



Scarlet Alliance –
Australian Sex Workers
Association Incorporated
Constitution

ABN 86 612 112 065

Table of contents

1	Association's name	3
2	Scarlet Alliance's values and mission statement	3
3	Scarlet Alliance's purposes and principal activity	3
4	Scarlet Alliance's powers	4
5	Not for profit	4
	5.1 Application of Scarlet Alliance's income and property	4
	5.2 Payment of committee member fees	4
	5.3 Other payments to committee members	4
6	Membership	5
	6.1 Members	5
	6.2 Eligibility for membership	5
	6.3 Membership fees	6
	6.4 Register	6
	6.5 Grievance procedure	6
	6.6 Disciplinary action	8
	6.7 When membership ceases	9
	6.8 Rights, obligations and liabilities of members	9
7	Winding up	9
8	Health Promotion Charity registration	10
	8.1 Application of this rule	10
	8.2 Gift Account	10
	8.3 Winding up or revocation of deductible gift recipient endorsement	10
9	Altering this constitution	10
10	General meetings	11
	10.1 Holding and calling general meetings	11
	10.2 Notice of general meetings	11
	10.3 Ordinary business of annual general meetings	11
	10.4 Convening general meeting at request of Members	12
	10.5 Changing, postponing or adjourning general meetings	12
	10.6 Quorum at general meetings	12
	10.7 Digital meetings	13
	10.8 Chair of general meetings	13
	10.9 Decisions of the members	13
	10.10 Voting by proxy or delegate	14
	10.11 Voting by show of hands or ballot	14
	10.12 Voting by giving notice to Scarlet Alliance	15
11	Committee members	15
	11.1 Composition of committee	15
	11.2 Doubles	16
	11.3 Process for election, retirement and re-election of committee members	16
	11.4 Nomination of committee members and doubles	16
	11.5 Vacation of office	17
	11.6 Powers and duties of committee members	17
	11.7 Committee members' interests	17
	11.8 Use of information or position	18
	11.9 Advisory councils and sub-committees	19

	11.10 Validity of acts	19
12	Meetings of committee members	19
	12.1 Convening committee meetings	19
	12.2 Digital committee meetings	20
	12.3 Quorum at committee meetings	20
	12.4 Chair of meetings	20
	12.5 Decisions of committee members	21
	12.6 Written resolutions of committee members	21
13	Public Officer	21
	13.1 Appointment	21
	13.2 Vacation in office	22
14	Indemnity and insurance	22
	14.1 Persons to whom the indemnity and insurance apply	22
	14.2 Indemnity	22
	14.3 Insurance	22
	14.4 Savings	22
15	Financial records	23
16	Notices	23
	16.1 Notices by Scarlet Alliance to the committee members and members	23
	16.2 Notices by member or committee member to Scarlet Alliance	23
	16.3 Time of service	23
	16.4 Other communications and documents	23
17	Source and management of funds	23
18	Records	24
	18.1 Custody of records	24
	18.2 Minutes of meetings and minutes of resolutions	24
	18.3 Inspection of records	24
	18.4 Returning documents of Scarlet Alliance	25
19	Common seal	25
20	Definitions and interpretation	25
	20.1 Definitions	25
	20.2 Interpretation	27
	20.3 Headings	27
21	Application of the Associations Incorporation Act	27
	21.1 What parts of the Associations Incorporation Act apply?	27
	21.2 Model rules	27

Scarlet Alliance – Australian Sex Workers
Association Incorporated ABN 86 612 112 065

An incorporated association

1 Association's name

The name of the association is Scarlet Alliance – Australian Sex Workers Association Incorporated (Scarlet Alliance).

2 Scarlet Alliance's values and mission statement

Through its objectives, policies and programs, Scarlet Alliance works to advance Sex Worker Rights with the achievement of equality and social, legal, political, cultural, health and economic justice for past and present workers in the sex industry to enable sex workers to be self-determining agents, build our own alliances and choose where and how we live and work. The membership as a whole are the highest decision-making body of Scarlet Alliance.

3 Scarlet Alliance's purposes and principal activity

Scarlet Alliance's purposes are to:

- (a) advance the health of past and present sex workers;
- (b) promote and protect the human rights of past and present sex workers; and
- (c) promote respect for sex workers and end all forms of discrimination against sex workers.

Scarlet Alliance's principal activity is health promotion for sex workers by, without limitation:

- (a) Working to guarantee the right of all sex workers to optimum occupational health and safety, including general health knowledge and safe work practices;
- (b) Actively promoting the right of all sex workers to work in whatever area of their chosen occupation, including street, brothel, escort, private and opportunistic work;
- (c) Enhancing the capacity of sex workers to be politically active, advance their rights, and build networks and organisations;
- (d) Playing an active role in Australia's response to HIV/AIDS, blood borne viruses and sexually transmitted infections, including peer education and harm reduction strategies for sex workers;
- (e) Disseminating sex industry related information;
- (f) Providing training and education on issues relating to the Australian sex industry and migration of sex workers into Australia;
- (g) Lobbying for supportive legal, policy and administrative frameworks which

do not discriminate against sex workers;

- (h) Challenging any government, legislation, regulations, rules, policies, processes or law enforcement practices which are discriminatory, repressive or fail to promote the rights and autonomy of sex workers;
- (i) Eradicating sex worker stereotypes and stigmatisation in the sex work community as well as the broader community;
- (j) Communicating the diversity of ideas, opinions and aspirations of past and present sex workers; and
- (k) Collaborating with international and local Sex Worker Rights groups that align with the Aims and Objectives of Scarlet Alliance.

4 Scarlet Alliance's powers

Solely for carrying out Scarlet Alliance's purposes and the proper management of its affairs, Scarlet Alliance may exercise all of the powers of a natural person.

5 Not for profit

5.1 Application of Scarlet Alliance's income and property

- (a) Scarlet Alliance's income and property must be applied solely towards promoting Scarlet Alliance's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of bonus or other profit distribution, to any member or committee member in their capacity as a member or committee member.
- (c) This rule 5 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any committee member to the extent permitted by law and this constitution.

5.2 Payment of committee member fees

Committee members may be paid committee member fees provided they are reasonable.

5.3 Other payments to committee members

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

- (a) out-of-pocket expenses incurred by a committee member in performing a duty as a committee member of Scarlet Alliance; or
- (b) a service rendered to Scarlet Alliance by a committee member in a professional or technical capacity or as an employee, where:
 - (1) the provision of the service has the prior approval of the committee members; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

6 Membership

PREAMBLE

Scarlet Alliance will apply an Affirmative Action policy with regard to sex workers to ensure that representation on Scarlet Alliance boards and committees is made up of current and past sex workers, therefore Member Organisations and Associate Member Organisations should consider this when nominating Delegates.

6.1 Members

- (a) Scarlet Alliance must have at least 5 members.
- (b) The members are:
 - (1) the persons who are members at the time of adopting this constitution; and
 - (2) any other persons who are admitted to membership by the committee members in accordance with this rule 6.
- (c) Every applicant for membership must apply in the form and manner decided by the committee members.
- (d) After receipt of an application for membership, the committee members must consider the application and decide whether to admit or reject the applicant. The decision of the committee members is final.
- (e) Every member agrees to comply with this constitution and support the values and mission statement of Scarlet Alliance set out in rule 2 and the purposes of Scarlet Alliance set out in rule 3.

6.2 Eligibility for membership

- (a) In order to become a member, a person must meet the eligibility criteria for one of the following categories of membership:
 - (1) **Member Organisation:** a Sex Worker Rights organisation, project, network or group in Australia, whether incorporated or otherwise, which has aims and objectives consistent with those of Scarlet Alliance and satisfies the Credentialing Process as set out by the committee members and notified to the applicant for membership. Any organisation which is solely or primarily formed to represent the rights of owners or operators is excluded from eligibility.
 - (2) **Associate Member Organisation:** a Sex Worker Rights organisation, project, network or group in Australia, whether incorporated or otherwise, that does not satisfy the Credentialing Process as set out by the committee members and notified to the applicant for membership. Any organisation which is solely or primarily formed to represent the rights of owners or operators is excluded from eligibility.
 - (3) **Individual Member:** a current or past sex worker who does not currently work as an owner or operator and does not have control of another sex worker's sex work. Where this is unclear, the committee will make a decision on whether to admit the individual applicant for membership. The decision of the committee is final and cannot be appealed.

- (b) The Credentialing Process involves the use of a Credentialing Tool to determine the eligibility of organisations at the time of membership application and at a regular interval as decided by the committee members. The Credentialing Tool cannot be altered without the approval of the members at a general meeting.

6.3 Membership fees

- (a) Annual membership fees for Member Organisations, Associate Member Organisations and Individual Members may be decided by the committee members, and notified to the members. Any changes to membership fees must be approved by the members at a general meeting.
- (b) The committee members must notify all Individual Members of the amount and time for payment of any annual membership fee and of any waiver or alteration to the annual membership fee. Varying amounts may be applied as decided by the committee members, including a waiver or sliding scale up to the amount set by the members, and made available to the members in a notice or a membership policy or fee schedule.
- (c) Where the annual membership fee is not received from an Individual Member:
 - (1) one month after the due date, the committee members may issue a reminder notice to the member;
 - (2) after one month of the reminder notice, the member's rights and privileges associated with that membership will be suspended, including the right to receive notices of general meetings and the right to attend and vote at general meetings; and
 - (3) two months after the reminder notice is sent, the person ceases to be a member.
- (d) Where a Member Organisation or Associate Member Organisation fails to pay the membership fee after one month, or such longer time as the committee decides on a case-by-case basis, the committee may, by resolution:
 - (1) suspend the Member Organisation from such rights or privileges of membership of Scarlet Alliance as the committee may determine for a specified period; or
 - (2) expel the member from Scarlet Alliance.

6.4 Register

- (a) Scarlet Alliance must maintain a register of members setting out the name, email address for receipt of notices, category of membership and date membership starts.
- (b) The date membership ceases must be recorded within 14 days and all information other than the name of the person and the date on which the person ceased to be a member must be removed from the register.
- (c) Any member can request to see the register, the committee may deny such a request.
- (d) The law requires the recording of name and contact details, address and other identifying data is not required.

6.5 Grievance procedure

- (a) Any dispute arising under this constitution between a member and another member or between a member and Scarlet Alliance must, unless the parties otherwise agree, be dealt with by the procedure in this rule 6.5.
- (b) Any party to a dispute may appoint any person who supports Sex Worker Rights to act on behalf of that party. The person's representative must be approved by the committee members. Such approval will not be unreasonably withheld.
- (c) If there is a dispute between two members, the committee members will attempt to resolve the dispute in accordance with the complaints procedure and the provisions of this rule 6.5.
- (d) A party to a dispute between members may, if the complaints procedure does not result in a resolution of the dispute, request the dispute be referred for mediation. Such approval will not be unreasonably withheld.
- (e) If there is a dispute between the association and a member, any party may request the dispute be referred to mediation. Such approval will not be unreasonably withheld.
- (f) The mediator must be unbiased and support Sex Worker Rights.
- (g) Subject to rule 6.5(f), the mediator may be:
 - (1) a committee member;
 - (2) a member; or
 - (3) a third party appointed by the committee members.
- (h) The mediator will be decided by agreement between the parties to the dispute, or, in the absence of an agreement within 14 days:
 - (1) in the case of a dispute between a member and another member, a person appointed by the committee members;
 - (2) in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by an independent dispute resolution service.
- (i) In each dispute:
 - (1) the parties to the dispute must have a reasonable opportunity to be heard;
 - (2) due consideration must be given to any statement submitted by a party; and
 - (3) natural justice must be accorded to the parties to the dispute throughout the process.
- (j) If the mediation process does not result in the dispute being resolved, within a reasonable time as decided by the mediator, or failing this decision, within one month of the mediation, any party to the dispute may appeal the matter to an unbiased decision-maker. The decision-maker must support Sex Worker Rights.
- (k) Whether or not the representative, mediator or decision-maker supports Sex Worker Rights will be determined by the committee members.
- (l) A determination made by a decision-maker under this rule is final and binding on all parties to the dispute.

6.6 Disciplinary action

- (a) The committee members may decide there are grounds to investigate if:
 - (1) a member has failed to comply with the rules or any procedures or policies of Scarlet Alliance; or
 - (2) the member is not supporting the purposes of Scarlet Alliance or by act or omission may cause detriment to Scarlet Alliance or its reputation.
- (b) The committee members may consider the matter itself or, if appropriate, may establish a sub-committee to consider the matter.
- (c) The member must be given reasonable notice before a meeting to consider the issues. The notice must:
 - (1) state the date, place and time of the meeting;
 - (2) set out the grounds on which the investigation is based; and
 - (3) inform the member that they may attend the meeting and may give an explanation or submission.
- (d) The committee members or a sub-committee appointed by the committee members have up to 4 weeks to consider the issues and may call for further information and hearings. The committee members or the sub-committee appointed by the committee members may decide on the appropriate disciplinary action, if any, including a decision to expel the member. Any decision must be notified to the member within 6 weeks from the meeting referred to in rule 6.6(c).
- (e) The member may appeal the decision of the committee members or the subcommittee appointed by the committee members. If the member appeals, the committee members will refer the matter to an unbiased decision-maker who supports Sex Worker Rights.
- (f) Whether or not the decision-maker supports Sex Worker Rights will be determined by the committee members.
- (g) In the case of a disciplinary process involving a Member Organisation, Committee Member, or Associate Member Organisation, either the member or the committee members may request that the appeal be taken to the membership in a general meeting as the unbiased decision-maker.
- (h) The committee members are not able to refuse this request except in the case of substantial concerns regarding confidentiality and safety of individuals. If the appeal to a general meeting is refused on these grounds, then the committee members must refer the matter to another unbiased decision-maker who supports Sex Worker Rights.
- (i) This general meeting must take place within 21 days of the initial request.
- (j) The committee members must put forward the original decision as a Special Resolution.
- (k) No business other than the question of the appeal can be transacted at this meeting.
- (l) The committee members or sub-committee and the Member Organisation, Committee Member, or Associate Member Organisation must be given the opportunity to make representations in relation to the matter orally or in writing, or both.

- (m) A determination by membership with 75% agreeing passes the Special Resolution and the appeal is not successful.
- (n) If membership do not pass the Special Resolution, then the appeal is successful and the disciplinary action is not taken.
- (o) This decision by membership is final and binding on all parties.

6.7 When membership ceases

A person ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving notice to Scarlet Alliance;
- (c) ceases to be a member under rule 6.3;
- (d) is a Member Organisation or an Associate Member Organisation and fails to attend two consecutive general meetings without apology or consent of the committee members; or
- (e) is expelled under rule 6.6.

6.8 Rights, obligations and liabilities of members

- (a) The members have the right to:
 - (1) receive notice, stand for election if an Individual Member, attend, participate in and, other than Associate Member Organisations, vote at general meetings in accordance with rule 10.9;
 - (2) decide on changes to the membership fees, changes to the Credentialing Tool or changes to the Conduct of Elections document;
 - (3) inspect Scarlet Alliance's records, including the register of members, in accordance with rule 18.3
- (b) The members are required to comply with this constitution and any policies of Scarlet Alliance that are applicable to members.
- (c) Member Organisations and Associate Member Organisations must attend the annual general meeting or give notice to Scarlet Alliance of their apology and reason for non-attendance.
- (d) The liabilities of a member, as a member, are limited to the amount, if any, unpaid by the member in respect of any membership fee.

7 Winding up

- (a) If, on the winding up or dissolution of Scarlet Alliance, any property remains after satisfaction of all its debts and liabilities, and after application of rule 8.3 this property must only be given or transferred to an entity that is charitable at law.
- (b) In determining the entity referred to in rule 7(a), entities formed for purposed identical or similar to one or all the purposes of Scarlet Alliance must be prioritised.
- (c) The entity referred to in rule 7(a) must be decided by the members by Special Resolution at or before the time of winding up or dissolution of Scarlet Alliance.

8 Health Promotion Charity registration

8.1 Application of this rule

This rule only applies if Scarlet Alliance is a deductible gift recipient under the ITAA97 and only to the extent required by law.

8.2 Gift Account

- (a) Scarlet Alliance must maintain a management account (Gift Account) for its principal activity:
- (1) to identify and record Gifts and Deductible Contributions;
 - (2) to identify and record any money received because of those Gifts and Deductible Contributions; and
 - (3) that does not record any other money or property.
- (b) Receipts for Gifts or Deductible Contributions must state:
- (1) the name and ABN of Scarlet Alliance;
 - (2) the date and amount (or value, if property) of the Gift or Deductible Contribution;
 - (3) the name of the donor or contributors;
 - (4) the fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

8.3 Winding up or revocation of deductible gift recipient endorsement

- (a) Upon:
- (1) the winding up of Scarlet Alliance; or
 - (2) Scarlet Alliance ceasing to be endorsed as a deductible gift recipient under the ITAA 97; or
 - (3) the passing of a Special Resolution to repeal deductible gift recipient status,
- whichever is earlier, any surplus funds in the Gift Account must be transferred to an entity:
- (4) which is charitable at law; and
 - (5) gifts to which are deductible under the ITAA 97 on the basis that it is characterised as a registered health promotion charity as described in item 1.1.6 of the table in section 30-20.
- (b) The entity referred to in rule 8.3(a) must be decided by the members by Special Resolution at or before the time of winding up or dissolution of Scarlet Alliance.

9 Altering this constitution

This constitution may only be altered, deleted or added to, in accordance with

the Associations Incorporation Act.

10 General meetings

10.1 Holding and calling general meetings

- (a) Scarlet Alliance must be accountable to the members within the terms of the law, including, as applicable, the Associations Incorporation Act, the ACNC Act and this constitution.
- (b) Scarlet Alliance must convene an annual general meeting within 5 months of the end of the Financial Year.
- (c) The committee members may convene a general meeting at such time and place as the committee members think fit, in consultation with membership.
- (d) The committee will accept motions for a 14 day period, or more if stated in the notice.

10.2 Notice of general meetings

- (a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 16.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting;
 - (3) state in full any proposed Special Resolution and state that the resolution is being proposed as a Special Resolution; and
 - (4) specify the manner and time for the receipt of proxies or other methods of voting, as decided by the committee members.
- (c) Notice of a meeting given under rule 10.2(b) must specify the general nature of the business to be transacted at the meeting. Any other business can only be transacted if all members of Scarlet Alliance in attendance unanimously agree to treat it as urgent business.
- (d) The date and time of a general meeting must also be published on Scarlet Alliance's website.
- (e) The non-receipt of notice of a general meeting or proxy form by any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if the non-receipt or failure occurred by accident or error.
- (f) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.

10.3 Ordinary business of annual general meetings

The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last proceeding general meeting of Scarlet Alliance;

- (b) to receive from the committee, reports on the transactions of Scarlet Alliance, during the last preceding Financial Year; and
- (c) to elect Officers Bearers in accordance with the Conduct of Elections document.

10.4 Convening general meeting at request of Members

- (a) If at least 3 Member Organisations or at least 40% of Individual Members request that a general meeting be held for a proper purpose and with a valid resolution, the committee members must:
 - (1) within 21 days of the members' request, give all members notice of a general meeting; and
 - (2) hold the meeting within 2 months of the members' request.
- (b) The members who make the request must:
 - (1) state in the request the resolution to be proposed at the meeting and the identity of the members making the request; and
 - (2) give notice of the request to Scarlet Alliance.
- (c) The committee members may not postpone or cancel a general meeting convened in response to a member's requisition under this rule without the prior consent of the persons who requisitioned or convened the meeting.

10.5 Changing, postponing or adjourning general meetings

- (a) The committee members may change the venue for, postpone, adjourn or cancel a general meeting if:
 - (1) they reasonably consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical;
 - (3) a change is necessary in the interests of conducting the meeting efficiently; or
 - (4) a quorum is not present under rule 10.6.
- (b) No business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.6 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) If within an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to any other day, time and place the Committee determines.
- (c) 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.
- (d) A quorum consists of a majority of Member Organisations rounded up to the nearest whole number.

10.7 Digital meetings

- (a) The simultaneous linking together by telephone or digital means of a sufficient number of the members to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this rule 10 apply to meetings of the members by telephone or digital means.
- (c) A member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.
- (e) The committee members may decide the procedures in relation to voting at a meeting by telephone or digital means, including specifying the form, method and timing of voting by notice.

10.8 Chair of general meetings

- (a) The president of the committee must preside as chair at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If there is no president of the committee or the conditions in rule 10.8(a) have not been met, the members present must elect another chair of the meeting.
- (c) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (d) If a person in attendance at a general meeting of Scarlet Alliance (whether a Delegate, Individual Member or Office Bearer) is found to have breached Scarlet Alliance's aims and objects, policies or guidelines, the chair may suspend the person for the remainder of the meeting.
- (e) Where the votes on a proposed resolution are equal the chair of the meeting does not have a second or casting vote, and the vote is taken as lost.

10.9 Decisions of the members

- (a) Each Member Organisation has two votes. Each Individual Member has one vote. Associate Member Organisations do not have a vote.
- (b) Each Individual Member entitled to vote at a meeting of members may vote:
 - (1) in person;
 - (2) by proxy;
 - (3) by notice in accordance with rule 10.12 (if permitted).
- (c) If the committee members decide, voting by notice may be permitted in addition to proxy voting.
- (d) An objection to the qualification of a person to vote must be:
 - (1) raised before the vote objected to is counted; and
 - (2) referred to the chair, whose decision is final.



- (e) A vote not disallowed by the chair under rule 10.9(d)(2) of a meeting is valid for all purposes.
- (f) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members.

10.10 Voting by proxy or delegate

- (a) An Individual Member may appoint a proxy by notice to the association to vote on behalf of the member. A proxy is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in their own right. A proxy may hold a maximum of two votes in addition to their own vote.
- (b) Each Member Organisation may assign two delegates to attend the National Forum, Annual General Meeting, and other general meetings, and vote on behalf of the Organisation. Each delegate holds one vote representing the Member Organisation and one vote representing their Individual Membership.
- (c) Each Associate Member Organisation may assign two delegates to attend the National Forum, Annual general meeting, and other general meetings. Associate Member Organisations do not have the right to vote, but do have the right to attend and speak or ask questions at general meetings, and the delegates may vote as Individual Members.
- (d) Delegates are not permitted to hold proxy votes.
- (e) All proxies or delegates must be members of the association.
- (f) The appointment of a proxy or delegate may direct the manner in which the proxy or delegate is to vote in respect of a particular resolution and, where this is provided, the proxy or delegate is not entitled to vote on the proposed resolution except as directed in the appointment. This does not apply to their individual membership vote.
- (g) The appointment of a proxy or delegate is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution in person, the person acting as proxy or delegate for the appointer is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

10.11 Voting by show of hands or ballot

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or immediately after the declaration of the result of the show of hands, a ballot (poll) is demanded by the chair of the meeting.
- (b) A demand for a ballot does not prevent a general meeting continuing for the transaction of any business except the question on which the ballot has been demanded.
- (c) Unless a ballot is duly demanded, a declaration by the chair of a general meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (d) If a ballot is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The result of the ballot is the resolution of the meeting at which the ballot was demanded.
- (e) A ballot demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (f) The demand for a ballot may be withdrawn.

10.12 Voting by giving notice to Scarlet Alliance

- (a) The committee members may decide that a member who is entitled to attend and vote on a resolution at a general meeting is entitled to vote by notice in respect of that resolution.
- (b) The committee members may decide the procedures in relation to voting by notice, including specifying the form, method and timing of casting a vote at a meeting.
- (c) A person who has cast a vote by notice prior to a meeting is entitled to attend the meeting. If a member attempts to cast more than one vote on a particular resolution, the vote cast in person at the meeting prevails over the vote cast by notice prior to the meeting.

11 Committee members

11.1 Composition of committee

- (a) The minimum number of committee members is 5. The maximum number of committee members is 6.
- (b) The members will elect the following Office Bearers:
 - (1) a President
 - (2) a Vice President
 - (3) a Secretary
 - (4) a Treasurer
 - (5) two (2) General Members
- (c) The Public Officer must be appointed in accordance with rule 13 and can be but need not be a member of the committee.
- (d) The committee members may appoint any double or another committee member as an Office Bearer to fill a casual vacancy, provided:
 - (1) before appointing the committee member, that member signs a consent to act as a committee member; and
 - (2) the individual is not disqualified from managing a corporation under the Corporations Act 2001 (Cth) nor from being a responsible entity under the ACNC Act.
- (e) To the extent necessary, if there is a casual vacancy, the committee members may alter who holds the Office Bearer roles to ensure the best mix of skills and experience.

11.2 Doubles

- (a) Doubles are observers and are not committee members unless appointed as a committee member to fill a casual vacancy in accordance with rule 11.1(b).
- (b) There will be 6 doubles. Doubles have the opportunity to observe and inform the committee members' decision-making process and attend meetings as deemed appropriate by the committee members, and will have the authority and responsibility as delegated by the committee members.
- (c) Elections of doubles will be conducted by ballot at or before the annual general meeting.
- (d) Each double is appointed for a term of one year until the conclusion of the annual general meeting following the double's last election or re-election, subject to a maximum term of 8 years in a row.

11.3 Process for election, retirement and re-election of committee members

- (a) Nominations, elections, retirement and re-elections occur in accordance with the Conduct of Elections document. This document may only be amended by the members.
- (b) At every annual general meeting, at least 2 committee members must be elected or re-elected.
- (c) No committee member may hold office without re-election beyond the second annual general meeting following the meeting at which the committee member was last elected or re-elected.
- (d) A committee member or double appointed by the committee members to fill a casual vacancy under rule 11.1(d) holds office until the next annual general meeting.
- (e) A committee member retiring from office is eligible for re-election subject to a maximum of 4 consecutive terms (8 years), unless the maximum term is varied for a particular committee member by Special Resolution.
- (f) Elections and re-elections will take place by voting by notice in accordance with rule 10.12 and the Conduct of Elections document.
- (g) The retirement of a committee member from office and the re-election of the committee member or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.

11.4 Nomination of committee members and doubles

- (a) Scarlet Alliance will notify the members of the process and timing for receiving nominations for committee members and doubles.
- (b) The candidate must not be an employee of Scarlet Alliance, must be a member and nominations must be:
 - (1) made in writing, endorsed by two members other than the candidate;
 - (2) accompanied by a short biographical statement and the consent of the candidate (which may be endorsed on the form of nomination);

- (3) provided by notice to Scarlet Alliance before the date notified.

11.5 Vacation of office

The office of a committee member or double becomes vacant if the committee member or double:

- (a) dies
- (b) resigns by giving notice to Scarlet Alliance;
- (c) ceases to be a member of Scarlet Alliance;
- (d) is removed from office by Special Resolution of the members;
- (e) fails to attend a meeting of the committee or of the doubles without leave of absence, unless the committee members subsequently decide to grant a leave of absence.

11.6 Powers and duties of committee members

- (a) The committee members are responsible for managing Scarlet Alliance's affairs and carrying out the purposes of Scarlet Alliance in good faith and subject to the Associations Incorporation Act, the ACNC Act, any Special Resolution passed by Scarlet Alliance, and this constitution.
- (b) The committee members may exercise all Scarlet Alliance's powers which are not required, by the Associations Incorporation Act or by this constitution, to be exercised by Scarlet Alliance in general meeting.
- (c) The committee members have the duties set out in the Associations Incorporation Act and in the regulations of the ACNC Act.
- (d) The committee members will assume responsibility for matters determined by the Members of Scarlet Alliance at a general meeting with consideration to reasonable timelines, available resources and to Scarlet Alliance's legal obligations.
- (e) The committee members may:
 - (1) appoint or employ any person and delegate the powers, discretions and duties vested in or exercisable by the committee members, on the terms the committee members decide;
 - (2) subject to any contract between Scarlet Alliance and the relevant person, remove or dismiss the person at any time, with or without cause.

11.7 Committee members' interests

- (a) Subject to rule 11.8(b), a committee member who has a perceived or actual material conflict of interest (including a material personal interest) in a matter being considered by the committee members must:
 - (1) as soon as they become aware of their interest, disclose to the committee members the nature and extent of their interest and the relation of the interest to the activities of Scarlet Alliance; and
 - (2) where it is a material personal interest, disclose the nature and extent of the interest to the members at the next general meeting.
- (b) Rule 11.8(a)(2) does not apply in respect of an interest that exists only by

virtue of the fact that the committee member:

- (1) is a member of a class of persons for whose benefit Scarlet Alliance is established; or
 - (2) has the interest in common with all or a substantial proportion of the members.
- (c) A committee member who has a perceived or actual material conflict of interest in a contract, or proposed contract, with Scarlet Alliance, or who has a perceived or actual material conflict of interest in a matter being considered by the committee members, must not, unless rule 11.8(b)(1) and 11.8(b)(2) applies:
- (1) be present while the matter is being considered; or
 - (2) vote on the matter.
- (d) A disclosure under rule 11.8(a)(1) and 11.7(a)(2) must be recorded in the minutes of the meetings at which the disclosure was made. This may be a standing notice of disclosure.
- (e) A contract is not liable to be voided by Scarlet Alliance on any ground arising from the fiduciary relationship between the committee member and Scarlet Alliance and the committee member is not liable to account for profits derived from the contract, provided rules 11.8(a) and 11.7(c) have been complied with (if applicable) by the committee member.
- (f) If there are not enough committee members to form a quorum to consider a matter due to rule 11.7(c), any committee member (including a committee member with a perceived or actual material conflict of interest) may call a general meeting to consider the matter.
- (g) The committee members may make regulations or adopt a policy dealing with a conflict of interest, including requiring the disclosure of interests that a committee member, and any person considered by the committee members as related to or associated with the committee member, may have, or may be perceived to have, in any matter concerning or which may affect Scarlet Alliance, in any way.

11.8 Use of information or position

- (a) A committee member must not:
- (1) while a committee member; and
 - (2) after ceasing to be a committee member,
- knowingly or recklessly make improper use of information acquired by virtue of their position in Scarlet Alliance so as to:
- (3) gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person; or
 - (4) cause a detriment to Scarlet Alliance.
- (b) A committee member must not knowingly or recklessly make improper use of their position in Scarlet Alliance so as to:
- (1) gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person; or
 - (2) cause detriment to Scarlet Alliance.

11.9 Advisory councils and sub-committees

- (a) The committee members or members at a general meeting may delegate any of their powers to one or more advisory councils or sub-committees consisting of the number of committee members and other individuals they think fit.
- (b) An advisory council or sub-committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the committee members.
- (c) The provisions of this constitution that apply to meetings and resolutions of committee members apply, so far as they can and with any necessary changes, to meetings and resolutions of any committee.

11.10 Validity of acts

An act done by:

- (a) a person acting as a committee member;
- (b) a meeting of committee members; or
- (c) a committee under rule 11.9,

is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the committee members or the committee (as applicable) when the act was done:

- (d) a defect in the appointment of the person as a committee member;
- (e) the person being disqualified to be a committee member or having vacated office; or
- (f) the person not being entitled to vote.

12 Meetings of committee members

12.1 Convening committee meetings

- (a) The committee members may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) A committee member may convene a meeting of the committee members by giving reasonable notice to the other committee members.
- (c) A notice of a committee meeting:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in any way authorised by rule 16.1.
- (d) A committee member may waive the requirement of notice of a meeting of committee members by giving notice to Scarlet Alliance.
- (e) The non-receipt of notice of a meeting of committee members by, or a failure to give notice of a meeting of committee members to, a committee member does not invalidate anything done or resolution passed at the meeting if:

- (1) the non-receipt or failure occurred by accident or error;
 - (2) the committee member has waived or waives notice of that meeting before or after the meeting;
 - (3) the committee member has notified or notifies the Chief Executive Officer or chairperson of their agreement to that thing or resolution in any way authorised by rule 16.1 before or after the meeting; or
 - (4) the committee member attended the meeting.
- (f) Attendance by a person at a meeting of committee members waives any objection which that person may have to a failure to give notice of the meeting.

12.2 Digital committee meetings

- (a) The simultaneous linking together by telephone or digital means of a sufficient number of the committee members to constitute a quorum constitutes a meeting of the committee members.
- (b) A committee member who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- (c) All the provisions in this constitution relating to meetings of the committee members apply, so far as they can and with any necessary changes, to meetings of the committee members by telephone or digital means.
- (d) A meeting by telephone or digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the committee members involved was at that place for the duration of the meeting.
- (e) If a technical difficulty occurs which means that one or more committee members cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of committee members remains present, continue with the meeting.

12.3 Quorum at committee meetings

- (a) No business may be transacted at a committee meeting unless a quorum of committee members is present at the time the business is dealt with.
- (b) A quorum consists of at least 4 of the committee members.
- (c) If the number of committee members in office at any time is less than the minimum number of committee members fixed under this constitution, the remaining committee members must act as soon as possible to appoint additional committee members, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.4 Chair of meetings

- (a) The president must preside as chair at each committee meeting if present within 10 minutes after the time appointed for the meeting and willing to act. If the chairperson is not present within 10 minutes after the time appointed for the meeting or is not willing to act, the deputy president must preside as chair at the meeting (if present within 10 minutes after the time appointed for the meeting and willing to act).

- (b) If there is no chair or the conditions in rule 12.4(a) have not been met, the committee members present must elect one of the committee members as chair of the meeting.

12.5 Decisions of committee members

- (a) A meeting of committee members at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the committee members under this constitution.
- (b) Questions arising at a meeting of committee members must be decided by consensus of the committee members present.

12.6 Written resolutions of committee members

- (a) A resolution is taken to have been passed by a meeting of committee members if:
 - (1) all of the committee members who would be entitled to receive notice of a meeting and consider the resolution are given a document setting out that resolution;
 - (2) all the committee members who respond within the time specified, or if
 - (3) no time is specified, within 14 days of the document being sent to the committee member, sign or consent to the resolution; and
 - (4) the committee members who sign or consent to the resolution would have constituted a quorum at a meeting held to consider that resolution.
- (b) A committee member may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving notice to Scarlet Alliance signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the president and signifying assent to the resolution and clearly identifying its terms.
- (c) The resolution is taken as passed when the last committee member signs or consents to that resolution.

13 Public Officer

13.1 Appointment

- (a) The committee members must appoint a Public Officer to hold the position subject to the Associations Incorporation Act and carry out the duties provided in the Associations Incorporation Act and any additional duties as decided by the committee members.
- (b) Before being appointed, the Public Officer must:
 - (1) consent to the appointment;
 - (2) be a member of Scarlet Alliance

- (3) be at least 18 years old; and
- (4) be a resident of the ACT.
- (c) The Public Officer may hold any other position or office in Scarlet Alliance but is not required to be a committee member.
- (d) Rule 11.8 relating to use of information or position applies to the Public Officer as though they are a committee member.

13.2 Vacation in office

- (a) The office of a Public Officer becomes vacant if the Public Officer:
 - (1) ceases to be a resident of the ACT;
 - (2) dies;
 - (3) resigns by giving notice to Scarlet Alliance;
 - (4) is removed from office by resolution of the committee members.
- (b) The committee members must appoint a new Public Officer within 14 days of the office becoming vacant and provide notice as required under the Associations Incorporation Act.

14 Indemnity and insurance

14.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 14 apply to Indemnified Officers.

14.2 Indemnity

- (a) Scarlet Alliance must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred in good faith by the person in the course of performing duties as an office holder of Scarlet Alliance
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an office holder of Scarlet Alliance; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

14.3 Insurance

Scarlet Alliance may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred in good faith by the person in the course of performing duties as an office holder of Scarlet Alliance where the committee members consider it appropriate to do so.

14.4 Savings

Nothing in this rule 14:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of Scarlet Alliance to indemnify or provide or pay for insurance for any person to whom this rule 14 does not apply.

15 Financial records

- (a) The committee members must keep financial records that:
 - (1) Correctly record and explain Scarlet Alliance's transactions and financial position and performance; and
 - (2) Enable true and fair financial statements to be prepared as required by the Associations Incorporation Act or any other law.
- (b) The records must be retained for at least 7 years.

16 Notices

16.1 Notices by Scarlet Alliance to the committee members and members

Subject to this constitution, a notice may be given by Scarlet Alliance to any committee member or member by sending it to the email or other electronic address supplied by the person to Scarlet Alliance for giving notices.

16.2 Notices by member or committee member to Scarlet Alliance

Subject to this constitution, a notice may be given by a member or committee member to Scarlet Alliance by:

- (a) sending it by post in a prepaid envelope to the registered address of Scarlet Alliance; or
- (b) by electronic means to the principal email address of Scarlet Alliance.

16.3 Time of service

A notice from Scarlet Alliance properly addressed and posted is taken to be served at 10.00am on the day that is five Business Days after the date it was posted.

A notice from Scarlet Alliance properly addressed and sent by email or other electronic means is taken as served at the time the email or electronic transmission is sent. If this is on a day which is not a Business Day, notice is regarded as having been received at 10.00am on the next following Business Day.

16.4 Other communications and documents

Rules 16.1 to 16.3 (inclusive) applies, so far as it can and with any necessary changes, to the service of any communication or document.

17 Source and management of funds

- (a) The funds of Scarlet Alliance are to be derived from annual membership fees, donations and any other such sources as the committee members

determine.

- (b) The funds must be kept in the name of Scarlet Alliance, Australian Sex Workers' Association, Inc, in a financial institution decided by the committee, to be managed as decided by the committee members.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed:
 - (1) as the committee members decide; or
 - (2) failing a decision, by any 2 committee members

18 Records

18.1 Custody of records

The committee members or their delegate for this purpose must keep in their custody, or under their control, all records, books, documents and securities of Scarlet Alliance.

18.2 Minutes of meetings and minutes of resolutions

- (a) The committee members must ensure accurate minutes are recorded in books kept for the purpose of:
 - (1) proceedings of general meetings, of committee meetings and of sub- committees of the committee; and
 - (2) resolutions put to members, committee members and sub-committee members.

18.3 Inspection of records

- (a) The documents associated with this constitution and the minutes of general meetings, including accounting records and financial statements submitted to that general meeting, must be made available for inspection by any member who gives the chairperson, the Public Officer or delegate for this purpose, reasonable notice that the member wishes to inspect them.
- (b) A member (other than a committee member) may apply in writing to the committee members to have access to:
 - (1) minutes of committee meetings or meetings of committees;
 - (2) any resolutions of the committee;
 - (3) records, books, relevant documents or securities of Scarlet Alliance.
- (c) The application must state the member's purpose of the access and specify how the member will use the information.
- (d) The committee members must review the application at the committee meeting following the receipt of the application, or if that is not practicable, at the next following committee meeting. The committee members may request further information or undertakings from the member as to the use of the information. The committee members may:
 - (1) agree to the application, subject to Scarlet Alliance's legal and other duties (including privacy, commercial confidentiality, governance) on

such terms and conditions as it considers necessary, including setting access and time limits to control any disruption or inconvenience to management or volunteer time, and may require the member to enter a confidentiality deed or deed restricting the use and disclosure, and any other conditions the committee members consider necessary or desirable; or

- (2) refuse the application in its absolute discretion without the need to provide reasons, if it considers it may not be in the interests of Scarlet Alliance, or any of the other entities referred to in the relevant documents, to allow the member access.
- (e) The committee members must give a member a copy of anything referred to in rule 18.3(a) within 14 days of approval of a request from a member and payment of any reasonable fee set by the committee members.

18.4 Returning documents of Scarlet Alliance

Any person who has possession or control of documents that belong to Scarlet Alliance are required to return the documents to the Public Officer within 28 days after the person ceases to be a member, or ceases to hold the position or role by virtue of which they had possession or control of the documents.

19 Common seal

- (a) The common seal is kept in the custody of Scarlet Alliance.
- (b) The common seal must not be attached to any document except by authority of the committee.

20 Definitions and interpretation

20.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
ACNC Act	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth)
Affirmative Action	seeking to address the inequities in civil society of sex workers by preferentially selecting sex workers for any role or activity undertaken by the organisation/project/network/group including employment, governance, consultation and representation. This includes actively supporting and resourcing the individual/s to undertake the role or activity.

Associations Incorporation Act	the <i>Associations Incorporation Act 1991</i> (ACT)
Business Day	Monday to Friday inclusive, excluding New Years' Day, Good Friday, Easter Monday, ANZAC Day, Christmas Day and Boxing Day
Committee Member	a member of the committee of management of Scarlet Alliance
Credentialing Process	the process for assessing the qualification of organisations/projects/networks/groups as a Member Organisation, as set out in rule 6.2
Credentialing Tool	an audit tool to assist in determining whether prospective Member Organisation applicants meet the requirements for membership to Scarlet Alliance.
Deductible Contribution	a voluntary transfer of money or property in relation to an eligible fundraising event as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97.
Delegate	means a person appointed by a Member Organisation or Associate Member Organisation to act as attorney for that Member Organisation or Associate Member Organisation in accordance with rule 10.10.
Double	a member elected to observe and inform the decisions of the committee members in accordance with Rule 11.2.
Financial Year	period of 12 months ending on 30 June.
Gift	a voluntary transfer of money or property (including financial assets such as shares) where the donor receives no material benefit or advantage.p
Indemnified Officer	each person who is or has been a committee member or Public Officer of Scarlet Alliance
Public Officer	the person appointed as the Public Officer in accordance with this constitution and the Associations Incorporation Act.
Scarlet Alliance	the name of the association, Scarlet Alliance - Australian Sex Workers Association Inc
Sex Worker Rights	the human rights and civil liberties of past or present sex workers, acknowledging that sex work is a legitimate occupation and valuing and advancing sex workers' empowerment and self-determination, including those rights outlined in the objectives of Scarlet Alliance.

Special Resolution	a resolution passed by at least 75% of the votes of those members eligible and voting.
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20.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting and all documents and other communications from Scarlet Alliance to its member;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or delegate either at the meeting or a participant by using technology as permitted under this constitution;
- (d) a reference to a person is a reference to an individual or a body corporate;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

20.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

21 Application of the Associations Incorporation Act

21.1 What parts of the Associations Incorporation Act apply?

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Associations Incorporation Act has the same meaning as in that provision; and
- (b) subject to rule 21.1(a), an expression in a rule that has a defined meaning for the purposes of the Associations Incorporation Act has the same meaning as in the Associations Incorporation Act.

21.2 Model rules

The provisions of this constitution displace each provision of the Model rules, except to the extent required by the Associations Incorporation Act.