

THE CONSTITUTION OF BEARS PERTH INC.



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The Name

1 The name of the Association is Bears Perth Incorporated.

Definitions

2 In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"bear" means a man who has sex with men whose disposition is rooted in contemporary male culture (as opposed to gay male culture) and who exhibits one or more of the following characteristics:

- masculinity;
- beard;
- body hair;
- larger physical stature;
- openness in displaying affection/emotion with others.

"Committee meeting" means a meeting referred to in rule 15;

"Committee member" means a person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months as fixed by the Committee and being a period commencing on the date of incorporation of the Association and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December;

"general meeting" means a meeting to which all members are invited;

"life member" means a member who has been awarded membership free of subscription charges for life or until resignation/termination of membership under rule 8, paragraphs (a) or (c) and/or rule 9.

"member" means a member of Bears Perth Inc.;

"men" means natural people of the male gender over the age of majority as determined by legislation and the courts;

"ordinary resolution" means a resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

"A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of Bears Perth Inc. who are entitled under the rules of Bears Perth Inc. to vote and vote in person or, where proxies or postal votes are allowed by the rules of Bears Perth Inc. by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been

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passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of Bears Perth Inc. or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of Bears Perth Inc. present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared”.

"the Association" means the Association referred to in rule 1;

"the Act" means the *Associations Incorporation Act 1987*;

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Committee" means the Committee of Management of Bears Perth Inc. referred to in rule 10 (1);

"the President" means-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his functions, the Vice President;

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice-President" means the Vice-President referred to in paragraph (b) of rule 10 (1).

Objects of Bears Perth Inc.

3 (1) The objects of Bears Perth Inc. are-

- i. to provide a social group for men who identify as bears;
- ii. to provide a social group for supporters of bears;
- iii. to promote and generate community spirit and support for bears;
- iv. to conduct events in support of the above pursuits either alone or in
- iv. joint ventures with other groups for mutual benefit; and
- v. to be involved in all activities which support the above aims.

(2) The property and income of Bears Perth Inc. shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Bears Perth Inc.

4 Section 13 of the Act confers certain powers upon Bears Perth Inc. so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects and purposes. The members of Bears Perth Inc. have elected to limit these powers, so that in particular, Bears Perth Inc., may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;

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- (c) invest its money -
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of Bears Perth Inc.;
- (d) give such security for the discharge of liabilities incurred by Bears Perth Inc. as the Association thinks fit;
- (e) appoint agents to transact any business of Bears Perth Inc. on its behalf;
- (f) enter into any other contract it considers necessary or desirable; and
- (g) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of Bears Perth Inc.

Qualifications for membership of Bears Perth Inc.

5 (1) Membership of Bears Perth Inc. is open to men who are either bears or their supporters.

(2) A person who wishes to become a member must apply for membership to the Committee in writing-

- (i) signed by that person;
- (ii) in such form as the Committee from time to time directs.

(3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

(4) An applicant whose application for membership of Bears Perth Inc. is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under sub-rule (4), Bears Perth Inc. in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Bears Perth Inc. in the general meeting.

Register of members of Bears Perth Inc.

6 (1) The Secretary, on behalf of Bears Perth Inc., must comply with section 27 of the Act by keeping and maintaining-

in an up to date condition a register of the members of Bears Perth Inc. and their postal or residential addresses and, upon the request of a member of Bears Perth Inc., shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of Bears Perth Inc.

7 (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

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(2) Each member, except as specified in sub-rules (5) and (6), must pay to the Treasurer annually, on or before 1st March or such other date as the Committee shall determine from time to time, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within **1 month** after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within **1 month** thereafter, or such other time as the Committee allows.

(5) A member may be awarded life member status in recognition of outstanding service to the club upon a poll at a General Meeting, entitling him to ongoing membership free of subscription charges as referred to in the definition of life member.

(6) A member who is the de facto of a life member and is not himself a life member will be charged a subscription equal to the partnered subscription less the single subscription.

Termination of membership of Bears Perth Inc.

8 Membership of Bears Perth Inc. may be terminated upon-

- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his resignation from Bears Perth Inc. Such person remains liable to pay the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his subscription within three months of the anniversary date for his subscription to be paid, unless the Committee decides otherwise in accordance with rule 7(3); or
- (c) expulsion of a member in accordance with rule 9.

Suspension or expulsion of members of Bears Perth Inc.

9 (1) If the Committee considers that a member should be suspended or expelled from membership of Bears Perth Inc. because his conduct is detrimental to the interests of Bears Perth Inc., the Committee must communicate, either verbally or in writing, to the member-

- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- (b) particulars of that conduct,

not less than 14 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of Bears Perth Inc. and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him under sub-rule (2).

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(4) A member who is suspended or expelled under sub-rule (2) must, if he wishes to appeal against that suspension or expulsion, give notice to the Secretary of his intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4)-

- (a) Bears Perth Inc. in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him is confirmed under this sub-rule.

Committee of Management

10 (1) Subject to sub-rule (7), the affairs of Bears Perth Inc. will be managed exclusively by a Committee of Management consisting of-

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) not less than two other persons and,
- (f) not more than 6 other persons.

all of whom must be members of Bears Perth Inc.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

(3) Subject to sub-rule (8), a Committee member's term will be from his election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his election, but he is eligible for re-election to membership of the Committee.

(4) Subject to sub-rule (6), a person is not eligible for election or to membership of the Committee unless a member has nominated himself by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting is to be held.

(5) If those nominated under sub-rule (4) and those eligible for re election under sub-rule (3), do not exceed the number of vacancies in the committee the Chair must declare those persons to be duly elected as members of Committee. Where the number of nominations under sub-rule (4) and those eligible for re election under sub-rule (3) exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(6) Nominations of Committee members will be called for from the floor of the annual general meeting to fill vacancies remaining after the application of sub-rule (5). Each nomination must be seconded by another member. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those

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positions must be conducted. Committee members elected under this sub-rule are not subject to sub-rule (9).

(7) A person who is eligible for election or re-election may -

- (a) propose or second himself for election or re-election; and
- (b) vote for himself.

(8) If a vacancy remains on the Committee after the application of sub-rules (5) and (6), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

- (a) provided all serving committee members are given not less than 21 days notice, the Committee may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will -
 - (i) hold office until the next annual general meeting; and
 - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

(9) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to those members of the calling of the annual general meeting at which that election is to be held.

(10) The Committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of Bears Perth Inc. as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under sub-rule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (10).

President and Vice-President

11 (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of-?

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of-?

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

Secretary

12 The Secretary must-

- (a) co-ordinate the correspondence of Bears Perth Inc.;

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- (b) keep full and correct minutes of the proceedings of the Committee and of Bears Perth Inc.;
- (c) comply on behalf of Bears Perth Inc. with-
 - (i) section 27 of the Act with respect to the register of members of Bears Perth Inc., as referred to in rule 6;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of Bears Perth Inc. and, upon the request of a member of Bears Perth Inc., must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of Bears Perth Inc. provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of Bears Perth Inc. under rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of Bears Perth Inc., and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, Bears Perth Inc. and must issue receipts for those moneys in the name of Bears Perth Inc.;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of Bears Perth Inc. as the Committee may from time to time direct;
- (c) make payments from the funds of Bears Perth Inc. with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of Bears Perth Inc. with sections 25 and 26 of the Act with respect to the accounting records of Bears Perth Inc. by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of Bears Perth Inc.;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of Bears Perth Inc. to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of Bears Perth Inc. to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of Bears Perth Inc. accounts of Bears Perth Inc. showing the financial position of Bears Perth Inc. at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting

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records of Bears Perth Inc., including those referred to in paragraphs (d) and (e); and

(g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

14 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President ;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of Bears Perth Inc.; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his appointment as a Committee member.

Proceedings of Committee

15 (1) The Committee must meet together for the dispatch of business not less than six times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

(2) Each Committee member has a deliberative vote.

(3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his deliberative vote.

(4) A quorum shall exist at a Committee meeting

- (a) when at least half the members of the Committee are present; or
- (b) where convened solely to consider new membership application(s) and no other business is transacted, where a minimum of two committee members are present, either in person or via telephone or other electronic communication medium. Provided that a committee meeting convened under this sub clause may approve applications only, and an application may only be rejected at a committee meeting convened with a quorum as defined under sub clause (a).

(5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

(6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit Bears Perth Inc. is established), must-

- (a) as soon as he becomes aware of that interest, disclose the nature and extent of his interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.

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(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of Bears Perth Inc.

(8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

General meetings

16 (1) The Committee-

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 28 days of-
 - (i) receiving a request in writing to do so from not less than the greater of 10 members or 10 per cent of the membership, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address Bears Perth Inc. at that next annual general meeting in relation to the Committee's rejection of his application and Bears Perth Inc. at that meeting must confirm or set aside the decision of the Committee.

(2) The members making a request referred to in sub-rule (1) (c) (i) must-

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 28 days referred to-

- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
- (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may himself convene a special general meeting as if he were the Committee.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b)

- (a) the Committee shall ensure that the member(s) convening the special general meeting are supplied free of charge with contact details of all members as maintained in the record referred to in rule 6, paragraph (1); and
- (b) Bears Perth Inc. shall pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and of any motions to be moved at the general meeting and that notice must specify-

- (a) when and where the general meeting concerned is to be held; and
- (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

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(6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-

- (a) when and where the annual general meeting is to be held;
- (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by Bears Perth Inc. at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- (c) sending it by electronic mail (e-mail) to a member at the e-mail address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post or e-mail under sub-rule (8), sending of the notice will be deemed to be properly effected if-

- (a) by ordinary prepaid mail, the notice is correctly addressed and posted to the member concerned; or
- (b) by e-mail, the email address of the member concerned is correctly entered and no delivery error message is received in response, provided that on his membership application form, the member has chosen email as his primary contact medium.

Quorum and proceedings at general meetings

17 (1) At a general meeting one-quarter of all members, present in person or in proxy, constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-

- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

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(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 28 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the President, or in his absence, whoever presides in his place, or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment must be taken immediately on that demand being made.

Minutes of meetings of Bears Perth Inc.

18 (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 28 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

(a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Bears Perth Inc.

19 Each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

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Proxies of members of Bears Perth Inc.

20 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Bears Perth Inc.

21 (1) Bears Perth Inc. may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-

- (a) Subject to sub-rule (1) (d) and (1) (e), Bears Perth Inc. may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by Bears Perth Inc.), Bears Perth Inc. must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of Bears Perth Inc. as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of Bears Perth Inc. does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of Bears Perth Inc. having effect to change the name of Bears Perth Inc. does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of Bears Perth Inc. having effect to alter the objects or purposes of Bears Perth Inc. does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and Bears Perth Inc. to the same extent as if every member and Bears Perth Inc. had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Bears Perth Inc.

22 (1) Bears Perth Inc. must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of Bears Perth Inc. must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of Bears Perth Inc. must be witnessed by any two of the President, the Secretary and the Treasurer.

(4) The common seal of Bears Perth Inc. must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Bears Perth Inc.

23 A member may at any reasonable time inspect without charge the books, documents, records and securities of Bears Perth Inc.

Distribution of surplus property on winding up of Bears Perth Inc.

24 If upon the winding up or dissolution of Bears Perth Inc. there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be

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paid to or distributed among the members, or former members. The surplus property must be given or transferred to-

- (1) another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members; or
- (2) a charitable organization which serves the gay and lesbian community and which does not operate for the purposes of profit or gain to its individual members.

The recipient organization or association shall be determined by resolution of the members.

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Change Record

This section of the document is to record the changes to the constitution of Bears Perth Inc. It gives the member and the commissioner a quick reference point to the changes made and when they were made.

The changes are identified by Year, the section with the changes and the changes made.

Changes should be listed in reverse date order. The most recent changes listed first.

Year	Section	Changes
2003		