

Constitution of
Domestic Violence NSW Inc.
under the *Associations Incorporation Act 2009* (NSW)
Registration number Y1081006

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CONSTITUTION OF DOMESTIC VIOLENCE NSW INC.

1 DEFINITIONS

(a) The following definitions apply in this constitution.

Association means Domestic Violence NSW Inc. ABN 51 326 110 585.

Board means the Board Delegates, both External Board Delegates and Member Board Delegates acting collectively, exercising powers under the Act and this constitution.

Chair means the chairperson of the board from time to time.

Change the Story Framework means document published by Our Watch as amended from time to time.

Director-General means the Director-General of the Department of Services, Technology and Administration.

DVNSW Good Practice Guidelines means the guidelines published by the Association from time to time.

Founding Member has the meaning given to it in PART 3, clause 2(c).

Full Organisational Member has the meaning given to it in PART 3, clause 2(b)(i).

Gift Fund has the meaning given to it in clause 49.1.

Member means:

- (i) a Full Member who has applied for membership and been accepted and who has paid their fees in accordance with the requirements in this document except if the requirement to pay fees is otherwise waived;
- (ii) a Founding Member of the Association who is entered in to the Register as a member of the Association; and
- (iii) an External Board Delegate appointed in accordance with PART 3, clause 2(e)(i).

Overarching Principles and Aims and Objectives have the meaning given to it in PART 1 and PART 2.

Postal Ballot includes any electronic or email ballot.

Register has the meaning given to it in clause 7.

Secretary means:

- (i) the person holding office under this constitution as secretary of the Association; or
- (ii) if no such person holds that office – the public officer of the Association.

Special Resolution means a resolution passed in accordance with clause 36.

Special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the Associations Incorporation Regulation 2010.

- (b) In this constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty; and
 - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) Application of the Act
 - (i) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 1 - AIMS AND OBJECTIVES OF THE ASSOCIATION

The Association is a non-profit institution and funds of the Association shall be used in pursuance of the following objectives:

- (a) To operate as a peak body for, and an association of non-government and not for profit domestic and family violence organisations and professionals in NSW that work with women, families and communities impacted by domestic and family violence.
- (b) To work within a feminist, social justice framework as articulated in the *DVNSW Overarching Principles* to improve safety, wellbeing, cultural, economic and social justice outcomes for women, families and communities.
- (c) To proactively lead, build capacity and advocate on priority issues relevant to domestic and family violence.
- (d) To ensure that services, policymakers, academics and agencies improve the spectrum of responses, knowledge and resources to women, families and communities using evidence-informed, best practice, trauma-specialist approaches that prevent and respond to domestic and family violence.
- (e) To provide expert advice on domestic and family violence to relevant non-sector stakeholders including government, non-government, the media, corporate sector and communities.
- (f) To ensure continual improvement of the governance and performance outcomes of the Association.
- (g) To be a public benevolent institution for the relief of poverty, suffering, sickness and distress and engage in charitable and or benevolent activities which are consistent with these purposes improving outcomes for women, families and communities impacted by domestic and family violence.
- (h) To do anything incidental to, and conducive to, the furtherance of these objects.

PART 2 - OVERARCHING PRINCIPLES OF THE ASSOCIATION¹

The Overarching Principles of the Association are as follows:

- (a) DVNSW is a feminist, social justice organisation that works from an ethos that domestic and family violence is serious, prevalent and driven by gender inequality. Domestic and family violence is a fundamental violation of human rights and a crime.
- (b) Domestic and family violence is any behaviour, in an intimate or family relationship, which is violent, threatening, coercive or controlling, causing a person to live in fear. It is usually manifested as part of a pattern of controlling or coercive behaviour.
- (c) Violence may occur in all types of personal or family relationships or intimate partnerships and care arrangements. Women and their children are the primary victims of domestic and family violence.
- (d) Gender inequality creates the necessary social context for the gendered drivers of domestic and family violence:
 - (i) Condoning violence against women
 - (ii) Men's control of decision making and limits to women's independence
 - (iii) Stereotyped constructions of masculinity and femininity
 - (iv) Disrespect towards women and male peer relations that emphasises aggression.
- (e) Domestic and family violence is preventable when communities and sectors work together with a shared vision and collective action that:
 - (i) Challenge condoning of violence against women.
 - (ii) Promote women's independence and decision-making in public life and relationships.
 - (iii) Foster positive personal identities and challenge gender stereotypes and roles.
 - (iv) Strengthen positive, equal and respectful relations between and among women and men, girls and boys.
 - (v) Promote and normalise gender equality in public and private life.
- (f) Ending domestic and family violence requires mutually reinforcing actions across society. Actions should be tailored to the context and needs of different groups, be enacted for public and private settings, and be led by governments, organisations, and individuals.
- (g) Domestic and family violence requires a comprehensive and integrated professional response that places those affected by violence at the centre of the response, prioritises their safety, and enhances their ability to make informed decisions.

¹ DVNSW's approach to preventing and addressing the consequences of DFV is explained in more detail in:

- DVNSW *Good Practice Guidelines for the Domestic and Family Violence Sector in NSW, 2017*
- Our Watch, Australia's National Research Organisation for Women's Safety (ANROWS) and VicHealth (2015) *Change the Story: A shared framework for the primary prevention of violence against women and their children in Australia*, Our Watch. Melbourne, Australia.

- (h) Domestic and family violence responses require a commitment and understanding of access and equity, diversity and inclusion, and their intersectionality.

(PART 1 and PART 2 together, the **Overarching Principles and Aims and Objectives**).

PART 3 - MEMBERSHIP

2 ELIGIBILITY FOR MEMBERSHIP

- (a) A person is eligible to be a Member of the Association if:
 - (i) the person is either a natural person or organisation;
 - (ii) meets the criteria set out in clause 2(b); and
 - (iii) except in the case of a Founding Member and an External Board Delegate, the person has been approved for membership of the Association in accordance with clause 3.
- (b) A person is taken to be a Full Member of the Association if they:
 - (i) are not for profit and non-government organisations and/or programs and/or individuals within these organisations that endorse the Change the Story Framework recognising the drivers of gendered violence and who put into practice the DVNSW Good Practice Guidelines.
 - (ii) are committed to a comprehensive and integrated professional response that places those affected by domestic and family violence at the centre of their response, prioritises their safety, and enhances their ability to make informed decisions.
 - (iii) are able to articulate and demonstrate that they have made significant progress towards implementing DVNSW's Good Practice Guidelines.
- (c) Organisations within this category of membership shall be referred to as (**Full Organisational Members**).
- (d) Individuals within this category of membership shall be referred to as (**Full Individual Members**).
- (e) Individual Members of the Association as at 31 December 2014, that are otherwise employed by a Full Service/Organisational Member, and are noted as such on the register of members are referred to as (**Founding Members**);
 - (i) any other person the Board nominates as an External Board Delegate in accordance with clause 14(e); or
 - (ii) any other person or organisation, the Board considers to be a Member; and
 - (iii) for the purposes of the Board an External Board delegate will be considered to be a Member Board delegate.

Associate Members

- (iv) are individuals, programs, organisations, government, businesses, or other types of entities that support DVNSW's vision but are not eligible to be full members.
- (v) are informed of DVNSW's work and invited to participate in sector development opportunities and advocacy and prevention activities as the Board deems appropriate.

(vi) are not eligible to participate in the Association's governance activities.

(together, the **Members**).

(f) The rights and obligations of the relevant category of Members of the Association are set out in Schedule 1.

3 APPLICATION FOR MEMBERSHIP

(a) An application of a person for membership of the Association:

(i) must be made in writing in the form set out in Schedule 2 to this constitution, and

(ii) must be lodged with the Secretary of the Association.

(b) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board which is to determine whether to approve or to reject the application, at its discretion in accordance with the membership criteria set out at clause 2.

(c) As soon as practicable after the Board makes that determination, the Secretary must:

(i) notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable); and

(ii) if the Board approved the applicant, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a Member as an annual membership fee.

(d) The Secretary must, on payment by the applicant of the amounts referred to in clause 3(c)(ii) within the period referred to in that provision, enter or cause to be entered the applicant's name in the Register and, on the name being so entered, the applicant becomes a Member of the Association.

4 CESSATION OF MEMBERSHIP

A person ceases to be a Member of the Association if the person:

(a) dies; or

(b) resigns from membership in accordance with clause 6; or

(c) is expelled from the Association in accordance with clause 11; or

(d) has their membership revoked by the Association (in accordance with the process set out in clause 11):

(i) if they refuse to comply with a provision or provisions of this constitution; or

(ii) have wilfully acted in a manner prejudicial to the interests of the Association; or

(e) fails to pay any fee payable under this document or as otherwise determined by the board (including any applicable joining fee) within 3 months after the fee is due; or

(f) in the case of an External Board Delegate, if they cease to be a Board Delegate;

- (g) in the case of a Founding Member:
 - (i) if they cease to be employed by the Full Service/Organisational Member they were employed by at the time they became a Founding Member; or
 - (ii) the Full Service/Organisational Member that employs the Founding Member ceases to be a Member of the Association.

5 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

6 RESIGNATION OF MEMBERSHIP

- (a) A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (b) If a Member of the Association ceases to be a Member under clause 6(a), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

7 REGISTER OF MEMBERS

- (a) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member (**Register**).
- (b) The register of members must be kept in New South Wales:
 - (i) at the main premises of the Association; or
 - (ii) if the Association has no premises, at the Association's official address.
- (c) The Register must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- (d) A Member of the Association may obtain a copy of any part of the register on payment of a fee for a reasonable amount determined by the Board from time to time.
- (e) If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or

- (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 FEES AND SUBSCRIPTIONS

- (a) A Member (other than an External Board Delegate or Founding Member) of the Association must pay to the Association an annual membership fee as determined by the Board, from time to time:
 - (i) except as provided by paragraph (ii), before 1 July in each calendar year; or
 - (ii) if the Member becomes a Member on or after 1 July in any calendar year-on becoming a Member and before 1 July in each succeeding calendar year.
- (b) The Board may at its discretion, exempt a Member from paying the annual membership fee.
- (c) For the avoidance of doubt, an External Board Delegate or a Founding Member is not required to pay an annual membership fee.

9 MEMBERS' LIABILITIES

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 8.

10 RESOLUTION OF DISPUTES

- (a) A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to an affordable, appropriate, mutually agreed mediator or if an agreement cannot be reached, to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11 DISCIPLINING OF MEMBERS

- (a) A complaint may be made to the Board by any person that a Member of the Association:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Association.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Board decides to deal with the complaint, the Board:
 - (i) must cause notice of the complaint to be served on the Member concerned, and

- (ii) must give the Member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the Member in connection with the complaint.
- (d) The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clause 12.
- (f) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12,
- whichever is the later.

12 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (a) A Member may appeal to the Association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under clause 12(a), the Secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a general meeting of the Association convened under clause 12(c):
- (i) no business other than the question of the appeal is to be transacted; and
 - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by Members of the Association.

PART 4 - THE BOARD

13 POWERS OF THE BOARD

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Board will be responsible for the governance of the Association and:

- (a) will control and manage the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

14 COMPOSITION AND MEMBERSHIP OF THE BOARD

- (a) The Board will have up to nine delegates, comprised of:
 - (i) five delegates drawn from the Full Organisational and Individual Members and/or Founding Members (**Member Board Delegate**); and
 - (ii) four delegates drawn for their skills and expertise based on the criteria set out in clause 14(e) and nominated and appointed by the outgoing Board Delegates (**External Board Delegate**),

(together, the **Board Delegates**).
- (b) While the Board may include one male member, only female Board Delegates can be appointed to the role of office-bearers of the Association. At the first properly constituted meeting of the Board following the Annual General Meeting, four females shall be appointed to the office-bearing roles of the Association as follows:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (c) A Board Delegate may hold up to 2 offices (other than both the Chair and Vice-Chair offices).
- (d) Each Board Delegate, subject to this constitution, shall hold office as follows:
 - (i) if a Member Board Delegate, in accordance with clause 16(h); or
 - (ii) if an External Board Delegate, in accordance with the terms of their appointment and until that appointment is revoked.
- (e) External Board Delegates:
 - (i) must support the Overarching Principles and Aims and Objectives of the Association;
 - (ii) do not have to be an existing Member of the Association; and
 - (iii) must have skills determined relevant by the Board.
- (f) If an External Board Delegate is not an existing Member of the Association, they will be deemed to be a Member of the Association for the duration they hold the office of External Board Delegate in accordance with clause 14(d)(ii).

15 TOO FEW DELEGATES

If the number of Board Delegates falls below the minimum number of delegates required to constitute a quorum as set out in clause 23(e), the continuing Board Delegates may act as the Board only:

- (a) to appoint delegates up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

16 ELECTION OF MEMBER BOARD DELEGATES

- (a) Nominations of Member Board Delegates for election, including for the roles as office-bearers of the Association are as follows:
 - (i) must be made in writing in accordance with the *DVNSW Governance Manual* and must be signed by 2 Founding Members and/or Full Members of the Association
 - (ii) accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (iii) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (b) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (c) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (f) The ballot for the election of Member Board Delegates is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (g) A person nominated as a candidate for election as a Member Board Delegate of the Association must be a Full Member of the Association.
- (h) Each person elected as a Member Board Delegate shall (subject to clause 21) hold office until the conclusion of the Annual General Meeting held in the third year after their election provided always that no person shall be elected to the Board for a total term exceeding nine years in the period after 1 December 2018. For the avoidance of doubt, any time served as a Member Board Delegate prior to 1 December 2018 will not count towards the calculation of the nine year period referred to in this clause 16(h).

17 CHAIR AND VICE-CHAIR

- (a) Each of the Chair and the Vice-Chair shall be elected from the existing board members and shall hold office for so long as they remain a Board Delegate unless the board agrees otherwise.

- (b) The duties of the Chair and Vice-Chair are as set out in this document and include:
 - (i) presiding over board meetings;
 - (ii) presiding over general meetings of the Association; and
 - (iii) ensuring the minutes are finalised and agreed.

18 SECRETARY

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of her address.
- (b) It is the duty of the Secretary to keep minutes of:
 - (i) all appointments of office-bearers and Board Delegates, and
 - (ii) the names of Board Delegates present at a Board meeting or a general meeting, and
 - (iii) all proceedings at Board meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

19 TREASURER

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20 CHIEF EXECUTIVE OFFICER

- (a) The Board may appoint one person to the position of Chief Executive Officer of the Association (**CEO**) for a specified term or without specifying a term.
- (b) The CEO shall hold an "ex officio" position on the Board.
- (c) The ex-officio position does not have voting rights and her presence does not count towards quorum of the Board.
- (d) The most senior executive of the organisation will attend all Board meetings unless a conflict of interest exists.

21 CASUAL VACANCIES

- (a) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a Member replacement and the person so appointed is to hold office subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the office of a Board Delegate occurs if the Board Delegate:
 - (i) dies; or
 - (ii) ceases to be a Member or delegate of a Member of the Association; or

- (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (iv) resigns office by notice in writing given to the Secretary; or
- (v) is removed from office under clause 22; or
- (vi) becomes a mentally incapacitated person; or
- (vii) is absent without the consent of the Board from 3 consecutive meetings of the Board; or
- (viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22 REMOVAL OF BOARD MEMBERS

- (a) The Association in general meeting may by resolution remove any Board Delegate from office before the expiration of the Board Delegate's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board Delegate so removed.
- (b) If a Board Delegate to whom a proposed resolution referred to in clause 22(a) relates makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the Chair may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 BOARD MEETINGS AND QUORUM

- (a) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (b) Board meetings may be held either face to face or via electronic means.
- (c) Additional meetings of the Board may be convened by the Chair or by any Board Delegate.
- (d) Oral or written notice of a meeting of the Board must be given by the Secretary to each Board Delegate at least 48 hours (or such other period as may be unanimously agreed on by the Board Delegates) before the time appointed for the holding of the meeting.
- (e) Notice of a meeting given under clause 23(d) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Delegates present at the meeting unanimously agree to treat as urgent business.
- (f) Any 4 Board Delegates (comprising of at least one Member Board Delegate and one External Board Delegate) constitute a quorum for the transaction of the business of a meeting of the Board.
- (g) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting may stand adjourned to a suitable time. Those present can decide to

continue with a meeting and to discuss any matters which were otherwise to be considered by the Board but any decisions reached when the Board does not have quorum are not valid and binding until ratified at the next constituted meeting which should be held as soon as it is possible to convene a quorate Board.

- (h) At a meeting of the Board:
 - (i) the Chair or, in the Chair's absence, the Vice-Chair is to preside, or
 - (ii) if the Chair and the Vice-Chair are absent or unwilling to act, such one of the remaining Board Delegates as may be chosen by the Board Delegates present at the meeting is to preside.

24 DELEGATION BY THE BOARD TO SUB-COMMITTEE

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such Board Delegates, Members of the Association or persons the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (i) this power of delegation; or
 - (ii) a function which is a duty imposed on the Board by the Act or by any other law.
- (b) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper in accordance with the Association's *Governance Manual*.

25 ADDITIONALLY ESTABLISHED SUB-COMMITTEES

- (a) The role of any sub-committee established pursuant to clause 24, will include:
 - (i) consulting with, and advising the Board and the staff of the Association on research, policy positions, information and promotional activities relating to the *Overarching Principles* and *Aims and Objectives*;
 - (ii) exercising all such functions as directed by the Board within the timeframe established by the Board.

26 VOTING AND DECISIONS

- (a) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of Board Delegates or members of the sub-committee present at the meeting.
- (b) Each Board Delegate present at a meeting of the Board or of any sub-committee appointed by the Board (including the person chairing at the meeting) is entitled to one vote but, in the event of an equality of votes on any question where it is clear that decision cannot be reached and if the matter is not an emergency, it may be adjourned to the next meeting where Delegates are afforded time to prepare their case further.
- (c) If the matter is an emergency (as determined by the Chair), the person chairing the Board may exercise a second or casting vote.
- (d) Subject to clause 23(e), the Board may act despite any vacancy on the Board or sub-committee.
- (e) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Delegate or member of the sub-committee.

PART 5 - GENERAL MEETINGS

27 ANNUAL GENERAL MEETINGS-HOLDING OF

- (a) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (b) The Association must hold its annual general meetings:
 - (i) within 6 months after the close of the Association's financial year; or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28 ANNUAL GENERAL MEETINGS-CALLING OF AND BUSINESS AT

- (a) The annual general meeting of the Association is, subject to the Act and to clause 27, to be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect Member Board Delegates of the Association; and
 - (iv) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

29 SPECIAL GENERAL MEETINGS-CALLING OF

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Board must, on the requisition in writing of at least 5 per cent of the total number of Members, convene a special general meeting of the Association.
- (c) A requisition of Members for a special general meeting:
 - (i) must state the purpose or purposes of the meeting; and
 - (ii) must be signed by the members making the requisition; and
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Board fails to convene a special general meeting to be held within 3 months after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 4 months after that date.
- (e) A special general meeting convened by a Member as referred to in clause 29(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

30 NOTICE

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under clause 33(b), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 28(b).
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

31 USE OF TECHNOLOGY

A general meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

32 QUORUM FOR GENERAL MEETINGS

- (a) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the meeting is considering that item.

- (b) 7 Members present (being members or representatives of the Members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of Members, is to be dissolved; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Voting Members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) are to constitute a quorum.

33 PRESIDING MEMBER

- (a) The Chair or, in the Chair's absence, the Vice-Chair, is to preside as chairperson at each general meeting of the Association.
- (b) If the Chair and the Vice-Chair are absent or unwilling to act, the Board must nominate one of their number present as chairperson at the meeting.

34 ADJOURNMENT

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in clauses 34(a) and 34(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

35 MAKING OF DECISIONS

- (a) A question arising at a general meeting of the Association is to be determined by either:
 - (i) a show of hands; or
 - (ii) if on the motion of the person presiding or if 5 or more Members present at the meeting decide that the question should be determined by a written ballot – a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.

- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

36 SPECIAL RESOLUTIONS

- (a) A special resolution may only be passed by the Association in accordance with section 39 of the Act.
- (b) A resolution may be passed by the Association as a "special resolution":
 - (i) at a meeting of the Association called in accordance by section 28, or
 - (ii) in a postal ballot conducted by the Association; or
 - (iii) in such other manner as the Director General may direct,if it is supported by at least 75% of the votes cast by Members of the Association who, under the constitution, are entitled to vote on the proposed resolution.
- (c) A notice referred to in clause 36(b)(i) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a "special resolution"
- (d) A postal ballot referred to 36(b)(ii) may only be conducted in relation to resolutions of a kind that the Association permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the Regulations.
- (e) A direction under subsection 36(b)(iii) may not be given unless the Director General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection 36(b)(i) or 36(b)(ii).

Matters of the Association that require to be decided by Special Resolution are set out at Schedule 3.

37 PUBLIC OFFICER

- (a) Where the office of public officer of the Association becomes vacant, the Board shall within fourteen days after the vacancy arises, appoint a person to fill the vacancy.
- (b) A person is incapable of being appointed as a public officer of the Association unless:
 - (i) she has attained the age of eighteen years; and
 - (ii) she is resident in the State of New South Wales.
- (c) The acts of a public officer are not invalid by reason of any defect that may be discovered in her appointment or qualification.
- (d) The public officer may hold any other office on the Board.
- (e) The Board may remove a public officer from her office.
- (f) The office of public officer of the Association becomes vacant if the person holding that office:
 - (i) dies;
 - (ii) resigns her office by writing under her hand addressed to the Board;
 - (iii) is removed from office by the Board;

- (iv) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with her creditors or makes an assignment of his or her estate for their benefit;
 - (v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (vi) ceases to be resident in the State of New South Wales.
- (g) The public officer of the Association shall, within fourteen days after her appointment, give notice in the prescribed form to the Director-General of her appointment and her full name and address in NSW, together with the prescribed fee (if any).

38 VOTING

- (a) On any question arising at a general meeting of the Association:
- (i) a Full Organisational Member, has two votes;
 - (ii) a Full Individual Member, has one vote;
 - (iii) an External Board Delegate, has one vote;
 - (iv) a Founding Member, has one vote;
 - (v) all other Members have one vote other than Associate Members; and
 - (vi) Associate Members have no right to vote at any meeting of the Association.
- (b) In the case of an equality of votes on a question at a general meeting, the question is deemed to have not been approved.
- (c) A Member or delegate of the Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.

39 PROXY VOTES

- (a) Proxy voting may be undertaken, when written ballot has been called in respect of the following matters:
- (i) resolutions relating to the governance structure of the Association;
 - (ii) resolutions relating to the Overarching Principles and Aims and Objectives;
 - (iii) election of Member Board Delegates; or
 - (iv) any other matter of business set out in the notice of meeting sent out in accordance with clause 30.
- (b) Notice of proxies should be provided, on the Association's official form to the Secretary (or nominated representative) one week prior to the meeting.
- (c) For the avoidance of doubt, proxy voting is not permitted in relation to an appeal of a Member (clause 12).

40 POSTAL BALLOTS

- (a) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

- (b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 6 - MISCELLANEOUS

41 INSURANCE

The Association will effect and maintain insurance.

42 FUNDS SOURCE

- (a) The funds of the Association may be derived from:
- (i) annual membership fees of the Members;
 - (ii) donations;
 - (iii) state and federal government funding;
 - (iv) commissions, consultancies, training and activities of the organisation; and
- subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the Association's donations account or a credit of the Association's bank or other authorised deposit-taking institution account of the Association.
- (c) The Association must, as soon as practicable after receiving any donation money, issue an appropriate receipt.
- (d) Funds or property of the Association must not be paid or transferred directly or indirectly to any Member of the Association or Board Delegate, unless:
- (i) the Board has approved the transfer or payment; and
 - (ii) it is rendered as payment for services rendered or goods supplied or reimbursement for costs incurred in the ordinary course of business of the Association.

43 FUNDS - MANAGEMENT

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association (including the Gift Fund) are to be used in pursuance of the Association's *Overarching Principles* and *Aims and Objectives* in such manner as the Board determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Board Delegates or employees of the Association, being Board Delegates or employees authorised to do so by the Board.

44 CHANGE OF NAME, AIMS AND OBJECTIVES AND CONSTITUTION

An application to the Director-General for registration of a change in the Association's name, *Aims and Objectives* or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board Delegate.

45 CUSTODY OF BOOKS ETC

Except as otherwise provided by this constitution, the public officer must ensure all records, books and other documents relating to the Association are in custody at the registered office.

46 INSPECTION OF BOOKS ETC

- (a) The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:
 - (i) records, books and other financial documents of the Association;
 - (ii) this constitution;
 - (iii) minutes of all Board meetings and general meetings of the Association.
- (b) A Member of the Association may obtain a copy of any of the documents referred to in clause 46(a) on payment of a reasonable fee determined by the Board from time to time.

47 SERVICE OF NOTICES

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally; or
 - (ii) by sending it by pre-paid post to the address of the person; or
 - (iii) by sending it by some other form of electronic transmission, such as email to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, such as email on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

48 FINANCIAL YEAR

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

49 ESTABLISHMENT AND OPERATION OF GIFT FUND

49.1 Gift Fund

The Association, must maintain in support of the *Overarching Principles and Aims and Objectives* of the Association a fund (**Gift Fund**):

- (a) to which gifts of money or property for that purpose are to be made;
- (b) to which any money received by the Association because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

49.2 Limits on use of Gift Fund

The Association must use the following only in support of the *Overarching Principles and Aims and Objectives*:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

49.3 Winding up

At the first occurrence of:

- (a) the winding up of the Gift Fund; or
- (b) the revocation of the organisation's deductible gift recipient endorsement,

any surplus assets of the Gift Fund must be transferred to any association which has similar objects and which is approved by the Commissioner of Taxation as a Public Benevolent Institution for the purposes of any Commonwealth Taxation Act.

49.4 Bank account

The Association shall maintain a separate bank account in the name of "Domestic Violence NSW Incorporated Donation Account".

Schedule 1

Rights and Obligations of Members

The rights and obligations attaching to the categories of Members of the Association are set out below:

| Member category | Vote | Annual membership Fee | Benefits |
|-----------------------------------|------|-------------------------------|--|
| Full Organisational Member | 2 | To be determined by the Board | <p>Access to regular information updates on policy and practice changes within the domestic and family violence sector and related sectors, regular e-newsletters, member reports, website etc</p> <p>Updates on consultations, events and activities.</p> <p>Access to all Association conferences, regional and support group structures providing increased opportunities to exchange information on good practice approaches to working with women and children and to participate and provide input into the Association's advocacy.</p> <p>Discounted registration fees at conferences and other Association events</p> <p>Priority access to member support and advice.</p> |
| Full Individual Member | 1 | To be determined by the Board | <p>Access to regular information updates on policy and practice changes within the domestic and family violence sector and related sectors, regular e-newsletters, member reports, website etc</p> <p>Updates on consultations, events and activities.</p> |

| Member category | Vote | Annual membership Fee | Benefits | |
|------------------------|------|-----------------------|---|--|
| | | | <p>Access to all Association conferences, regional and support group structures providing increased opportunities to exchange information on good practice approaches to working with women and children and to participate and provide input into the Association's advocacy.</p> <p>Discounted registration fees at conferences and other Association events</p> <p>Priority access to member support and advice.</p> | |
| Founding Member | 1 | N/A | <p>Access to regular information updates on policy and practice changes within the domestic and family violence sector and related sectors, regular e-newsletters, member reports, website etc</p> <p>Updates on consultations, events and activities.</p> <p>Access to all Association conferences, sector development activities, regional and support group structures providing increased opportunities to exchange information on good practice approaches to working with women and children and to participate and provide input into the Association's advocacy and policy development.</p> <p>Discounted registration fees at conferences and other Association events</p> | |

| Member category | Vote | Annual membership Fee | Benefits | |
|-------------------------|------|-------------------------------|--|--|
| | | | Priority access to member support and advice for you and your service. | |
| Associate Member | Nil | To be determined by the Board | <p>Access to regular information updates on policy and practice changes within the domestic and family violence sector and related sectors, regular e-newsletters, member reports, website etc</p> <p>Updates on consultations, events and activities.</p> <p>Access to Association conferences, regional and support group structures providing increased opportunities to exchange information on good practice approaches to working with women and children and to participate in relevant sector development activities</p> <p>Discounted registration fees at conferences and other Association events</p> <p>Access to support and advice</p> | |

Schedule 2

Full Service Membership Application

[extract from <http://dvnsw.org.au/dvnsw-membership-application-form/> to be inserted]

Schedule 3

Matters to be decided by Special Resolution of the Association

A special resolution must be passed by Members of the Association to effect the following changes:

- (a) a change of the Association's name;
- (b) a change of the Association's constitution;
- (c) a change of the Association's *Overarching Principles and Aims and Objectives*;
- (d) to voluntarily wind up the Association; and
- (e) amalgamating with another registered Association.