



Domestic Violence Action Centre INC.

CONSTITUTION 2023

Adopted November 2023

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1. NAME OF ASSOCIATION

The name of the incorporated association is **Domestic Violence Action Centre INC (the association)**.

2. DEFINITIONS AND INTERPRETATION

1) In this constitution-

Act means the *Associations Incorporation Act 1981 (Qld)*, as amended from time to time, and includes any regulations made under that Act

Association means Domestic Violence Action Centre INC

Casual vacancy, on a board, means a vacancy that happens when an elected member of the board resigns, dies or otherwise stops holding office.

Deductible Contribution means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the ITAA97 and any amendment or re-enactment of these.

ITAA97 means the *Income Tax Assessment Act 1997 (Cth)*.

Member means a member of the association

Member of the Board means a member of the board of the association present-

- a) at a board meeting, see Section 6.9(6); or
- b) at a general meeting, see Section 7.6(2).

2) A word or expression that is not defined in this constitution, but is defined in the Act, has, if the context permits, the meaning given by the Act.

3) Except where the context otherwise requires, a reference to any statute, regulation, proclamation varying, consolidating or replacing them, and a reference to a statute includes all regulations and proclamations issued under that statute.

4) Headings where used in this document are purely for the purpose of identification and shall not be considered in the interpretation of the provisions of this document.

3. OBJECTS OF ASSOCIATION

1) The association is an incorporated association, and is a not-for-profit entity established and located in Australia for the purpose of providing relief to people who are the victims of domestic, family and sexual violence in South West Queensland and beyond (**Principal Purpose**).

2) Without limiting rule 3(1), the Principal Purpose will be furthered by means and activities including:

- a) providing direct support to victims of domestic, family and sexual violence including, but not limited to, providing counselling, crisis support, court support and health and wellbeing support;
- b) assisting victims of domestic, family and sexual violence to access available resources and services within communities;
- c) evaluating the needs of victims of domestic, family and sexual violence;
- d) increasing safety for victims by working with perpetrators to change their behaviour and be accountable for the violence they use;
- e) educating, training and advocating to achieve improved and appropriate responses to domestic, family and sexual violence so as to relieve the needs of victims;
- f) improving the integration of service systems to improve response to domestic, family and sexual violence and sexual violence so as to relieve the needs of victims;
- g) collaboration with organisations which have similar objects;
- h) advising the government on domestic, family and sexual violence issues and measures impacting victims;
- i) making applications for funding, accepting donations and bequests and engaging in other fundraising activities and applying those funds to further the Principal Purpose.

4. POWERS OF ASSOCIATION

The association has, in the exercise of its affairs, all the powers of an individual.

- 1) Subject to the Act, the Association may do all things necessary or convenient for lawfully carrying out its objects and purposes, including employment of staff; enter into contracts; acquire, hold, deal with and dispose of property.
- 2) The association may make charges for services and facilities it supplies;
- 3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. MEMBERSHIP OF ASSOCIATION

5.1 Classes of members

- 1) The membership of the association consists of individual/ordinary members, and any of the following classes of members—
 - a) Staff and volunteers of the association (cannot stand as Board members)
 - b) Life Members (complimentary membership as deemed by the Board)
 - c) Organisational members
 - d) Reciprocal members (can be individual or organisational members)
 - e) Associate Members (unpaid social media followers such as Facebook, twitter, Instagram, YouTube followers)
- 2) The number of members is unlimited.
- 3) Any new class of members established by the board cannot be granted voting rights without the approval of the association in general meeting.

5.2 Qualifications for Membership

- 1) Membership shall be open to any individual or organisation 18 years of age or over who is in agreement with the objects and purposes of the association and has satisfied the procedure for membership specified below in Section 5.3.

5.3 Application for Membership

- 1) An application for membership must be—
 - a) in writing (unless an associate member); and
 - b) signed by the applicant; and
 - c) in the form decided by the board.

5.4 Membership fees

- 1) The membership fee for each class of members —
 - a) is the amount decided by the members from time to time at the general meeting; and
 - b) is payable when, and in the way, the board decides.
 - c) a financial member at any material time is a member who is not then indebted to the Organisation in respect of annual subscription or levy or other payment whatsoever.
 - d) only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any general meeting of the organisation.

5.5 Admission and rejection of new members

- 1) The board must consider an application for membership at the next board meeting held after it receives—
 - a) the application for membership; and
 - b) the appropriate membership fee for the application.

- 2) The board must ensure that as soon as possible after the person applies to become a member of the association, and before the board considers the person's application, the person is advised-
 - a) whether the association has public liability insurance; and
 - b) the amount of the insurance.
- 3) The board must decide at the meeting whether to accept or reject the application.
- 4) If a majority of the board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 5) The secretary of the association must, as soon as practicable after the board decides to accept or reject an application, give the applicant a written notice of the decision.
- 6) It is a Board requirement that the majority of members of the association and of the Board be women.
- 7) It is a requirement that staff cannot be members of the Board other than in the ex-officio capacity of the CEO, or the Secretary (as designated by the Board) and the staff representative.

5.6 Termination of Membership

- 1) A member may resign from the association at any time by giving a written notice of resignation to the secretary.
- 2) Notice in writing or electronically with the resignation must be given to the board at its first meeting after the notice is received.
- 3) The resignation takes effect at—
 - a) the time the notice is received by the secretary; or
 - b) if a later time is stated in the notice—the later time.
- 4) The board may terminate a member's membership if the member—
 - a) is convicted of an indictable offence; or
 - b) does not comply with any of the provisions of this constitution; or
 - c) has membership fees in arrears for a period of at least 2 months or more; or
 - d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association.
 - e) is the respondent to a protection order or equivalent in any Australian jurisdiction
 - f) brings disrepute to DVAC via investigated allegations of inappropriate behaviour to victims and survivors of violence.
- 5) The board may suspend or terminate a member's membership by giving the member a full and fair opportunity to show why the membership should not be suspended or terminated.
 The Board will not, however, act as a mediator in the instance of 5.6.4(e) or (f). Due to the nature of the organisation as a domestic violence service either status will not include appeal and will be clearly articulated to all prospective Board members in induction and orientation. 5.6.4(e) or (f) will preface the organisations reputation and community trust above Board members appeal rights.
- 6) If, after considering all representations made by the member, the board decides to terminate the membership, the secretary of the board must give the member a written notice of the decision within 14 days of the decision.

5.7 Appeal against rejection or termination of membership

- 1) An individual or organisation whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of their intention to appeal against the decision.
- 2) A notice of intention to appeal must be given to the secretary within 1 month after the individual or organisation receives written notice of the decision.
- 3) If the secretary receives a notice of intention to appeal, the secretary must, within 2 months after the day of receipt, call a general meeting to decide the appeal.

- 4) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 5) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 6) Also, the board and the board members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 7) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 8) If an individual or organisation whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the individual or organisation appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the individual or organisation.

5.8 Register of members

- 1) The board must keep and maintain a register of members.
- 2) The register must include the following particulars for each member—
 - a) the full name of the member;
 - b) the postal or residential address of the member;
 - c) the date of admission as a member;
 - d) class of membership;
 - e) name of the agency or organisation representative (if applicable);
 - f) the date of death or time of resignation of the member;
 - g) details about the termination or reinstatement of membership;
 - h) any other particulars the board or the members at a general meeting decide.
- 3) The register must be open for inspection by members of the association at all reasonable times.
- 4) However, before a member may inspect the register, the member must contact the secretary to arrange an inspection of the register.
- 5) The board may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

5.9 Prohibition on use of information on register of members

- 1) A member of the association must not—
 - a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subsection (1) does not apply if the use or disclosure of the information is approved by the association.

6. OPERATION OF THE BOARD

6.1 Appointment or election of secretary

- 1) The Board of Management may appoint and remove the secretary at any time.
- 2) The secretary must be an individual residing in the State who is –
 - a) member of the association elected by the association as secretary; or a member of
 - b) the association's Board of Management appointed by the committee as secretary; or

- c) appointed by the Board of Management as secretary (whether or not the individual is a member of the association).

6.2 Removal of secretary

- 1) The board may at any time remove an individual appointed by the board as secretary.
- 2) If the board removes a secretary who is an individual mentioned in section 6.1, the individual remains a member of the board.
- 3) If the board removes a secretary who is an individual mentioned in section 6.1 and who has been appointed to a casual vacancy on the board under section 6.1, individual remains a member of the board.

6.3 Functions of secretary

- 1) The secretary's functions may be delegated.
- 2) However, the secretary is overall responsibility for ensuring the following functions are undertaken including, but are not limited to—
 - a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
 - b) keeping minutes of each meeting; and
 - c) keeping copies of all correspondence and other documents relating to the association; and
 - d) maintaining the register of members of the association.

6.4 Membership of board

- 1) The board of the association consists of a chairperson, vice-chairperson, treasurer and a minimum of 2 other members (a total of 5) to a maximum of 6 other members (a total of 9) the association members elect at a general meeting.
- 2) A member of the board, other than the secretary, must be a member of the association and eligible to vote.
- 3) A member of the association may be appointed to a casual vacancy on the board under section 6.7.
- 6) The Association has decided that a majority of the Board must be female.

6.5 Electing members of the board

- 1) A member of the board may only be elected as follows—
 - a) any 2 members of the association may nominate another member (the **candidate**) to serve as a member of the board;
 - b) the nomination must be—
 - i. in writing; and
 - ii. signed by the candidate and the members who nominated him or her; and
 - iii. undergo a selection and interview process with a Board member and the CEO
 - iv. if approved by the Board member and CEO be given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the board;
- 2) A person may be a candidate only if the person—
 - a) is an adult; and
 - b) is not ineligible to be elected as a member under s61A of the Act.
 - c) has an aligning value set and understanding of the operations of a feminist organisation.
 - d) Has been vetted by the Board and CEO and accepted as appropriate.

- 3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- 4) If required by the board, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 5) The board must ensure that, before a candidate is elected as member of the board, the candidate is advised—
 - a) whether the association has public liability insurance; and
 - b) if the association has public liability insurance - the amount of the insurance.

6.6 Rotation of board members

- 1) A board member will hold office for a term of three years commencing at the conclusion of the annual general meeting at which the board member was last elected and expiring at the conclusion of the third annual general meeting after their election, at which time the board member must retire from office.
- 2) A person will only be eligible for re-election where the board determines that the re-election of that person is in the best interests of the association, having regard to:
 - a) the importance of undergoing a regular process of board renewal;
 - b) ensuring the board comprises an appropriate mix and diversity of:
 - i. skills;
 - ii. professional experience;
 - iii. tenure; and
 - iv. personal background.

6.7 Resignation, removal or vacation from office of member of board

- 1) A board member may resign from the committee at any time by giving written notice of resignation to the secretary.
- 2) The resignation takes effect at—
 - a) the time the notice is received by the secretary; or
 - b) if a later time is stated in the notice—the later time.
- 3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 5) A member has no right of appeal against the member's removal from office under this section.
- 6) A member immediately vacates the office of member in the circumstances mentioned in s64(2) of the Act.
- 7) The board may terminate a member's Board status if the member—
 - a) is convicted of an indictable offence; or
 - b) does not comply with any of the provisions of this constitution; or
 - c) has membership fees in arrears for a period of at least 2 months or more; or
 - d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association.
 - e) is the respondent to a protection order or equivalent in any Australian jurisdiction
 - f) brings disrepute to DVAC via investigated allegations of inappropriate behaviour to victims and survivors of violence.
- 8) The board may suspend or terminate a member's Board status by giving the member a full and fair opportunity to show why the membership should not be suspended or terminated.
- 9) The Board will not, however, act as a mediator in the instance of 5.6.4(e) or (f). Due to the nature of the organisation as a domestic violence service either status will not include appeal and will be

clearly articulated to all prospective Board members in induction and orientation. 5.6.4(e) or (f) 13 will preface the organisations reputation and community trust above Board members appeal rights.

- 10) If, after considering all representations made by the member, the board decides to terminate the membership, the secretary of the board must give the member a written notice of the decision within 14 days of the decision.

6.8 Vacancies on board

- 1) If a casual vacancy happens on the board, the continuing members of the board may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 2) The continuing members of the board may act despite a casual vacancy on the board.
- 3) However, if the number of board members is less than the number fixed under this section 6.10(1) as a quorum of the board, the continuing members may act only to—
 - a) increase the number of board members to the number required for a quorum; or
 - b) call a general meeting of the association.

6.9 Functions of board

- 1) Subject to this section or a resolution of the members of the association members carried at a general meeting, the board has:
 - a) responsibility for the achievement of the association's objects; and
 - b) authority to determine the general direction of the association; and
 - c) responsibility to work for and represent the general interest of the association and members of the association; and
 - d) the general control and management of the administration of the affairs, property and funds of the association; and
 - e) responsibility to carry out its functions according to the association's policies and the Act.
- 2) The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.
Note-The Act prevails if the association's constitution is inconsistent with the Act (see s1B of the Act).
- 3) The board may exercise the powers of the association—
 - a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon all or any of the associations property, both present and future; and
 - c) to purchase, redeem or pay off any securities issued; and
 - d) to mortgage or charge the whole or part of its property; and
 - e) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - f) to provide and pay off any securities issued; and
 - g) to invest in a way the members of the association may from time to time decide.

6.10 Meetings of board

- 1) Subject to this section, the board may meet and conduct its proceedings as it considers appropriate.
- 2) The board must meet at least once every 4 months to exercise its functions.
- 3) The board must decide how a meeting is to be called.
- 4) Notice of a meeting is to be given in the way decided by the board.

- 5) The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6) A board member who participates in the meeting as mentioned in subsection (5) is taken to be present at the meeting.
- 7) A question arising at a board meeting is to be decided by a majority vote of board members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8) A member of the board must not vote on a motion in accordance with the association's Conflict of Interest Policy, if the member has an actual or perceived conflict of interest in the motion's outcome and, if the member does vote the member's vote must not be counted.
- 9) The chairperson is to preside as chairperson at a board meeting.
- 10) If there is no chairperson or if the chairperson is not present within 10 minutes after the time fixed for a board meeting, the vice-chairperson is to preside as chairperson at the meeting.
- 11) If the chairperson and the vice-chairperson are absent from a board meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

6.11 Quorum for, and adjournment of, board meeting

- 1) At a board meeting, more than 50% of the members elected to the board as at the close of the last general meeting of the members form a quorum.
- 2) If there is no quorum within 30 minutes after the time fixed for a board meeting called on the request of members of the committee, the meeting lapses.
- 3) If there is no quorum within 30 minutes after the time fixed for a board meeting called other than on the request of the members of the board—
 - a) the meeting is to be adjourned for at least 1 day; and
 - b) the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 4) If, at an adjourned meeting mentioned in subsection (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

6.12 Special meeting of board

- 1) If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each member of the board notice of the meeting within 14 days after the secretary receives the request.
- 2) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- 3) A request for a special meeting must state
 - a) why the special meeting is called; and
 - b) the business to be conducted at the meeting.
- 4) A notice of the special meeting must state-
 - a) the day, time and place of the meeting; and
 - b) the business to be conducted at the meeting.
- 5) A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

6.13 Minutes of board meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are recorded and maintained.
- 2) To ensure the accuracy of the minutes.

6.14 Subcommittees

- 1) The board may appoint a subcommittee consisting of the association members considered appropriate by the committee to help with the conduct of the association's operations.
- 2) A member of the subcommittee who is not a member of the board is not entitled to vote at a board meeting.
- 3) A subcommittee may only exercise delegated powers in the way the board decides.
- 4) A subcommittee may elect a chairperson of its meetings.
- 5) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 6) A subcommittee may meet and adjourn as directed by the board or as it considers appropriate.
- 7) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

6.15 Chief Executive Officer of Association

- 1) The board may appoint a chief executive officer for the association under the terms and conditions as the board determines from time to time.
- 2) The chief executive officer is responsible for-
 - a) the implementation of policies and guidelines, and the direction of the day to day management of the association; and
 - b) implementing the board's decisions; and
 - c) providing leadership and managing to the employees of the association; and
 - d) ensuring volunteers engaged by the associated are not exploited and have a clear understanding of their role.
- 3) The board may delegate to the chief executive officer such powers and functions as it considered appropriate from time to time.
- 4) The chief executive is accountable to the board for the purpose of achieving the objects of the association.

6.16 Acts not affected by defects or disqualifications

- 1) An act performed by the board, a subcommittee or an individual acting as a member of the board is taken to have been validly performed.
- 2) Subsection (1) applies even if the act was performed when—
 - a) there was a defect in the appointment of a member of the board, subcommittee or individual acting as a member of the board; or
 - b) a board member, subcommittee member or individual acting as a member of the board was disqualified from being a member.

6.17 Resolutions of board without meeting

- 1) A written resolution signed by each member of the board for the time being entitled to receive notice of a board meeting is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- 2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the board.
- 3) Resolutions may be completed using email and/or other forms of appropriate electronic communications, surveys etc.
- 4) A record of all electronic communications must be kept and stored with a copy of the resolution.

7. MEETINGS

7.1 Annual General Meetings

- 1) Each annual general meeting must be held—
 - a) at least once each year; and
 - b) within 6 months after the end date of the association's reportable financial year.

7.2 Business to be conducted at annual general meeting

- 1) The following business must be conducted at each annual general meeting of the association—
 - a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - b) presenting the financial statement and audit report to the meeting for adoption;
 - c) confirmation that the association has public liability insurance and the amount of the insurance;
 - d) electing members of the board;
 - e) appointing an auditor for the current financial year.

7.3 Special general meeting

- 1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after-
 - a) being directed to call the meeting by the board; or
 - b) being given a written request signed by-
 - i. at least 33% of the number of members of the board when the request is signed; or
 - ii. at least the number of individual members of the association equal to double the number of members of the association on the board when the request is signed plus 1; or
 - c) being given written notice of an intention to appeal against the decision of the board-
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
- 2) A request mentioned in subsection (1)(b) must state-
 - a) why the special general meeting is being called; and
 - b) the business to be conducted at the meeting.
- 3) A special general meeting must be held within 3 months after the secretary-
 - a) is directed to call the meeting by the board; or
 - b) is given the written request mentioned in subsection (1)(b); or
 - c) is given the written notice of an intention to appeal mentioned in subsection(1)(c).
- 4) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.

7.4 Notice of general meeting

- 1) The secretary may call a general meeting of the association.
- 2) The secretary must give at least 14 days' notice of the meeting to each member of the association.
- 3) If the secretary is unable or unwilling to call the meeting, the chairperson must call the meeting.
- 4) The board may decide the way in which the notice must be given.
- 5) However notice of the following meetings must be given in writing—
 - a) a meeting called to hear and decide the appeal of a person against the board's decision-
 - i. to reject the person's application for membership of the association; or
 - ii. to terminate the person's membership of the association.
 - b) a meeting called to hear and decide a proposed special resolution of the association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

7.5 Quorum for, and adjournment of, general meeting

- 1) The quorum for a general meeting is at least the number of members elected or appointed to the board at the close of the association's last general meeting plus 1.
- 2) However, if all members of the association are members of the board, the quorum is the total number of members less 1.
- 3) No business may be conducted at a general meeting unless a quorum of members when the meeting proceeds to business.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the board or the association, the meeting lapses.
- 5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the board or the association—
 - a) the meeting is to be adjourned for at least 7 days; and
 - b) the board is to decide the day, time and place of the adjourned meeting.
- 6) If, at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- 7) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8) If a meeting is adjourned under subsection (7), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 9) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 10) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

7.6 Procedure at general meeting

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 2) A member who participates in a meeting as mentioned in subsection (1) is taken to be present at the meeting.
- 3) At each general meeting—
 - a) the chairperson is to preside as chairperson; and
 - b) if there is no chairperson or if the chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-chairperson is to preside as chairperson; and
 - c) if the vice-chairperson is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
 - d) the chairperson must conduct the meeting in a proper and orderly way.

7.7 Voting at general meeting

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members' present or by proxy.
- 2) Each member present and eligible to vote is entitled to 1 vote only, and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 4) The method of voting is to be decided by the board.
- 5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

- 7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

7.8 Proxies

- 1) A member may vote in person or by way of proxy or by attorney and-
- i. on a show of hands, each person present who is a member or a representative of a member has 1 vote;
 - ii. proxies shall be limited to 25% of voting members present at meeting; and
 - iii. in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- 2) An instrument appointing a proxy must be in writing and be in the following or similar form-

Domestic Violence Action Centre INC:

I, _____ of _____, being a member of the association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____

Signature.

- 3) The instrument appointing a proxy must-
- a) if the appointer is an individual – be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - b) if the appointer is a corporation:
 - i. be under seal; or
 - ii. be signed by a properly authorised officer or attorney of the corporation.
- 4) A proxy may be a member of the association or another person.
- 5) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 6) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 7) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 8) If someone wants a proxy to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form- *Domestic Violence Action Centre INC:*

I, _____ of _____, being a member of the association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the _____ day of _____ 20____ and at any adjournment of the meeting.

Signed this _____ day of _____ 20____ .

Signature.

*in favour of/*against

This form is to be used *in favour of/*against [strike out whichever is not wanted] the following resolutions:

[List relevant resolutions]

7.9 Minutes of general meetings

- 1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded and retained.
- 2) To ensure the accuracy of the minutes—
 - a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting verifying their accuracy; and
 - b) the minutes of each annual general meeting must be signed by the chairperson of the meeting or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b) give the member copies of the minutes of the meeting.
- 4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

8. GENERAL

8.1 By-laws

- 1) The board may make, amend or repeal by-laws, not inconsistent with this constitution for the internal management of the association.
- 2) A by-law may be set aside by a vote of members at a general meeting of the association.

8.2 Alteration of constitution

- 1) Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at any general meeting.
- 2) However an amendment, repeal or addition is valid only if it is registered by the chief executive officer of the department administering the Act.

8.3 Common seal

- 1) The board must ensure the association has a common seal.
- 2) The common seal must be—
 - a) kept securely by the board; and
 - b) used only under the authority of the board.
- 3) Each instrument to which the seal is attached must be signed by a member of the board and countersigned by—
 - a) the secretary; or
 - b) another member of the board; or
 - c) someone authorised by the board.

8.4 Funds and accounts

- 1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the board.
- 2) Records and accounts must be maintained either in printed or electronic form in the English language showing full and accurate particulars of the financial affairs of the association.
- 3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 4) If a payment of \$100 or more is made by electronic transfer or cheque, the payment must be approved or signed by any 2 of the following—

- a) the chairperson
 - b) the treasurer
 - c) the CEO
 - d) the Service Managers
 - e) any member authorised by the board for the purpose.
- 5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 6) A petty cash account must be kept on the imprest system, and the board must decide the amount of petty cash to be kept in the account.

All expenditure shall be outlined in an annual budget and approved or ratified at a Board of Management meeting at the beginning of each new tax year. The Board of Management may delegate budget decisions to Management as appropriate within approved budget line items. Any expenditure above delegated expense shall be taken to the Board of Management at the earliest convenient time for approval.

8.5 General financial matters

- 1) On behalf of the board, the treasurer must, as soon as practicable after the end of each financial year, ensure a statement for its last reportable financial year is prepared.
- 2) The income and property of the association must be used solely in promoting the Principal Purpose and exercising the association's powers.
- 3) The association must not distribute, pay or transfer any income or assets directly or indirectly to its members, including by way of bonus, dividend or other similar payment, except as provided by rules 8.5(2), 8.5(4) and 8.8.
- 4) Subrule 8.5(3) does not stop the association from doing the following things, provided they are done in good faith:
 - a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association; or
 - b) making a payment to a member in carrying out the association's Principal Purpose.
- 5) The association shall maintain a Gift fund as follows:
 - a) the name of the Gift fund is 'DOMESTIC VIOLENCE ACTION CENTRE Inc. Donation Account'.
 - b) all gifts of money or property donated to the association for the above purpose will be credited to the Gift fund.
 - c) the association shall deposit all money received for the Gift fund into a separate bank account in the name of DOMESTIC VIOLENCE ACTION CENTRE Inc. Donation Account including all monies received through the sale of gifted property and investment returns from gifted money or properties.
 - d) no other money or property will be credited to the Gift fund.
 - e) the Gift fund is used only to provide funds for the furtherance of the Principal Purpose.
 - f) if the endorsement of the association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be dealt with in accordance with the requirements of rule 8.9.
 - g) if the association is wound up or its incorporation is cancelled, any surplus assets of the gift fund shall be dealt with in accordance with the requirements of subrule 8.8(5).

8.6 Documents

The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

8.7 Financial year

The financial year of the association closes on 30 June in each year.

8.8 Distribution of surplus assets to another entity

- 1) Sub-rules 8.8(3), (4) and (5) apply if –
 - a) either:
 - i. the association is wound-up under part 10 of the Act; or
 - ii. the incorporation of the association is cancelled under part 11 of the Act; and
 - b) the association has surplus assets.
- 2) Rule 8.9 applies if the association's endorsement as a deductible gift recipient in accordance with Division 30 of the ITAA97, is revoked.
- 3) The surplus assets must not be distributed among the association members.
- 4) Subject to sub-rule 8.8(5), upon the winding up of the association or the cancellation of the incorporation of the association, any surplus assets must be given or transferred to another organisation which is registered as a charity with the Australian Charities and Not-for-profits Commission and which, by its constitution or rules, is:
 - a) required to pursue charitable purpose(s) only which are similar to, or inclusive of, the Principal Purpose of the association in sub-rule 3(1);
 - b) required to apply its income and property in promoting its purpose(s); and
 - c) prohibited from making any distribution to its members to at least the same extent as the association, such organisation to be determined by the members at or before the winding up and in default, by application to the Supreme Court of Queensland for determination.
- 5) If the association is endorsed as a deductible gift recipient under the ITAA97, upon the winding up of the association or the cancellation of the incorporation of the association, any surplus:
 - a) gifts of money or property received by the association for the Principal Purpose of the association in sub-rule 3(1);
 - b) Deductible Contributions received by the association in relation to a fund-raising event held for the Principal Purpose of the association in sub-rule 3(1); and
 - c) money received by the association because of the gifts or Deductible Contributions mentioned in sub-rules 8.8(5)(a) or (b) including, without limitation, any money received because of the investment of those gifts or Deductible Contributions; will be given or transferred to another fund, authority or institution:
 - d) which is charitable at law and has objects which are similar to, or inclusive of, the Principal Purpose of the association in sub-rule 3(1);
 - e) gifts to which can be deducted under Division 30 of the ITAA97; and
 - f) which has constituent documents which prohibit the distribution of its income and property among its members on terms substantially similar to the association, such fund, authority or institution to be determined by special resolution of the members at or before the winding up or the cancellation of the incorporation of the association and in default, by application to the Supreme Court of Queensland for determination.

8.9 Revocation of endorsement as a deductible gift recipient

- 1) If the association's endorsement as a deductible gift recipient in accordance with Division 30 of the ITAA97 is revoked, any surplus:
 - a) gifts of money or property received by the association for the Principal Purpose of the association in sub-rule 3(1);
 - b) Deductible Contributions received by the association in relation to a fund-raising event held for the Principal Purpose of the association in sub-rule 3(1); and
 - c) money received by the association because of the gifts or Deductible Contributions mentioned in sub-rules 8.9(1)(a) or (b) including, without limitation, any money received because of the investment of those gifts or Deductible Contributions, will be given or transferred to another fund, authority of institution

- d) which is charitable at law and has objects which are similar to, or inclusive of, the Principal Purpose of the association in sub-rule 3(1);
- e) gifts to which can be deducted under Division 30 of the ITAA97; and
- f) which has constituent documents which prohibit the distribution of its income and property among its members on terms substantially similar to the association, such fund, authority or institution to be determined by special resolution of the members and in default, by application to the Supreme Court of Queensland for determination.