



CONSTITUTION  
FOR  
EASTERN DOMESTIC VIOLENCE SERVICE INC.

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## **1 NAME**

- 1.1** The name of the incorporated association is Eastern Domestic Violence Service Incorporated.

## **2 STATEMENT OF PURPOSE**

- 2.1** The purposes of the association are:

- (a) to provide a contact service for women and children in the Eastern Metropolitan Region who have experienced or are experiencing family violence,
- (b) to provide a service which is accessible to all women and which offers equal support to women regardless of age, race, culture, sexual preference, class and ability, and is supportive of the individual needs of women,
- (c) to provide a service in which the gender and power issues underlying family violence and all forms of family violence are addressed in its service delivery and by its management structure,
- (d) to provide access to a wide range of resources which will empower women and children to make informed decisions,
- (e) to provide women and children with referrals to appropriate agencies in the areas of law, housing, financial aid, counselling, health, childcare and any other sources which are considered appropriate by women and children,
- (f) when appropriate and relevant, to support and advocate with and on behalf of women and children,
- (g) to identify gaps in existing services and to lobby for the establishment of appropriate services,
- (h) to promote awareness of family violence with a view to developing suitable strategies to decrease the occurrence of such abuse,
- (i) to educate the community regarding its responsibility to deal appropriately and effectively with family violence,
- (j) to encourage and train workers in local agencies to deal appropriately with family violence,
- (k) to participate in forums and consultations with political policy makers, law reformers and police to effect appropriate social change, and
- (l) to be aware of any proposed amendments or changes to laws and policies which will affect women and children subjected to family violence.

## **3 FINANCIAL YEAR**

- 3.1** The financial year of the Association is each period of 12 months ending on 30 June.

## 4 DEFINITIONS

4.1 In these Rules, unless the contrary intention appears -

- (a) "Act" means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
- (b) "Board" means the Board of Governance of the Association;
- (c) "Chair" of a general meeting or Board meeting, means the person who chairs the meeting as required under sub rule 19.1;
- (d) "Board meeting" means a meeting of the Board held in accordance with these Rules;
- (e) "disciplinary appeal meeting" means a meeting of the Board convened for the purposes of sub rule 11.5(c);
- (f) "disciplinary meeting" means a meeting of the Board convened for the purposes of sub rule 11.4;
- (g) "disciplinary committee" means the committee appointed under sub rule 11.2;
- (h) "financial year" means the 12 month period specified in sub rule 3.1;
- (i) "general meeting" means a general meeting of members of the Association convened in accordance with these rules and includes an annual general meeting (rule 13), a special general meeting (rule 14) and a disciplinary meeting (sub rule 11.6);
- (j) "member" means a person over the age of 18 years who is a member of the Association;
- (k) "Ordinary Member of the Board" means a member of the Board who is not an officer of the Association under sub rule 25.1;
- (l) "Regulations" means regulations under the Act;
- (m) "relevant documents" has the same meaning as in the Act.

4.2 In these Rules, a reference to the Secretary of an Association is a reference—

- (a) if a person holds office under these Rules as Secretary of the Association—to that person; and
- (b) in any other case, to the Public Officer of the Association.

## 5 POWERS

5.1 Subject to the Act, the Association may do all things necessary or convenient for carrying out its purposes.

5.2 Without limiting sub rule 5.1 the Association may:

- (a) Acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;

- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enters into any other contract it considers necessary or desirable;

**5.3** The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **6 INDEMNITY OF OFFICE HOLDERS**

**6.1** The Association indemnifies each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder. This indemnity extends to any person who:

- (a) holds office as a member of the Board;
- (b) any person (including an employee):
  - (i) that makes or participates in the decision making that affects the whole or a substantial part of the Association's operations; or
  - (ii) that has the capacity to affect the financial standing of the Association; or
  - (iii) on whose instructions the Board is accustomed to act.

## **7 ALTERATION OF THE RULES**

**7.1** These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

**7.2** Recommended alterations, additions and amendments to the constitution and statement of purposes may be made providing that:

- (a) They are passed by the Board and minuted;
- (b) that at least 21 days' notice has been given of the proposed addition, alteration or amendment to be presented as a special resolution at a special general meeting; and,
- (c) They are passed by special resolution of not less than three-fourths of the total members present.

## **8 MEMBERSHIP AND SUBSCRIPTION**

**8.1** A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription as approved by the members in accordance with sub rule 8.4.

**8.2** An employee of the Association is:

- (a) not eligible from the date of acceptance of this amended constitution, namely from 28 October 2016, to apply for membership in accordance with 8.1; and

- (b) Other than the Chief Executive Officer for the time being, not eligible to nominate or to be nominated to the Board.
- 8.3** An ex-employee may be eligible to nominate or be nominated to the Board after a period of two years from termination of employment.
- 8.4** At each Annual General Meeting, the Association must determine –
- (a) The amount of the annual subscription (if any) for the following financial year; and,
  - (b) The date of payment of the annual subscription.
- 8.5** A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
- (a) he or she applies for membership in accordance with sub rule 8.1; and
  - (b) the admission as a member is approved by the Board.
- 8.6** An application of a person for membership of the Association must-
- (a) be made in writing in the form set out in Appendix 1; and
  - (b) be lodged with the Secretary of the Association.
- 8.7** As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- 8.8** The Board must determine whether to approve or reject the application.
- 8.9** If the Board approves an application for membership, the Secretary must, as soon as practicable-
- (a) notify the applicant in writing of the approval for membership; and,
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 8.10** All members' liability is limited to the annual subscriptions of the members and any other money due under this Constitution.
- 8.11** The Secretary must, within 28 days after receipt of the amounts referred to in sub rule 8.4, enter the applicant's name in the register of members as a member.
- 8.12** An applicant for membership becomes a member and is entitled to exercise the rights of membership when their name is entered in the register of members.
- 8.13** If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 8.14** A right, privilege, or obligation of a person by reason of membership of the Association-
- (a) is not capable of being transferred or transmitted to another person; and,
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 8.15** The annual subscription is payable in advance on or before 30 June in each year to be eligible to vote at the Annual General Meeting of that year.

- 8.16** When an annual subscription is not required, membership renewal must be confirmed on or before 30 June in each year to be eligible to vote at that year's Annual General Meeting.

## **9 REGISTER OF MEMBERS**

- 9.1** The Secretary must keep and maintain a register of members containing for each current member—
- (a) the member's name;
  - (b) the address for notice last given by the member;
  - (c) the date of becoming a member;
  - (d) any other information determined by the Board;
  - (e) and for each former member;
  - (f) the date of ceasing to be a member.
- 9.2** Any member may, at a reasonable time and free of charge, inspect the register of members.
- 9.3** A member may make a copy of the names of current members and their email addresses as provided to the Association.
- 9.4** Access to the register or to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **10 CEASING MEMBERSHIP**

- 10.1** A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of their intention to resign.
- 10.2** After the expiry of the period referred to in sub rule 10.1:
- (a) the member ceases to be a member; and,
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.
- 10.3** A member is taken to have ceased membership if:
- (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and,
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **11 DISCIPLINARY ACTION**

### **11.1 Grounds for taking disciplinary action**

- (a) Subject to these rules, the Association may take disciplinary action against a member if it is determined that the member:
  - (i) has failed to comply with these Rules; or
  - (ii) refuses to support the purposes of the Association; or
  - (iii) has engaged in conduct prejudicial to the Association.

### **11.2 Disciplinary committee**

- (a) If the Board is satisfied that there are sufficient grounds for considering disciplinary action against a member, the Board must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the disciplinary committee —
  - (i) may be Board members, members of the Association or anyone else; and,
  - (ii) must not be biased against, or in favour of, the member concerned.

### **11.3 Notice to member**

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
  - (i) stating that the Association proposes to consider taking disciplinary action against the member;
  - (ii) stating the reasons for the proposed consideration;
  - (iii) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider disciplinary action (the disciplinary meeting); and,
  - (iv) advising the member that he or she may do one or both of the following—
    - (1) attend the disciplinary meeting and address the disciplinary committee at that meeting;
    - (2) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and,
  - (v) setting out the member's appeal rights under sub rule 11.5.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **11.4 Decision of disciplinary committee -**

- (a) At the disciplinary meeting, the disciplinary committee must—
  - (i) give the member an opportunity to be heard; and
  - (ii) consider any written statement submitted by the member.
- (b) After complying with a, the disciplinary committee may –

- (i) take no further action against the member; or
- (ii) subject to (c)—
  - (1) reprimand the member; or
  - (2) suspend the membership rights of the member for a specified period; or
  - (3) expel the member from the Association.
- (c) The disciplinary committee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed.

#### 11.5 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under sub rule 11.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given—
  - (i) to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or
  - (ii) to the Secretary not later than 48 hours after the vote.
- (c) If a person has given notice under (b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (i) specify the date, time and place of the meeting; and
  - (ii) state—
    - (1) the name of the person against whom the disciplinary action has been taken;
    - (2) the grounds for taking that action; and,
    - (3) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### 11.6 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting—
  - (i) no business other than the question of the appeal may be conducted;
  - (ii) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with a, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the

person should be upheld or revoked.

- (c) A member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision

## **12 GRIEVANCE PROCEDURE**

### **12.1 Application**

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between—
  - (i) a member and another member;
  - (ii) a member and the Board;
  - (iii) a member and the Association.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **12.2 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **12.3 Appointment of mediator**

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub rule 12.2, the parties must within 10 days—
  - (i) notify the Board of the dispute;
  - (ii) agree to or request the appointment of a mediator; and, iii attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement—
    - (1) if the dispute is between a member and another member—a person appointed by the Board; or
    - (2) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
  - (i) has a personal interest in the dispute; or
  - (ii) is biased in favor of or against any party.

### **12.4 Mediation process**

- (a) The mediator to the dispute, in conducting the mediation, must—
  - (i) give each party every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

**12.5** Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 13 ANNUAL GENERAL MEETINGS

**13.1** The Board may determine the date, time and place of the Annual General Meeting of the Association.

**13.2** The Annual General Meeting must be held within 5 months of the end of the last preceding financial year.

**13.3** The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

**13.4** The ordinary business of the Annual General Meeting shall be-

- (a) to confirm the minutes of the previous Annual General Meeting and of any general meeting held since that meeting;
- (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
- (c) to elect or re-elect up to 9 members of the Board; and,
- (d) to receive and consider the statement submitted by the Association in accordance with section 100(2)(b) of the Act.

**13.5** The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

## 14 SPECIAL GENERAL MEETINGS

**14.1** In addition to the Annual General Meeting, any other general meetings may be held in the same year.

**14.2** All general meetings other than the Annual General Meeting are special general meetings.

**14.3** The Board may, whenever it thinks fit, convene a special general meeting of the Association.

**14.4** If, but for this sub rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a special general meeting before the expiration of that period.

- 14.5** The Board must, on the request in writing of members representing not less than 5 per cent of members, convene a special general meeting of the Association.
- 14.6** The request for a special general meeting must—
- (a) state the objects of the meeting;
  - (b) be signed by the members requesting the meeting; and,
  - (c) be sent to the address of the Secretary.
- 14.7** If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 14.8** If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## 15 SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

## 16 NOTICE OF GENERAL MEETINGS

- 16.1** The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 16.2** Notice may be sent—
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the member requests, by email, facsimile transmission or electronic transmission.
- 16.3** No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 16.4** A member intending to bring any business before a meeting may notify in writing, or by email at least seven days before the meeting, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## 17 USES OF TECHNOLOGY

- 17.1** A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the

meeting to clearly and simultaneously communicate with each other.

- 17.2** For the purposes of this Part, a member participating in a general meeting as permitted under 17.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 18 QUORUM AT GENERAL MEETINGS

- 18.1** No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 18.2** The quorum for the conduct of the business of a general meeting is the presence (physically or under rule 17) of 10 per cent of the members entitled to vote.
- 18.3** If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- (a) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - (b) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 18.4** If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 4) shall be a quorum.

## 19 PRESIDING AT GENERAL MEETINGS

- 19.1** The Chair shall preside as Chair at each general meeting of the Association.
- 19.2** If the Chair is absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chair.

## 20 ADJOURNMENT OF MEETINGS

- 20.1** The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 20.2** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 20.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 16.
- 20.4** Except as provided in sub rule 20.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## 21 VOTING AT GENERAL MEETINGS

- 21.1** Upon any question arising at a general meeting of the Association, a member has one vote only.
- 21.2** All votes must be given personally.
- 21.3** In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 21.4** A member is entitled to vote if—
- (a) more than 10 business days have passed since he or she became a member of the Association;
  - (b) membership (including annual membership renewal) is active on or before 30 June in each year; and
  - (c) the member's membership rights are not suspended for any reason; and
  - (d) for the purposes of the annual general meeting the membership annual subscription (if any) has been paid on or before 30 June in each year.

## 22 POLL AT GENERAL MEETINGS

- 22.1** If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 22.2** A poll that is demanded on the election of a Chair or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.

## 23 MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a general meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chair that a resolution has been-
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## 24 BOARD OF GOVERNANCE

- 24.1** The affairs of the Association shall be governed by the Board.

**24.2** The Board –

- (a) shall govern the Association;
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and,
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper governance of the Association.

**24.3** Subject to section 23 of the Act, the Board shall consist of a total of 10 members –

- (a) The Chief Executive Officer who will be an ex-officio voting Board member, other than voting at the election of officers of the Association as per 24.3(c) and on any motion or resolution relating to the Chief Executive Officer's employment of whatsoever nature and kind.
- (b) 9 Board members who will each be elected or re-elected by the Association for a 3-year term, with 3 Board member positions being declared vacant each year (subject to sub rule 28.2).
- (c) at the first Board meeting following each Annual General Meeting, the Board will elect the Officers of the Association from among their number, so that the Board will consist of:
  - (i) the officers of the Association;
  - (ii) the Chief Executive Officer; and,
  - (iii) five ordinary members.

## 25 OFFICE HOLDERS

**25.1** The officers of the Association shall be—

- (a) Chair;
- (b) Deputy Chair;
- (c) Treasurer; and
- (d) Secretary.

**25.2** The provisions of rule 27, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of members to any of the offices referred to in sub rule 25.1.

**25.3** Each officer of the Association shall hold office until the first board meeting following each Annual General Meeting, but is eligible for re-election (subject to sub rule 26.1).

**25.4** The position of Chair may be held by any one Board member for a maximum of 3 years (subject to 24(c)), which years may or may not be served consecutively. Any Chair who holds the position for 3 years must resign from the Board within 12 months of expiration of their third year as Chair. This restriction may be modified by special resolution of Board members.

**25.5** In the event of a casual vacancy in any office referred to in sub rule 27.1, the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including conclusion of the first Board meeting after the Annual General Meeting next following the date of the appointment.

## **26 MEMBERS OF THE BOARD**

Subject to these Rules, each member of the Board shall be elected for a 3-year term (subject to rule 28) but is eligible for re-election. No member of the Board shall be eligible for re-election following the expiration of 9 years of membership of the Board which years may or may not be served consecutively;

## **27 ELECTION OF BOARD MEMBERS AT THE ANNUAL GENERAL MEETING**

**27.1** Nominations of candidates for election as members of the Board must be—

- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate who must also be a Member of the Association (which may be endorsed on the form of nomination); and,
- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.

**27.2** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

**27.3** If the number of nominations received is equal to the number of vacancies to be filled, the members nominated shall be deemed to be elected.

**27.4** If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

**27.5** The ballot for the election of members of the Board must be conducted at the Annual General Meeting in such manner as the Board may direct.

## **28 CONDUCT OF ELECTIONS**

**28.1** Following approval of this amended constitution, the provisions of this rule 28 are intended to establish a process for the election of Board members (being Office Holders and Ordinary Members) which will achieve the increase in number of elected Board members from 8 to 9 members and the increase in term for elected Board members from 2 years to 3 years as contemplated by rule 24.

**28.2** In 2016

- (a) It is acknowledged that 1 Board member position remains filled from the 2015 election and will not be declared vacant in 2016. This position will be declared vacant at the 2017 Annual General Meeting together with 2 other positions in

accordance with sub rule 28.3.

- (b) 8 Board member positions will be declared vacant as follows:
  - (i) 3 Board member positions to be elected for a term of 3 years each;
  - (ii) 3 Board member positions to be elected for a term of 2 years each;
  - (iii) 2 Board member positions to be elected for a term of 1 year each.
- (c) The vacancies in sub rule 28.2.b will be filled by order of election such that:
  - (i) the first 3 elected members shall each serve a 3 year term;
  - (ii) the second 3 elected members shall each serve a 2 year term; and
  - (iii) the third 2 elected members shall each serve a 1 year term.
- (d) In the event of insufficient nominations for election to the Board, the vacancies shall be held firstly from 1 year positions as per sub rule 28.2(c).

**28.3** In 2017 3 Board member positions will be declared vacant, in accordance with sub rule 28.2(a) and 26.2(b)(iii), with each position to be filled for a 3 year term;

**28.4** In 2018 3 Board member positions will be declared vacant, in accordance with sub rule 28.2(b)(ii), with each position to be filled for a 3 year term.

**28.5** In 2019 3 Board member positions will be declared vacant, in accordance with sub rule 28.2(b)(i) with each position to be filled for a 3 year term.

**28.6** Without limiting the term of election of Board members as provided in sub rule 24.3(b) after 2019 the elections of Board members (being Office Holders and Ordinary Members) will be held in 2020 and every year thereafter with each Board member holding office for a term of 3 years.

## 29 VACANCIES

**29.1** The office of an officer of the Association, or of an ordinary member of the Board, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) resigns from office by notice in writing given to the Secretary; is removed from the Board under rule 35; or,
- (d) subject to rule 28, at the completion of their elected term.

**29.2** In the event of a casual vacancy occurring in the office of an officer of the Association or an ordinary member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until conclusion of the next Annual General Meeting.

## 30 MEETINGS OF THE BOARD

**30.1** The Board must meet at least 5 times in each year at such place and such times as the Board may determine.

- 30.2** Special meetings of the Board may be convened by the Chair or by any 6 members of the board (whether Officers or Ordinary Members).
- 30.3** The contemporaneous linking together by telephone or other electronic means of a number of the members of the Board sufficient to constitute a quorum, constitutes a meeting of the Board and all the provisions in these rules relating to meetings of the members of the Board apply, so far as they can and with such changes as are necessary, to meetings of the members of the Board by telephone or other electronic means. A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of the meeting of the Board provided that at least 1 of the members of the Board involved was at that place for the duration of the meeting.

## 31 NOTICE OF BOARD MEETINGS

- 31.1** Written notice of each board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 31.2** Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## 32 QUORUM FOR BOARD MEETINGS

- 32.1** The quorum for the conduct of the business of a meeting of the Board is the presence (in person or as allowed under rule 17) of a majority of the committee members holding office.
- 32.2** No business may be conducted unless a quorum is present.
- 32.3** If within half an hour of the time appointed for the meeting a quorum is not present-
- (a) in the case of a special meeting--the meeting lapses;
  - (b) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week or a place, day and time determined by the Board members present at that meeting with all Board members receiving at least two business working days' notice of the adjourned meeting.
- 32.4** The Board may act notwithstanding any vacancy on the Board.

## 33 PRESIDING AT BOARD MEETINGS

At meetings of the Board –

- (a) the Chair presides; or
- (b) if the Chair is absent or are unable to preside, the members present must choose one of their number to preside.

## 34 VOTING AT BOARD MEETINGS

- 34.1** Questions arising at a meeting of the Board, or at a meeting of any committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 34.2** Each member present at a meeting of the Board, or at a meeting of any committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## 35 REMOVAL OF BOARD MEMBER

- 35.1** The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in her place to hold office until the expiration of the term of the first-mentioned member.
- 35.2** A member who is the subject of a proposed resolution referred to in sub rule 35.1 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 35.3** The Secretary or the Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

## 36 MINUTES OF MEETINGS

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of members present at each meeting.

## 37 FUNDS

- 37.1** The Treasurer of the Association must ensure that:
- (a) all moneys due to the Association are collected and received, and that all payments authorised by the Association are made; and,
  - (b) correct accounts and books showing the financial affairs of the Association are kept with full details of all receipts and expenditure connected with the activities of the Association.
- 37.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two signatories approved by the Board.
- 37.3** The funds of the Association shall be derived from annual government grants, subscriptions, donations and such other sources as the Board determines.

## 38 SEAL

- 38.1** The common seal of the Association must be kept in the custody of the Secretary.
- 38.2** The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board.

## 39 NOTICE TO MEMBERS

Except for the requirement in rule 15, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally;
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members;
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner;
- (d) email, if the member has requested that the notice be given to him or her in this manner.

## 40 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 40.1** Except as otherwise provided in these Rules, the Secretary must keep in her custody or under her control all books, documents and securities of the Association.
- 40.2** All minutes and any other relevant documents of the Association may be made available for inspection free of charge by any member upon written request, with such availability to be determined at the sole discretion of the Board.
- 40.3** The Board must on request make copies of these Rules available to members and applicants for membership free of charges.

## 41 WINDING UP

- 41.1** In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.
- 41.2** If, upon the winding up or the dissolution of the incorporation of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution promoting similar interests, and which is required by its constitution to apply its profits or income in promoting its objects and is prohibited from paying any dividends or benefits to its members to the same extent as the Association.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF

EASTERN DOMESTIC VIOLENCE SERVICE INC.

I,....., of .....desire to become a  
(name and occupation) (address)

member of.....

(name of Association)

In the event of my admission as a Member, I agree to be bound by the rules of the Association for the time being in force.

.....  
Signature of Applicant  
Date

I,..... , a Member of the Association,  
(name)

nominate the applicant, who is personally known to me, for Membership of the Association.

.....  
Signature of Proposer  
Date

I,..... , a Member of the Association,  
(name)

second the nomination of the applicant, who is personally known to me, for Membership of the Association.

.....  
Signature of Seconder  
Date