

CONSTITUTION
SCARLET ALLIANCE

NATIONAL FORUM FOR SEX WORKER ORGANISATIONS

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RULES

PART I - Preliminary

1. NAME

The name of the association is the Scarlet Alliance- National Forum for Sex Worker Organisations Inc. (known in these rules as “Scarlet”).

2. INTERPRETATION

a) In these Rules, unless the contrary intention appears:

“Act” means the *Associations Incorporations Act 1991 (ACT)*

“Committee” means the Committee of representatives of the member, as established in Rule 20;

“Committee Meeting” means the general meeting of Scarlet;

“Executive” means the Office Bearers of Scarlet and one ordinary member as established in Rule 24.

“Member” means one of the sex worker organisations as provided in Rule 5;

“National Forum” means the general meeting of Scarlet;

“Office Bearer” means a holder for the time being of one of the positions established under Rule 25, 26, 27 and 28.

“Orally” means by face to face contact, telephone, fax, internet or through other electronic means of communication;

“Public officer” means a person who is a resident of the Australian Capital Territory who is at least 18 years of age and who is appointed pursuant to *section 58* of the *Act*;

“Representative” means a person nominated to the Committee by a member organisation in accordance with Rule 21 as elected under Rule 23;

“Scarlet” means Scarlet Alliance-National Forum for Sex Worker Organisations;

“Secretary” means a the person holding office of secretary or, where no person holds that office, the Public Officer of Scarlet;

“Sex workers rights organisation” means an entity that is recognised by Scarlet as such; although more likely to be an organisation with majority past or present sex worker representation on its staff and committees and having a political/advocacy agenda which may incorporate health service provision.

“Sex Worker Project” means a project auspiced by a non-sex worker organisation; generally not incorporated in its own right, providing services primarily to sex workers. It may or may not have a majority of past or present sex workers on its staff ad/or management/steering committee. It specifically excludes sex industry business operators and management organisations, sexual health centres, religious organisation projects, AIDS councils, AFAO (Australian Federation of AIDS Organisations) and User organisations.

“Sex worker rights” means a demonstrated commitment to advance the human rights and civil liberties of past and present sex workers, acknowledgment that sex work is a legitimate occupation and an obligation to strive for majority sex worker representation within member organisations.

b) In these rules:

- (1) a reference to a function includes a reference to a power, authority and duty; and
- (2) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

MISSION STATEMENT

Through its objectives, policies and programs, Scarlet works to achieve equality, social, legal, political, cultural and economic justice for past and present workers in the sex industry, in order for sex workers to be self-determining agents, building their own alliances and choosing where and how they work.

3. OBJECTS

The objects for which Scarlet is established are:

- (a) To promote the civil rights of past and present sex workers and to work towards ending all forms of discrimination against them;
- (b) To lobby for legal and administrative frameworks which do not discriminate against sex workers;
- (c) To challenge any government at any time when and where it implements legislation, regulations, rules, policies or law enforcement practices which are discriminatory and/or repressive to the rights and autonomy of sex workers;
- (d) To actively promote the right of all sex workers to work in whatever area of their chosen occupation, including street, brothel, escort, private and opportunistic work.
- (e) To actively work towards guaranteeing the right of all sex workers to optimum occupational health and safety provisions. This will promote conditions where safe sex and general health knowledge can be converted to safe work practices. Furthermore, challenge any legislation, policy or process which does not so promote the rights of the worker;
- (f) To strive to eradicate sex worker stereotypes and stigmatisation in the popular consciousness and to communicate the diversity of ideas, opinions and aspirations of past and present sex workers;
- (g) To liaise with international sex worker rights groups in the development of regional and international networks, programs and objectives;
- (h) To support sex workers and sex worker organisations to become more politically active.
- (i) To gather and disseminate sex industry related information to members.

PREAMBLE

The Scarlet Alliance will apply an affirmative action policy with regard to sex workers to ensure that current and past sex workers have majority representation on Scarlet Alliance boards and committees, therefore member organisations should consider this when nominating their representatives.

PART II

MEMBERSHIP

4. TYPES OF MEMBERSHIP

The membership of Scarlet will consist of members and associates.

5. MEMBER ORGANISATIONS

Subject to this Rule, membership of Scarlet is open to sex worker rights organisations and sex worker projects in Australia, whether incorporated or otherwise, which have aims and objectives consistent with those of Scarlet and comply with the credentialing process. Such organisations may represent a specific group within Australia, or a State or Territory, or both.

6. MEMBERSHIP QUALIFICATIONS FOR NEW MEMBER ORGANISATIONS

Any sex worker rights organisation or sex worker project, whether incorporated or unincorporated is eligible to apply as a member of Scarlet in accordance with the provision of this rule, Rule 5 and 8.

On applying to Scarlet for membership, the membership application must be accompanied with a copy of the applicant's aims and objectives, goals and/or constitution and will be subject to the following credentialing process:

The applicant must be nominated by two current members;

The applicant must have been in existence for at least twelve (12) months;

The applicant must represent at least 10 people, who are either members or clients of the applicant, if the applicant is a sex worker project.

The applicant must have policies, including publicly expressed views which are not significantly different or contrary to Scarlet;

The applicant must not be an organisation which is solely or primarily formed to represent the rights of management (that is owners, operators); and

The applicant must disclose any conflict of interest.

7. ASSOCIATE MEMBERSHIP

Associated groups/organisations nominated by a member may be invited to join as an associate member and participate as observers, be on the mailing list and have the right to make comments on policy. Associate members do not have a vote.

Associate members shall apply for membership on the prescribed form as in Appendix 1.

8. ADMISSION

Where a sex worker rights organisation, sex worker project or associate.

- (a) has applied for membership in writing in the form set out in Appendix 1 of these Rules and has been established for 12 or more months;
- (b) has lodged the application with the Secretary of Scarlet, or with a member who has forwarded it to the secretary of Scarlet;
- (c) has been approved for membership of Scarlet by the Executive;
- (d) has paid any entrance fee and membership fee required under these Rules to be paid within the time allowed under Rule 14 (3), the Secretary must enter the applicant's name in the register of members and thereupon that applicant is deemed to be a member of Scarlet.

9. APPROVAL OR REJECTION

- (1) Within fourteen (14) days after receiving an application for membership, the Secretary must refer the application to the Executive which must decide whether to accept or reject the application within fourteen (14) days.
- (2) Where the Executive decides to accept an application for membership, the Secretary must within fourteen (14) days after that decision notify the applicant of the acceptance and request that the applicant forwards any sums payable under these Rules by a member as the entrance fee and the first year's membership fee.
- (3) Where the Executive decides to reject an application for membership, the Secretary must within fourteen (14) days after that decision, notify the applicant of the rejection and advise the applicant, by registered mail of its right to appeal.
- (4) An applicant can appeal to the Executive against a decision rejecting its application for membership within seven (7) days after notice of that decision is served on the applicant by lodging with the Secretary a notice to that effect.
- (5) Upon receipt of a notice under sub-rule (4), the Secretary must notify the Executive, which must convene a meeting to be held within fourteen (14) days after the date on which the Secretary received the notice or as soon as possible after that date.
- (6) At a meeting convened under sub-rule (5)-
 - (a) no business other than the question of the appeal can be transacted;
 - (b) the meeting and the applicant must be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
 - (c) the Executive will reach a consensus decision on the question of whether the decision made under sub-rule (3) is confirmed or revoked.
- (7) The decision is final.

10. REGISTER OF MEMBERS

- (1) The Secretary of Scarlet must establish, maintain and keep a register of all members, specifying the name, address and date on which the sex worker rights organisation, sex worker project or associate became a member or ceased to be a member in accordance with this Rule, and Rule 13 (3).
- (2) The register shall not be available to anyone other than the Executive, the Committee or an Inspector from the Registrar General's Office.
- (3) The register shall only be used for purposes determined by the Committee.

11. MEMBERSHIP AND ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a member or associate has by reason of being a member of Scarlet;

- (a) is not capable of being transferred or transmitted to another sex worker rights organisation, sex worker project or similar associate, and
- (b) terminates upon cessation of the sex worker rights organisation, sex worker project or associates' membership.

12. CESSATION OF MEMBERSHIP

- (1) A sex worker rights organisation, sex worker project or associate ceases to be a member of Scarlet if:
 - (a) the organisation is wound up;
 - (b) resigns from membership of Scarlet,
 - (c) is expelled from membership by a special resolution of a general meeting at which the member shall be given an opportunity to state why it should not be removed and its name shall thereupon be removed from the register of members.

13. RESIGNATION OF MEMBERSHIP

- (1) A member is not entitled to resign from membership of Scarlet except in accordance with this rule.
- (2) A member who has paid all amounts payable by the member to Scarlet may resign from membership of Scarlet by first giving notice (being not less than one month or, if the Committee has determined a shorter period, that shorter period), in writing to the Secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

- (4) An associate member is not entitled to resign from membership of Scarlet except in accordance with this rule.

14. FEES

- (1) The entrance fee to Scarlet will be the amount determined by resolution of the Committee from time to time.
- (2) The annual membership fee of Scarlet will be the amount determined by resolution of the Committee from time to time.
- (3) Members and associates must pay any entrance and annual membership fees to Scarlet within thirty (30) days of the notification of entry of the member's or associates name in the register of members under rule 10(1) and the membership fee is thereafter payable by a member before 1 July in every succeeding calendar year.
- (4) A sex worker rights organisation, sex worker project or associate who applies to be a member/associate of Scarlet after 1 March, will pay half the membership fee.
- (5) The Committee may impose no fine or discriminating levy upon any member.

15. MEMBERS LIABILITIES

The liability of a member to contribute towards the payment of debts and liabilities of Scarlet or the costs, charges and expenses of the winding up of Scarlet is limited to the amount, if any, unpaid by the member in respect of membership of Scarlet as required by Rule 14.

16. DISCIPLINING OF MEMBERS

- (1) Where a member notifies the secretary in writing that it is of the opinion that a member
- (a) has persistently refused or neglected to comply with a provision of these Rules;
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of Scarlet;
 - (c) fails to pay the annual membership fee as required by sub-rule 14 (3) within a period of 1 month from the date on which it is payable or such longer time as the Committee may from time to time determine.

The Executive may, by resolution:

- (i) expel the member from Scarlet; or
- (ii) suspend the member from such rights or privileges of membership of Scarlet as the Executive may determine for a specified period.

- (2) A resolution of the Executive under sub-rule (1) is of no effect unless the Executive, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where the Executive passes a resolution under sub-rule (1), the Secretary must, as soon as practicable, serve a notice in writing on the member by registered mail;
 - (a) setting out the resolution of the Executive and the grounds on which it is based;
 - (b) stating that the member may address the Executive, by writing or in person at their expense, at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (c) stating the date, place and time of the meeting; and
 - (d) informing the member that it may do either or both of the following;
 - (i) orally address the meeting;
 - (ii) submit to the Executive at or before the date of that meeting written representation relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Executive mentioned in sub-rule (3) the Executive must-
 - (a) give the member mentioned in sub-rule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Executive by that member at or before the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Executive made under sub-rule (1).
- (5) Where the Executive confirms a resolution under sub-rule (4), the Secretary must inform the member by registered mail of that confirmation and of the member's right of appeal under rule 17 by notice in writing within seven (7) days after that confirmation.
- (6) A resolution confirmed by the Executive under sub-rule (4) does not take effect;
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within the period the member exercises the right of appeal, unless and until Scarlet confirms the resolution in accordance with sub-rule 16(4)(c).

17. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to Scarlet in general meeting against a resolution of the Executive which is confirmed under sub-rule 16(4)(c), within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a written notice by registered mail to that effect.
- (2) Upon receipt of a notice under sub-rule (1), the Secretary must notify the Committee which must convene a general meeting of Scarlet to be held within twenty-one (21) days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to *section 50* of the *Act*, at a general meeting convened under sub-rule (2)-
 - (a) no business other than the question of the appeal can be transacted;
 - (b) the Executive and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 16 (4) (c), that resolution is confirmed.
- (5) Where a member is expelled, neither entrance fees nor membership monies, whether all or part will be reimbursed to the member.

PART III

THE COMMITTEE

18. POWER OF THE COMMITTEE

The Committee, subject to the *Act*, the *Regulations*, these *Rules*, and to any resolution passed by Scarlet in general meeting-

- (a) will endorse policies of Scarlet;
- (b) may exercise all functions that may be exercised by Scarlet other than those functions that are required by these Rules to be exercised by Scarlet in general meeting, and
- (c) in addition, a delegate to Committee from each member will submit annual reports to the national forum in a pro-forma as in Appendix 2.

19. ELECTION OF REPRESENTATIVES

- (1) Representatives on the Committee shall be chosen by each member in accordance with its constitution or other internal process of the member, taking special note of Scarlet's affirmative action policy. In addition, if a member fails to choose representatives who identify as current or former sex workers for two consecutive AGMs, they will be called to supply evidence as to their commitment to Scarlet's affirmative action policy. The procedure followed will be that for disciplining of members as per Rule 16 and 17.
- (2) Brothel owners or management are ineligible for any representation within the Committee, unless they are current sex workers.
- ~~(3)~~ Members are to establish within their own organisations/projects reporting mechanisms between Scarlet representatives and their organisation/project.

20. COMMITTEE MEMBERSHIP

- (1) Each member may choose either one or two representatives to attend meetings of the Committee.
- (2) Any member may at any time reduce the number of its representatives from two to one, replace either or both of its representatives with another and fill casual vacancies in its representation as they occur.
- (3) Members will submit in writing, signed by the public officer or secretary of the member to the Secretary of Scarlet the name of their representative/s.
- (4) Each committee representative will, subject to these Rules, hold office until the conclusion of the next annual general meeting following the date of the representative's appointment or until chosen to be by the member they represent.
- (5) A member may from time to time remove and/or replace its representative and appoint a person as its representative temporarily in place of a representative who is ill or absent.

21. SUSPENSION OF REPRESENTATIVES

- (1) If a member representative has shown cause, at a meeting or otherwise, that Scarlet's aims and objects, policies and guidelines have been breached by that member representative the President shall:
 - (a) at a meeting cease present business and ask the member representative to put their say to the meeting; and
 - (b) if it is the will of the member representatives present to put a motion to suspend the member representative, the meeting will conduct a secret ballot, and
 - (c) in the event that two-thirds of the member representatives present vote in the affirmative of suspension, the member representative will retire for the remainder of the meeting; and

- (d) the Secretary shall record the motion along with numbers for and against.
- (2) On conclusion of the meeting, a letter will be written to the Office Bearers/Management Committee of the member representative's organisation/sex worker project outlining the process that occurred; and
 - (a) this letter is to be signed by the President and the Secretary of Scarlet.
- (3) Where it has indefinitely suspended any member representative the Committee may invite the member to replace that representative with another. If the member takes no action, the suspension remains. If the member advises the Secretary that it wishes to retain the representative concerned and requests that the suspension be lifted;
 - (a) the Committee shall consider that request as the first item of business at its next meeting; and
 - (b) the Committee shall give consideration to any statement made by the member on behalf of the suspended representative; and
 - (c) in voting on the question, any vote to which the suspended member of the Committee would otherwise have been entitled to exercise, shall be deemed to have been exercised in favour of lifting the suspension.

22. EXECUTIVE

- (1) There will be an Executive comprising the following office-bearers
 - (a) The President,
 - (b) The Vice- President,
 - (c) the Secretary,
 - (d) the Treasurer,
 - (e) the Public Officer, and
 - (f) An ordinary member
- (2) Persons seeking election to the Executive shall nominate for a position and shall have their nomination endorsed and signed by two of the member's Office bearers, one being the public officer, as per Appendix 3.
- (3) Nominees for election to the Executive will be from any member of a member of Scarlet and conducted by secret ballot.
- (4) Each member of the Executive, subject to these Rules, hold office until the conclusion of the first annual general meeting (AGM) following the date of the member's election.
- (5) Any four members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.

- (6) The Committee will fill any vacancies on the Executive in accordance with sub-rule 26(2).
- (7) The Executive:
 - (a) will meet as determined by consultation amongst Executive members; and
 - (b) will assume responsibility for matters determined by Scarlet and the Committee; and
 - (c) may arise instructions to the Treasurer, Secretary and Public Officer, provided the instructions are reported at the next Committee meeting.
- (8) Executive members are eligible for re-election.
- (9) Nominations for Executive members shall expire one month from call of nominations.

23. The President

- (1) There shall be a President, who shall have the following duties:
 - (a) consult members on a regular basis;
 - (b) be the contact for Scarlet;
 - (c) be the contact to the AFAO Executive Scarlet representative,
 - (d) in consultation with other executive members determine when, where and how the executive meets,
 - (e) chair all meetings,
 - (f) ensure meetings are conducted in a fair manner,
 - (g) in consultation with the Secretary prepare the agenda for all meetings,
 - (h) represent the views of Scarlet at all meetings,
 - (i) prepare and distribute a monthly activities report to Scarlet member representatives,
 - (j) Ensure the Executive and Committee are clear as to their responsibilities in relation to:
 - (i) membership
 - (ii) the constitution, policies and guidelines of Scarlet,
 - (iii) the *Incorporations Act 1991 (ACT)*,
 - (iv) funding agreements entered into,
 - (v) as an employer
 - (vi) meeting procedures,

(vii) any governments Acts which affect it's work and meet those responsibilities properly.

(k) report to the Annual General Meeting.

(l) The Vice-President will fulfil the roles and functions of the President in their absence or at the President's request.

24. SECRETARY

(1) the secretary must take and keep accurate minutes of-

(a) all elections and appointments of office-bearers and the ordinary Executive member,

(b) the names of members of the Committee present at a Committee meeting, Executive, special meeting and general meeting, and

(c) all proceedings at Committee meetings, Executive meetings, Special meetings and general meetings,

(2) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or the person presiding at the next meeting

(3) Prepare a draft agenda for each meeting as appropriate from the previous draft minutes and forward to the President and other members for finalisation and additional items.

(4) Hold records of results, correspondence and reports regarding all elections.

(5) Ensure all originals of all mail received addressed to Scarlet Alliance, including past staff and management members is forwarded to the President and keep copies on file.

(6) Keep a record of correspondence in and out,

(7) Ensure a list of correspondence is included in meeting papers,

(8) Distribute notification of meetings, agendas, meeting papers and background papers to members.

(9) Distribute and receive notices and nomination forms to member representatives seeking Scarlet representation on outside Committee, working groups, etc.

25. TREASURER

(1) The Treasurer of Scarlet must:

(a) Collect, receive and bank all monies due to Scarlet and make payments authorised by Scarlet,

- (b) keep correct accounts and books showing the financial affairs of Scarlet with full details of all receipts and expenditure connected with the activities of Scarlet,
- (c) Prepare financial budgets, cash flows and organisation budgets,
- (d) Prepare and present reports to the Committee at least quarterly.
- (e) Present the financial report to the Annual General Meeting.
- (f) Liaise with the Secretary to ensure that subscriptions are properly accounted for.
- (g) Liaise with and assist the auditor in appraising books of account.

26. PUBLIC OFFICER

The Committee shall appoint a person resident in the Australian Capital Territory as the Public Officer of Scarlet who shall perform the duties of the position as required by the *Act*.

27. VACANCIES

For the purposes of these Rules, a vacancy in the office of an Executive member of Scarlet occurs if the member-

- (a) dies;
- (b) ceases to be a member or staff member of a member,
- (c) resigns from office;
- (d) is removed from office under *sub-section 63(1)* of the *Act*; or
- (e) is absent without consent of the Committee from 2 consecutive meetings of the Committee or Executive.

28. RESIGNATION OF EXECUTIVE MEMBERS

A member of the Executive can resign from his or her office by giving notice in writing to the Secretary.

29. REMOVAL OF EXECUTIVE MEMBERS

- (1) Members of the Committee may by resolution, subject to *section 50* of the *Act*, remove any member of the Executive elected by them from the office of member of the Executive before the expiration of the member's term of office.
- (2) A member of the Executive who is subject to a resolution as mentioned in Rule 29 (1) will be subject to natural justice processes such that they will be allowed to make representations in their own defence. The

Committee may suspend the Executive member for such period as the Committee determines or expel the Executive member.

PART IV-MEETINGS

30. NATIONAL FORUM AND QUORUM

- (1) The General Meeting of Scarlet shall be known as the National Forum and consists of a process of deliberation by the members of the Committee.
- (2) The Committee must meet at the place and time the Committee determines, and can meet and adjourn and otherwise regulate its business as it thinks fit.
- (3) Additional meetings of the Committee may be convened by any member of the Committee requesting a meeting and supported by two other members of the Committee. Notice of which will be sent to all financial members.
- (4) Without limiting the discretion of the Committee to regulate its meetings under sub-rule (2), the Committee may, if it thinks fit, confer by telephone, closed circuit television or other electronic means of audio or audio-visual telecommunications. A resolution passed by such a meeting/conference will, notwithstanding the members of the Committee not being present together in one place at the time of the meeting/conference, be deemed to have been passed at a meeting of the Committee held on the day and at the time on which the meeting/conference was held.
- (5) Written notice of a National Forum must be given by the Secretary to each member of the Committee at least 30 days (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under sub-rule (5) must specify the general nature of the business to be transacted at the meeting and no business other than that business can be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (7) Five members of the Committee, each of whom must be from different member, will constitute a quorum for the transaction of business of a meeting of the National Forum.
- (8) No business will be transacted at a National Forum unless a quorum is present and if within an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week, or to any other day, time and place the Committee determines.
- (9) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
- (10) At meetings of the Committee-

(a) the President, or in the absence of the President, the Vice-President will preside.

31. VOTING

- (1) Subject to sub-rule (3), upon any question arising at a general meeting of Scarlet a member organisation has two (2) votes.
- (2) All votes will be given personally or by a representation of proxy or attorney.
- (3) In the case of an equality of votes on question at a general meeting, the person presiding will declare the motion lost.
- (4) A member, representative proxy or attorney is not entitled to speak or vote at any meeting of Scarlet unless all money due and payable by the member to Scarlet has been paid.

32. APPOINTMENT OF PROXIES AND ATTORNEYS

- (1) Each member will be entitled to appoint a proxy or attorney by notice on the prescribed form given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) A proxy or attorney must be a member representative.
- (3) The notice appointing the proxy or attorney must be in the prescribed form set out in APPENDIX 5 to these Rules.
- (4) The President will ask for proxies or attorney's after agenda item for apologies.

33. DISCLOSURE OF INTEREST

- (1) A member of the Executive who is interested in any way, whether directly or indirectly, in any contract or arrangement made or proposed to be made or in respect of any matter arising out of a contract, arrangement or proposed contract or arrangement with Scarlet must disclose the nature and extent of his or her interest both at the first meeting of the Executive at which the contract or arrangement is taken into consideration and at the next general meeting of the Executive.
- (2) If a member of the Executive becomes interested, directly or indirectly in a contract or arrangement or in any matter arising out of a contract or agreement after it is made or entered into, the member must disclose their interest at both the first meeting of the Executive after the interest arises and at the general meeting of Scarlet.
- (3) No member or personal representative of Scarlet can take part in making any decision in respect of any contract or arrangements or proposed contract or arrangement in which he or she is interested directly or indirectly and if he or she does vote the vote must be counted.

34. WORKING GROUPS AND SUB-COMMITTEES

(1) The Committee may establish working groups and sub-committees and confer on them such structure, functions and powers as it sees fit.

On appointment to outside committees, working groups or other representative role, the representative will be advised of their duty to consult with Scarlet members and report back to Scarlet in the pro forma as per in Appendix 6.

If a representative does not comply with the duties assigned to them as a Scarlet representative on an internal or external committee or working group, Scarlet may replace them. The procedure to follow for replacing Scarlet representatives shall be as follows:

- (a) Any member of Scarlet may bring to the notice of the Secretary that the representative has not complied with their duties (eg. failure to submit reports, failure to consult with members, failure to accurately represent the view of Scarlet, etc.),
- (b) the Secretary will convene a meeting of the Executive as soon as possible but not later than 14 days after receipt of the complaint. If the representative is a member of the Executive, a member of Committee will be co-opted to serve in their place only for the purposes of this meeting, but cannot be the member who initiated the complaint.
- (c) The complainant will be invited to put forward the reasons for the complaint and the representative will be given the opportunity to respond at the meeting of the Executive convened to deal with the complaint.
- (d) The Executive will decide for expulsion of the representative from their position, suspension for a certain period of time or given the opportunity to comply with their duties for a period not greater than two months. If the latter option is adopted and the representative still refuses to fulfil their duties, they will automatically be expelled from the position. Any decision made by the Executive will be forwarded to the representative by mail as soon as practicable from the decision being made.
- (e) The representative can appeal a decision of the Executive to the Committee of Scarlet within seven (7) days of receipt of the decision taken by the Executive. If this occurs, the Secretary must convene a meeting of Committee within seven (7) days and not later than fourteen (14) days to consider the appeal. The decision of the Committee is final.

35. ANNUAL GENERAL MEETING

(1) Scarlet will hold its first annual general meeting within the period of 18 months after its incorporation under the Act and thereafter will convene an Annual General Meeting of its members in each calendar year.

- (2) The notice convening the Annual General Meeting will be sent out by the Secretary to all financial members at least thirty (30) days before the Annual General Meeting.
- (3) The ordinary business of the Annual General meeting shall be:
 - (a) To confirm the minutes of the last proceeding annual general meeting.
 - (b) to receive from the Executive reports on the transactions of Scarlet, during the last preceding financial year;
 - (c) to elect officers of Scarlet pursuant to Rule 22.
- (4) The Annual General Meeting may transact special business of which notice is given in accordance with *section 30.3* of the *Act*.
- (5) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
- (6) All media shall be excluded from the Annual General Meeting, unless the entire committee agrees to revoke the exclusion.

36. SPECIAL RESOLUTIONS

A resolution of Scarlet will be a special resolution if:

- (a) It is passed at a Committee meeting of Scarlet, being a member of which at least 28 days notice, accompanied by notice of intention to propose the resolution as a special resolution has been given to the members of Scarlet; and
- (b) It is passed by at least three-fourths of those members of Scarlet who, being entitled to vote, vote in person or by proxy at the meeting.

PART V-MISCELLANEOUS

37. POWERS

- (1) So far as the same is authorised or permitted by the *Ordinance* and in order to carry out the objects of Scarlet, Scarlet shall have the power to do anything whatsoever is lawful for an association to do, and, in particular, but without limiting the foregoing, the following powers:
 - (a) to purchase, take on lease or in exchange, and to hire or otherwise acquire any real or personal property;
 - (b) to buy, sell and supply, and deal in, goods of all kinds solely in furthering the objects of Scarlet;
 - (c) to construct, maintain and alter buildings and works;

- (d) to accept gift, whether subject to a special trust or not;
- (e) to take such steps from time to time as the Executive and/or Committee may deem expedient for the purpose of procuring contributions to the funds of Scarlet, whether by way of donations, grants, subscriptions or otherwise;
- (f) to print and publish such newspapers, periodicals, books, leaflets, or other documents as the Committee may think desirable;
- (g) to borrow and raise money in such manner and on such terms as the Executive may think fit or as may be approved by resolution passed at a Committee meeting and to secure the repayment of money so raised or borrowed or the payment of a debt or liability of Scarlet by giving mortgages, charges or securities upon or over all or any of the real or personal property of Scarlet;
- (h) to invest any monies of Scarlet in such a manner as the Committee may from time to time determine;
- (i) to make gifts, subscriptions, or donations to any of the funds, authorities or institutions to which paragraph 78(1)(a) of the *Income Tax Assessment Act 1936* (Cth) or any amendment or re-enactment relates;
- (j) to employ such persons as the Executive may deem desirable or expedient;
- (k) to enter into any arrangements with any government or authorities, municipal, territorial, state, local or otherwise that may seem to the Executive or the Committee conducive to the objects of Scarlet;
- (l) to establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit employees or past employees of Scarlet and their dependants, and to grant pensions, allowances, or other benefits to employees or past employees of Scarlet and their dependants, and to make payments towards insurance in relation to any of those purposes;
- (m) to establish and support or aid in the establishment or support, of any other association formed for or in support of any of the objects of Scarlet;
- (n) to do all such other lawful things as re incidental or conducive to the attainment of the objects of Scarlet or the exercise of any of the powers specified in the foregoing provisions of this sub-rule.

38. ALTERATION OF OBJECTS AND RULES:

The objects of Scarlet and these Rules can be altered, rescinded or added to only by special resolution of a Committee meeting of Scarlet in accordance with Rule 36.

39. COMMON SEAL

- (1) The common seal of Scarlet must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Executive.

40. AUDITOR

The Executive shall appoint a registered auditor as auditor of Scarlet who shall hold that position until the end of June next following her or his appointment, unless sooner replaced.

41. WINDING UP

- (1) Scarlet may be wound up voluntarily if it has, by special resolution, resolved that it be wound up;
- (2) If Scarlet is wound up, its assets after outstanding liabilities have been met (including the cost of winding up) shall be distributed to groups and organisations designated by resolution of a Committee meeting and which are
 - (a) formed for the purposes identical or similar to one or all of the purposes of Scarlet, and
 - (b) constitute a fund that fulfils the requirements of sub-section 92(2) of the Act or to a charitable institution specified in paragraph 78 (1) (a) of the *Income Tax Assessment Act 1936* of the Commonwealth, that is approved by a special resolution at the meeting which sanctions the winding up of Scarlet.