTION OF STAR GAYZERS INC.

members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

- (3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## 10. Register of Members

- (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any Annual General Meeting or Special General Meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## 11. Membership of Management Committee

- (1) The Management Committee of the Association shall consist of:
  - (a) a President, Vice-president, Secretary, Treasurer, all of whom shall be members of the Association and shall be hereby referred to as the Executive; and;
  - (b) such number of other members as the members of the Association at any Annual General Meeting or Special General Meeting may from time to time elect or appoint.
- (2) At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
  - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
  - (b) The nomination, which shall be in writing and signed by the member and his or her proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place;
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted on the website of the Association or other conspicuous place (ie. office or usual place of meeting of the Association) for at least seven days immediately preceding the Annual General Meeting;
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

# CONSTITUTION OF STAR GAYZERS INC.

- (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (4) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a Annual General Meeting or Special General Meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a Annual General Meeting or Special General Meeting.

## 12. Vacancies on Management Committee

- (1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a Special General Meeting of the Association, but for no other purpose.

## 13. Functions of the Management Committee

- (1) Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any Annual General Meeting or Special General Meeting the Management Committee:
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:
  - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and



# CONSTITUTION OF STAR GAYZERS INC.

- (c) to invest in such manner as the members of the Association may from time to time determine.

## 14. Meetings of the Management Committee

- (1) The Management Committee shall meet at least once every three calendar months to exercise its functions.
- (2) A Special Meeting of the Management Committee shall be convened by the Secretary on the requisition in writing by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee:
  - (a) two members of the Executive plus one other member of the Management Committee, who may also be a member of the Executive; or
  - (b) a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last Annual General Meeting or Special General Meeting of the members;shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does so vote his or her vote shall not be counted.
- (6) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-president shall be Chairperson or if the Vice-president is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- (7) If within half an hour from the time appointed for the commencement of a Management Committee Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## 15. Subcommittees

- (1) The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the Management Committee thinks fit. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A subcommittee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after

# CONSTITUTION OF STAR GAYZERS INC.

the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

- (3) A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## 16. Defect in Appointment

All acts done by any meeting of the Management Committee or of a subcommittee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

## 17. Flying Minutes

A motion in writing distributed to all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall:

- (1) if acknowledged in writing by the number of members of the Management Committee that constitutes a quorum under rule 14(3);
- (2) if agreed upon by a simple majority of votes in favour, by those who acknowledged the motion in question; and
- (3) being within seven days of the distribution

be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such motion may consist of several documents in like form, including but not limited to email or post mail, each acknowledged in writing by one or more members of the Management Committee.

## 18. First General Meeting

The First General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee of the unincorporated association may determine.

## 19. Annual General Meeting

- (1) The Annual General Meeting shall be held within six months of the close of the financial year
- (2) The business to be transacted at every Annual General Meeting shall be:
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year, if applicable;
  - (c) the election of members of the Management Committee; and
  - (d) the appointment of an auditor, if required under law, or at the discretion of the membership at an Annual General Meeting.

# CONSTITUTION OF STAR GAYZERS INC.

## 20.Special General Meeting

The Secretary shall convene a Special General Meeting:

- (1) when directed to do so by the Management Committee; or
- (2) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- (3) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

## 21.Quorum

- (1) At any Annual General Meeting or Special General Meeting the number of members required to constitute a quorum shall be the number of members presently on the Management Committee plus three.
- (2) No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule “member” includes a person attending as a proxy, by attorney, representing a corporation which is a member or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (3) If within half an hour from the time appointed for the commencement of a Annual General Meeting or Special General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 22.Notice of Annual General Meeting or Special General Meetings

- (1) The Secretary shall convene all Annual General Meeting or Special General Meetings of the Association by giving not less than 21 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his or her membership by the Management Committee, shall be given

# CONSTITUTION OF STAR GAYZERS INC.

in writing. Notice of a Annual General Meeting or Special General Meeting shall clearly state the nature of the business to be discussed thereat.

- (3) Only the Annual General Meeting, Special General Meetings and the First General Meeting shall be considered General Meetings for the purposes of this constitution. Other meetings of the Association, such as Monthly Meetings, Dark Sky Field Trips, Urban Viewing Nights, Special Events, etc shall not be considered General Meetings and do not need to be formally convened by the Secretary, nor minutes kept, nor require a quorum.

## 23. Chairperson and Voting for Meetings

Unless otherwise provided by these rules, at every Annual General Meeting or Special General Meeting:

- (1) the President shall preside as Chairperson, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-president shall be the Chairperson or if the Vice-president is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
- (2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote, provided that no member shall be entitled to vote at any Annual General Meeting or Special General Meeting if his or her annual subscription is more than one month in arrears at the date of the meeting;
- (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (7) a proxy need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot. An instrument appointing a proxy must be in writing and be in the following or similar form:

STAR GAYZERS INC.

I, \_\_\_\_\_ of \_\_\_\_\_ being  
a member of the Association, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (Annual/Special) General Meeting of the Association, to  
be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .  
Signature \_\_\_\_\_

# CONSTITUTION OF STAR GAYZERS INC.

- (8) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

<i>STAR GAYZERS INC.</i>		
<i>I,</i>	<i>of,</i>	<i>being</i>
<i>a member of the Association, appoint</i>		
<i>of</i>		
<i>as my proxy to vote for me on my behalf at the (Annual/Special) General Meeting of the Association, to</i>		
<i>be held on the</i>	<i>day of</i>	<i>20</i>
<i>and at any adjournment of the meeting.</i>		
<i>This form is to be used *in favour of/*against [*strike out whichever is not wanted] the following</i>		
<i>resolutions—</i>		
<i>[List relevant resolutions]</i>		
<i>Signed this</i>	<i>day of</i>	<i>20 .</i>
<i>Signature</i>		

- (9) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting, Annual General Meeting and Special General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee Meeting verifying their accuracy. Similarly, the minutes of every Annual Meeting and Special General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Annual General Meeting or Special General Meeting: Provided that the minutes of any Annual General Meeting or Special General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Annual General Meeting or Special General Meeting.

## 24.By-Laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by an Annual General Meeting or Special General Meeting of members.

## 25.Alteration of Rules

- (1) Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at an Annual General Meeting or Special General Meeting; and
- (2) an amendment, repeal or addition is valid only if it is registered by the chief executive.

# CONSTITUTION OF STAR GAYZERS INC.

## 26. Common Seal

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## 27. Funds and Accounts

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained in written, printed or digital form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) any one of three other members of the Association who have been authorised by the management committee to sign cheques issued by the Association.
- (6) However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (7) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.
- (8) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (9) All expenditure shall be approved or ratified at a Management Committee Meeting.
- (10) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (11) All such statements shall be examined by the auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (12) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as

# **CONSTITUTION OF STAR GAYZERS INC.**

to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **28.Documents**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **29.Financial Year**

The financial year of the Association shall close on the thirtieth day of June in each year.

## **30.Distribution of Surplus Assets**

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 27(12), such institution or institutions to be determined by the members of the Association.

# CONSTITUTION OF STAR GAYZERS INC.

## Index

Admission, 6, 7  
Alteration of Rules, 13  
Annual General Meeting, 7, 8, 10, 14  
Appeal, 6, 11  
Associations Incorporation Act 1981, 15  
Astronomy, 3  
Bisexual, 3  
By-Laws, 13  
Chairperson and Voting for Meetings, 12  
Classes of Members, 5  
Common Seal, 14  
Defect in Appointment, 10  
Distribution of Surplus Assets, 15  
Documents, 15  
Equality of votes, 9, 10, 12  
Financial Year, 15  
First General Meeting, 10  
Flying Minutes, 10  
Functions of the Management Committee, 8  
Funds and Accounts, 14  
Gay, 3  
Imprest, 14  
Intersex, 3  
Lesbian, 3  
Majority, 6, 9, 10, 12  
Meetings of the Management Committee, 9  
Membership Fees, 6  
Membership of Management Committee, 7  
Name, 3  
Notice of General Meetings, 11  
Objects, 3  
Powers, 3  
Proxy, 11, 12  
Quorum, 8, 9, 10, 11  
Register of Members, 7  
Rejection, 6, 11  
Special General Meeting, 11  
Special Meeting of the Management Committee, 9  
Special Resolution, 13  
Subcommittees, 9  
Termination, 6, 7, 11  
Tied Vote, 9, 10, 12  
Transfer of Members from unincorporated association, 5  
Transgender, 3  
Vacancies on Management Committee, 8

Title	Constitution of Star Gayzers Inc.	Pages	16
Subject	Rules and Constitution	Words	6,729
This copy	SG-Constitution-v3.0.docx	Chars	33,511
Original	GoogleDocs\StarGayzers\StarGayzers-Constitution-v3.0.docx	File size	83,916
Created	Tue 2020-09-08 18:20:00	Edit time	181
Saved	Sun 2020-09-27 14:40:00	Revision	47
Printed	Sun 2020-09-27 14:40:00		
Now	Sun 2020-09-27 14:40:01		