

Constitution

(as of December 2015)

Domestic Violence Victoria (DV Vic) Inc.

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Part 1 - NAME, OBJECTIVES and POWERS

1. Name

The name of the incorporated association is "Domestic Violence Victoria (DV Vic) Inc."

2. Purpose

DV Vic is the peak body for family/domestic violence services in Victoria that provide support to women and children to live free from violence. With the central tenet of DV Vic being the safety and best interests of women and children, DV Vic leads the Victorian community in building safer lives for women and children experiencing or at risk of violence.

3. Objectives and Values

Objectives

DV Vic's objectives are to:

- 3.1 lead the Victorian community in building safer lives for women and children experiencing or at risk of violence;
- 3.2 enhance services available to women and children experiencing family/domestic violence in Victoria;
- 3.3 provide leadership in good practice and advocate for violence prevention and systemic change;
- 3.4 support practice development and critical best practice in service delivery to women and children experiencing family/domestic violence;
- 3.5 facilitate coordinated responses and provide commentary representing the family/domestic violence service system to government regarding relevant issues, policy initiatives and directives;
- 3.6 facilitate communication between services and other key stakeholders to inform policy, protocol and other requirements of systems integration and prevention;
- 3.7 provide a central point for services, government and other stakeholders regarding information and advocacy related to family/domestic violence and the service system;
- 3.8 inform public policy and research;
- 3.9 raise community awareness and promote community responsibility for violence prevention; and
- 3.10 provide active opportunities to seek and reflect on the diversity of opinion of members.

Values

DV Vic supports the following values:

- 3.11 **Rights:** Family/domestic violence is a fundamental violation of human rights.
- 3.12 **Safety:** The safety of women and children who experience family/domestic violence is paramount in any response.
- 3.13 **Diversity:** Family/domestic violence is experienced by women and children regardless of class, ethnicity, religion, age, abilities or sexual preference.

- 3.14 **Empowerment:** Responses to women and children who experience family/domestic violence should build upon their strengths and enhance their ability to make informed decisions.
- 3.15 **Access and equity:** Services provided to women and children experiencing family/domestic violence should be accessible and delivered in a fair and equitable manner.
- 3.16 **Advocacy:** Advocacy for the rights and interests of women and children is required on an individual and broader societal level in order to redress family/ domestic violence.
- 3.17 **Collaborative practice:** Women and children benefit from collaborative practices through greater coordination and integration.
- 3.18 **Responsibility:** Responsibility for violence rests with the perpetrator of violence and the prevention and eradication of violence is the responsibility of the community as a whole.
- 3.19 **Accountability:** Perpetrators of violence should be held accountable and challenged to take responsibility for their actions.
- 3.20 **Power:** Responses to family/domestic violence must recognise and address the power imbalance and gender inequality between those using violence (predominately men) and those experiencing violence (predominately women and children).
- 3.21 **Justice:** Physical or sexual violence within the family is a crime and warrants a strong and effective response from the justice system.

4. **Legal Capacity and Powers**

- 4.1 DV Vic has:
 - (a) the legal capacity and powers of an individual; and
 - (b) all the powers of an incorporated body.
- 4.2 DV Vic may only:
 - (a) exercise its powers; and
 - (b) use its income, assets and profit, consistent with its purpose, objectives and values.
- 4.3 DV Vic must not distribute any of its profit, income or assets directly or indirectly to its members.
- 4.4 Sub-clause 4.3 does not prevent DV Vic from paying its members:
 - (a) reimbursement for expenses properly incurred by them in carrying out activities for or on behalf of DV Vic; and
 - (b) for goods and services supplied by them to DV Vic, if this is done in good faith on terms no more favourable than if the member were not a member.

5. **Participation of Members**

DV Vic values the contribution of members in the important issues of practice development, continuous quality improvement and policy. Participation and consultation will be sought at regular members meetings, through specific working parties and via a formal

communication strategy. A wide range of opinions and robust debate will be welcomed in this process.

Part 2 - MEMBERSHIP

6. Eligibility

There are 2 classes of membership:

- 6.1 **(Full Membership)** Full membership is open to an organisation that works to prevent family violence or supports a specialist response to women and children experiencing family/domestic violence and which endorses the purpose, objectives and values of DV Vic.
- 6.2 **(Associate Membership)** Associate membership is open to an organisation or individual not working directly in prevention or response, but with an interest in family/domestic violence and which endorses the purpose, objectives and values of DV Vic.

7. Applications

Applications for membership must be:

- 7.1 in writing in a form approved by the Board and sent to DV Vic in accordance with clause 54, stating that the applicant:
 - (a) wishes to become a Full Member or Associate Member of DV Vic;
 - (b) endorses the purpose, objectives and values of DV Vic; and
 - (c) agrees to comply with the constitution of DV Vic;
- 7.2 if applicable, signed by 2 members of the applicant organisation and, if applicable, sealed with their organisation's seal;
- 7.3 if applying for Full Membership, accompanied by the applicant's constitution or a public document which states the purpose and aims of the applicant's organisation; and
- 7.4 if applying for Associate Membership, accompanied by written documentation as to why the applicant is interested in the issue of family/domestic violence.

8. Approval

- 8.1 Applications for membership must be tabled at a Board meeting and assessed by the Board against membership eligibility as detailed in clause 6.
- 8.2 If the Board resolves to approve an application for membership, the CEO must ensure that, as soon as practicable:
 - (a) the applicant is notified in writing of the approval for membership; and
 - (b) that payment is requested within 28 days after receipt of the notification of an invoice sent by DV Vic to the successful applicant setting out the Membership Fees as the first year's annual subscription.
- 8.3 The Secretary must ensure that, within 28 days after receipt of the amounts referred to in sub-clause 8.2(b), the applicant's name is entered in the register of members.
- 8.4 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

- 8.5 If the Board does not approve an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has not been approved.
- 8.6 A right, privilege, or obligation of a person by reason of membership of DV Vic:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

9. Membership Fees

- 9.1 The Board must by resolution set the Membership Fees payable by members.
- 9.2 The amount of the Membership Fees and the date for payment may vary according to criteria (including the type of membership - whether Full Membership or Associate Membership) as determined by the Board.
- 9.3 Except for the Membership Fees determined by the Board and set by resolution in accordance with clause 9.1, there are no entrance fees or other amounts to be paid in respect of membership of DV Vic.

10. Rights, Obligations and Liability

- 10.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 13.
- 10.2 Members must at all times comply with this constitution and must support the purpose, objectives and values of DV Vic.
- 10.3 In accordance with section 46 of the Act, this constitution is an enforceable contract between DV Vic and each member.
- 10.4 In accordance with section 52 of the Act, members are not liable to contribute to the debts and liabilities of DV Vic by reason only of their membership.
- 10.5 Members agree to comply with DV Vic's policy regarding confidential information (**Confidentiality Policy**), which the Board must set by resolution and make available on the DV Vic website. The Board may amend the Confidentiality Policy from time to time and make available such amended Confidentiality Policy on the DV Vic Website.
- 10.6 10.6 The new Full Member must appoint a Representative in accordance with clause 20 who will exercise the Full Member's voting rights.
- 10.7 In accordance with clause 25, Full Members are entitled to exercise one vote at general meetings and Associate members are not entitled to vote.

11. Discipline

- 11.1 The Board may suspend or expel a member for:
- (a) failing to comply with this constitution; or
 - (b) causing a detriment to DV Vic.
- 11.2 The Board must not pass a resolution under sub-clause 11.1 unless the member has been:
- (a) informed of what it is alleged the member has done; and

- (b) given a reasonable opportunity to be heard by an unbiased decision-maker, to be appointed by the Board, who will determine the outcome of the Disciplinary Procedure.
- 11.3 If the member exercises a right of appeal to DV Vic in a general meeting under this rule, the resolution of the Board under sub-clause 11.1 does not take effect unless it is confirmed by DV Vic in accordance with sub-clause 11.10.
- 11.4 A meeting of the Board to pass a resolution under sub-clause 11.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-clause 11.2.
- 11.5 For the purposes of giving notice in accordance with sub-clause 11.2, the Chair must, as soon as practicable, cause to be given to the member a written notice:
 - (a) setting out the proposed resolution of the Board and the grounds on which it is based;
 - (b) stating that the member, or his or her representative, may address the Board;
 - (c) stating the date, place and time of the Board meeting;
 - (d) informing the member that he or she may do one or both of the following:
 - (i) attend the Board meeting;
 - (ii) give to the Board before the date of the Board meeting a written statement; and
 - (e) informing the member that, if at the Board meeting, the Board passes the resolution, he or she may, not later than 48 hours after that meeting, give the Chair a notice to the effect that he or she wishes to appeal to DV Vic in general meeting against the resolution.
- 11.6 At a meeting of the Board to pass a resolution passed sub-clause 11.1, the Board must:
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member.
- 11.7 If at the Board meeting, the Board passes the resolution, the member may, not later than 48 hours after that meeting, give the Chair a notice to the effect that he or she wishes to appeal to DV Vic in general meeting against the resolution.
- 11.8 If the Chair receives a notice under sub-clause 11.7, he or she must notify the Board and the Board must convene a general meeting of DV Vic to be held within 28 days after the date on which the Chair received the notice.
- 11.9 At a general meeting of DV Vic convened under sub-clause 11.8:
 - (a) no business other than the question of the appeal may be conducted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and

- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

11.10 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members present in person, or by proxy, vote in favour of the resolution. In any other case, the resolution is revoked.

11.11 DV Vic may not fine members.

11.12 The Disciplinary Procedure set out in sub-clauses 11.1 and 11.2 is to be completed as soon as is reasonably practicable.

12. Resignation

12.1 Members may resign by notice to DV Vic.

12.2 Members whose subscriptions are 6 months in arrears are taken to have resigned.

12.3 After the expiry of the period referred to in sub-clause 12.2:

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

13. Cessation

13.1 Members cease to be members on resignation, expulsion or ceasing to have legal capacity.

13.2 If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

14. Register of Members

14.1 The Secretary must ensure that a register is kept in which are entered:

- (a) the name of each member;
- (b) the address for notices last given by the member;
- (c) the date of becoming a member;
- (d) the type of each member - whether a Full Member or an Associate Member; and
- (e) in the case of former members, the date of ceasing to be a member.

14.2 The Secretary must ensure that:

- (a) the date on which a person ceases to be a member of DV Vic must be entered in the register within 14 days after that date; and
- (b) information about a person who is no longer a member of the association, other than the name of the person and the date on which the person ceased to be a member of DV Vic, must be removed from the register within 14 days after the person ceases to be a member of DV Vic.

15. Grievance Procedure

15.1 The grievance procedure set out in this clause applies to disputes under this constitution between:

- (a) a member and another member, and
 - (b) a member and the Board of DV Vic.
- 15.2 The parties must first attempt to resolve the dispute themselves within 4 weeks.
- 15.3 If the parties are unable to resolve the dispute after 4 weeks, the matter must be referred to the 'Dispute Settlement Centre of Victoria' for mediation.
- 15.4 Mediation of the dispute, including the appointment of the mediator, will be guided by the 'Dispute Settlement Centre of Victoria' policy.
- 15.5 Under section 55(2) of the Act, a party may appoint another person to act on its behalf in the grievance procedure.
- 15.6 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise in accordance with law.

Part 3 – GENERAL MEETINGS

16. Informal Members' Meetings

- 16.1 The Chair of the Board will convene at least 3 informal Members' meetings per year.
- 16.2 The business of the Members' meeting is to:
- (a) provide updates to members on DV Vic activities;
 - (b) consult with members on relevant key issues;
 - (c) facilitate coordinated responses to government policy initiatives and directives;
 - (d) facilitate communication between member services to inform policy, protocol and other requirements of systems integration and violence prevention;
 - (e) support practice development and critical best practice in service delivery to women and children experiencing family/domestic violence; and
 - (f) provide opportunities for robust debate within a respectful environment and to encourage diversity of opinions from members.

17. Annual General Meeting

- 17.1 The Board must convene an Annual General Meeting within 5 months of the end of the financial year.
- 17.2 The Ordinary Business of the Annual General Meeting is:
- (a) to verify the minutes of:
 - (i) the last Annual General Meeting, and
 - (ii) any Special General Meetings since the last Annual General Meeting;
 - (b) to consider the annual report on the activities of DV Vic, prepared by the CEO and Board;

- (c) to consider the statement submitted to members containing particulars of DV Vic's income, expenditure, assets, liabilities and other financial affairs for its last financial year in accordance with Part 7 of the Act;
 - (d) if clause 45 (Audit) applies, to consider the audited accounts that accompany the statement referred to in (c) above; and
 - (e) to elect members to the Board in accordance with clause 29.
- 17.3 No other business can be considered at an Annual General Meeting unless notice to consider that business has been given in accordance with clause 19.

18. Special General Meetings

- 18.1 A Special General Meeting may be convened by:
- (a) the Board, by passing a resolution to convene such meeting; or
 - (b) 25% or more of members entitled to vote, by notice signed by those members.
- 18.2 Members can request by notice in writing to the Chair that any business be considered at a Special General Meeting.
- 18.3 Any business to be considered at a Special General Meeting must be stated in the notice calling the meeting in accordance with clause 19.

19. Notice of Special General Meetings and Annual General Meetings

- 19.1 At least 21 days notice in writing of Special General Meetings or Annual General Meetings must be given to each member.
- 19.2 The notice must state:
- (a) the date, time and place (or places) of the meeting;
 - (b) if the meeting is to be held at more than 1 place - the technology that will be used;
 - (c) the general nature of each item of business to be considered, including any business that any member has requested be considered; and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution; and
 - (ii) that it is intended that the resolution be a special resolution.
- 19.3 The notice must also include:
- (a) a statement that each Full Member's Representative may attend, speak and vote on their behalf in accordance with clause 20.3;
 - (b) a statement that each Associate Member may attend and speak but not vote; and
 - (c) a statement that:
 - (i) a Full Member may appoint a proxy to attend, speak and vote in accordance with clause 21; and
 - (ii) the proxy must be a Full Member or a Representative.

- 19.4 Despite sub-clause 19.1, the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

20. Representatives

- 20.1 For the purposes of Annual General Meetings and Special General Meetings, a Full Member must appoint a female representative to exercise the Full Member's voting rights.
- 20.2 The appointment of a Representative must be:
- (a) in writing, naming the woman to represent the Full Member; and
 - (b) provided to the Secretary.
- 20.3 A Full Member may at any time and from time to time remove and replace a Representative by notice to the Secretary. A Representative may exercise all the rights of the Full Member they represent at Annual General Meetings and Special General Meetings until removed.

21. Proxies

- 21.1 A Full Member may appoint another Full Member or a Representative as a proxy to represent them at Annual General Meetings or Special General Meetings.
- 21.2 An appointment of a proxy must be:
- (a) in writing;
 - (b) signed by the Full Member appointing the proxy; and
 - (c) received by the Chair at least 24 hours prior to the Special General Meeting or Annual General Meeting at which the proxy will be present.

22. Use of Technology

Special General Meetings or Annual General Meetings may be held at more than 1 place, provided that the technology that is used enables each member present at all places at which the meeting is held to clearly and simultaneously communicate with every other such member.

23. Quorum

- 23.1 The quorum at Annual General Meetings and Special General Meetings is 12 members entitled to vote at the time.
- 23.2 If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

24. Facilitation

- 24.1 The Chair will act as the chair at Special General Meetings and Annual General Meetings.
- 24.2 If the Chair is not able to be present, or does not wish to chair the meeting, she must nominate another member of the Board to chair, or failing such nomination, the members present and entitled to vote may resolve to appoint a person to chair the meeting.

25. Decision Making

- 25.1 Wherever possible, decisions at Special General Meetings or Annual General Meetings are to be made through consensus, that is, the agreement of all Full Members present.
- 25.2 If a consensus cannot be achieved, the Chair must call for a vote.
- 25.3 Each Full Member has one vote. Associate Members are not entitled to vote.
- 25.4 Unless a poll is demanded:
- (a) voting is by show of hands; and
 - (b) the declaration by the Chair of the result of a vote as recorded in the minutes is conclusive evidence of that result.
- 25.5 If an equal number of votes are cast for and against a motion, the Chair must declare the motion lost.
- 25.6 In accordance with section 64 of the Act, a special resolution is passed if (at the Annual General Meeting or Special General Meeting) not less than three quarters of the Full Members of DV Vic voting at the meeting, whether in person or by proxy in accordance with sub-clause 21, vote in favour of the resolution.
- 25.7 Any member entitled to vote (including the Chair) may demand a poll before or immediately after the declaration of the result on a show of hands.
- 25.8 The poll must be taken as directed by the Chair.

Part 4 – THE BOARD

26. Powers and Responsibility

- 26.1 The Board is responsible for managing the affairs and strategic directions and overseeing the legal and financial responsibilities of DV Vic. This includes responsibility for managing the funds of DV Vic as provided in clause 43.
- 26.2 As part of its management responsibility, at the end of each financial year, the Board must report on all the activities undertaken by the Board during the financial year in an annual report and staff will report on all other activities, to be tabled at each Annual General Meeting.
- 26.3 The Board may exercise all the powers of DV Vic on its behalf.
- 26.4 The Board may decide to co-opt persons with identified particular skills and knowledge for the purpose of assisting the Board to carry out its functions as described within this clause and subject to clause 27(a).

27. Composition of the Board

- 27.1 The number of members of the Board will be as determined by the Board from time to time but will not:
- (a) be less than 6 or greater than 13 in number; and
 - (b) be less than the number in office at the time of such determination.
- 27.2 At the first Board meeting after the AGM, the Board will appoint Board Members to hold the Executive Positions of:
- (a) Chair;

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

27.3 The Executive Positions can be comprised of either elected or co-opted Board Members, subject to the following exceptions:

- (a) the Deputy Chair must be an elected member;
- (b) no male co-opted Board members are entitled to hold the Executive Position of Chair;
- (c) at all times, at least two Executive Positions must be held by elected Board Members.

27.4 The ratio of co-opted persons to elected members cannot exceed 50 (co-opted)/ 50 (elected) at any given time.

27.5 For the avoidance of doubt, if an elected person ceases to be an elected member of the Board, and this results in the ratio of co-opted persons to elected members exceeding 50/50, within 14 days:

- (a) a new elected member must be appointed to the Board in accordance with clause 30.6; or
- (b) a co-opted person must be removed from the Board. If a co-opted person does not voluntarily resign from the Board, the co-opted person to be removed from the Board will be decided by a vote of the elected members of the Board.

27.6 The person appointed Secretary (at 27.2) must be over 18 and must live in Australia. If the Secretary stops living in Australia they cannot remain Secretary

27.7 If the person appointed Secretary (at 27.2) stops being Secretary, the Board must appoint a new Secretary within 14 days.

27 (a) Co-Opted Persons of the Board

27(a).1 Persons co-opted by the Board may attend and participate in Board meetings and are entitled to vote at those meetings.

27(a).2 Men are entitled to be co-opted onto the Board if they satisfy the criteria set out in the Nomination Policy. A maximum of 2 men can be co-opted onto the Board. For the avoidance of doubt, men cannot be elected members of the Board.

27(a).3 Co-opted members must sign a declaration in a form approved by the Board that he or she will comply with DV Vic's Constitution and code of conduct.

27(a).4 Co-opted Board members will have a 12 month term of office.

28. Roles of Board Members

28.1 The Chair is responsible for chairing Annual General Meetings and Special General Meetings and Board meetings.

- 28.2 The Chair is responsible for ensuring the recording, distribution and filing of minutes of DV Vic meetings.
- 28.3 The Treasurer is responsible for overseeing DV Vic finances and providing finance reports to Annual General Meetings and Board Meetings.
- 28.4 The Secretary is responsible for ensuring that the legislative requirements under the Act are met.

29. Election of Board Members

- 29.1 The Board must, by resolution, set a policy in respect of the procedure for the nomination and election of Board members which will be published on DV Vic's website within 14 days of the resolution being passed (**Nomination Policy**). The Board may amend the Nomination Policy from time to time and make available such amended Nomination Policy on the DV Vic Website.
- 29.2 Notwithstanding clause 29.1, only Representatives of Full Members are eligible to be elected to the Board.
- 29.3 If the Chair or the governance subcommittee (whichever is applicable under the Nomination Policy) determines that a nominee does not satisfy the requirements of the policy, then that person is not eligible to be a Candidate.
- 29.4 Each Annual General Meeting must elect, from the Candidates, members of the Board referred to in clause 27.
- 29.5 Nominations can be made by any Full Member entitled to vote at the Annual General Meeting.
- 29.6 Full Members may nominate their Representative to be elected to the Board.
- 29.7 Nominations must be prepared and submitted in accordance with the Nomination Policy.
- 29.8 If the number of Candidates are less than the number of Board positions available as at the date of the Annual General Meeting, the Chair may call for Candidates from the Representatives present at the Annual General Meeting.
- 29.9 If the number of Candidates are equal to the number of Board positions as at the date of the Annual General Meeting, the Chair must declare those Candidates elected.
- 29.10 If more nominations are received than the number of Board positions available as at the date of the Annual General Meeting, the Chair must appoint a returning officer to conduct a secret ballot, using the Preferential System of Voting:
 - (a) Each Full Member present and entitled to vote at the meeting must be given a ballot paper.
 - (b) The returning officer must declare elected the candidates who receive the most votes.

30. Terms of Office

- 30.1 Each Elected member of the Board finishes their time on the Board at the second AGM after they were appointed (their term is up to a period of 2 years) subject to sub-clauses 30.3, 30.4, 30.5 and 30.6; and except for:
 - (a) the first AGM where half of the elected members will be elected for one year term and half will be elected for 2 years.

- 30.2 Members of the Board may be re-elected again.
- 30.3 Members of the Board may resign by notice to the Chair.
- 30.4 Elected members of the Board cease to be members of the Board if they or the Full Member which they represent cease to be Full Members of DV Vic.
- 30.5 The Board may remove:
- (a) any co-opted member of the Board at any time; or
 - (b) any elected member of the Board who has failed to attend 3 consecutive meetings of the Board without reasonable excuse.
- 30.6 The Board may appoint a representative of a Full Member to fill vacancies in its membership, including:
- (a) vacancies in the members of the Board to be elected at the Annual General Meeting where insufficient nominations are received to fill all positions;
 - (b) vacancies arising under sub-clause 30.5(b); and
 - (c) when a Board member resigns.
- Any person so appointed automatically retires at the next Annual General Meeting and is eligible for election at that Annual General Meeting.
- 30.7 The Board may continue to act despite any vacancy in its membership.

31. Duties

- 31.1 Members of the Board owe DV Vic the following duties as members of the Board:
- (a) to act honestly and in good faith; and
 - (b) to exercise reasonable care and diligence.
- 31.2 Current and former members of the Board also owe DV Vic the following duties, in accordance with Division 3 of Part 6 of the Act:
- (a) not to knowingly or recklessly make improper use of their position; and
 - (b) not to knowingly or recklessly make improper use of information acquired by virtue of their position.
- 31.3 Co-opted members are required to provide a declaration, in a form approved by the Board that they will comply with DV Vic's constitution and policies before they are entitled to be appointed to the Board.

32. Indemnity

DV Vic indemnifies members of the Board against any liability incurred by them as members of the Board, unless the liability arises out of conduct involving a breach of their duties.

Part 5 – BOARD MEETINGS

33. Convening

- 33.1 The Chair or any other 3 members of the Board may convene a meeting of the Board.

- 33.2 Meetings of the Board must be held at least 4 times each year.
- 33.3 At its first meeting after the Annual General Meeting, the Board must set the dates, times and places of the meetings of the Board to be held until the next Annual General Meeting.
- 33.4 The Board may change the dates, times and places of the meetings scheduled to be held.

34. Notice

- 34.1 Notice of each meeting of the Board must be given in writing to each member of the Board at least 7 days before that meeting, subject to sub-clause 34.4.
- 34.2 Notice may be given of more than 1 meeting at the same time.
- 34.3 The notice must include the date, time and place (or places) of the meeting (or meetings), and the business to be considered.
- 34.4 In cases of urgency, a meeting may be held without the notice required by sub-clause 34.1, provided that notice of the meeting is given as soon as practicable and by the fastest possible means.

35. Use of Technology

Meetings of the Board may be held at more than 1 place, provided that the technology that is used enables each member of the Board present at all places the meeting is held to clearly and simultaneously communicate with every other such member of the Board.

36. Quorum

The quorum for meetings of the Board is 4 members of the Board.

37. Facilitation

- 37.1 The Chair is responsible for chairing meetings of the Board.
- 37.2 If the Chair is not able to be present, or does not wish to chair the meeting, she must nominate another member of the Board to chair.
- 37.3 If the Chair is not present and has not nominated another member of the Board to chair, the Board must elect another of its members to chair.
- 37.4 The Chair of the meeting has a deliberative vote, but does not have a casting vote.

38. Decision Making Consensus and Voting

- 38.1 Wherever possible, decisions of the Board are to be made through consensus, that is, by the agreement of all elected members present and entitled to vote.
- 38.2 If a consensus cannot be achieved, the Chair must call for a vote.
- 38.3 Each member of the Board (whether elected or co-opted) present at the meeting has 1 vote and a resolution of the Board must be passed by a majority of the members present and entitled to vote on the resolution.
- 38.4 Unless a poll is demanded:
- (a) voting is by show of hands; and
 - (b) the declaration by the Chair of the result of a vote as recorded in the minutes is conclusive evidence of that result.

38.5 If an equal number of votes are cast for and against a resolution, the Chair of the meeting must declare the resolution lost.

39. Disclosure of Interest

39.1 In accordance with sections 80 and 81 of the Act, members of the Board who have a material personal interest in a matter being considered at a Board meeting must:

- (a) disclose the nature and extent of their interest to the Board as soon as the member becomes aware of his or her interest in the matter:
 - (i) to the Board as soon as the member becomes aware of his or her interest in the matter; and
 - (ii) at the next general meeting of the association; and
- (b) not be present while the matter is being considered, or vote on the matter.

39.2 Sub-clause 39.1 does not apply to personal interests that:

- (a) exist only because the member:
 - (i) is an employee of the association; or
 - (ii) belongs to a class of persons for whose benefit the association is established; or
- (b) the member has in common with all, or a substantial proportion of, the members of the association.

40. Resolutions without meetings

A resolution set out in a document (or documents) signed by all members of the Board stating that they are in favour has the same effect as a resolution passed at a meeting of the Board.

Part 6 – FINANCIAL AND LEGAL

41. Source of Funds

The funds of DV Vic may be derived from grants, donations, fund-raising activities, subscriptions, interest and any other sources approved by the Board.

42. Financial year

The financial year of DV Vic is from 1 July to 30 June.

43. Management of funds

43.1 The Board is responsible for the management of the funds of DV Vic.

43.2 In accordance with section 89 of the Act, DV Vic must keep financial records that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared in accordance with Part 7 of the Act.

43.3 All money received by or on behalf of DV Vic must be deposited without delay into a bank account in the name of DV Vic.

44. Payments and Cheques

- 44.1 All payments must be authorised by 2 persons nominated by the Board.
- 44.2 The Board may nominate a list of individuals or positions to be authorised for the purpose of sub-clause 44.1.
- 44.3 Authorised persons must not sign cheques until the payee and amount have been written in.

45. Audit

- 45.1 If DV Vic has a total revenue of more than \$1,000,000, the Board must arrange for the accounts for the last financial year to be audited in accordance with section 99 of the Act, and to be submitted to the Annual General Meeting in accordance with sub-clause 17.2(d).
- 45.2 If different amounts are prescribed by regulation made under the Act, the amounts in sub-clause 45.1 are varied accordingly.

46. Records

- 46.1 All DV Vic records shall be kept at the DV Vic registered address.
- 46.2 The Secretary must provide for the safe keeping of the records of DV Vic.
- 46.3 The -Secretary must ensure that copies of this constitution are freely available to members and applicants for membership.

47. Custody and inspection of records

- 47.1 Members may on request inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of general meetings; and
 - (c) subject to sub-clause 47.2, the records of DV Vic, including the minutes of Board meetings.
- 47.2 The Board may refuse to permit a member to inspect records of DV Vic that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of DV Vic.
- 47.3 The Board must on request make copies of this constitution available to members and applicants for membership free of charge.
- 47.4 Subject to sub-clause 47.2, a member may make a copy of any of the other records of DV Vic referred to in this rule and DV Vic may charge a reasonable fee for provision of a copy of such a record.

48. Minutes

The Chair must ensure that minutes are taken and kept of all formal meetings of the Board and Members.

49. Common Seal

- 49.1 In accordance with section 23(1) (a) of the Act, the name of DV Vic must appear in legible characters on its common seal.
- 49.2 A document may only be sealed with the common seal of DV Vic if authorised by the Board.

- 49.3 The sealing must be witnessed by the signatures of 2 members of the Board.
- 49.4 The Board may nominate a list of individuals or positions to be signatories for the purpose of sub-clause 49.3
- 49.5 The Board must provide for the safe keeping of the common seal of DV Vic.

50. Registered Address

- 50.1 The Board must nominate the registered address of DV Vic.
- 50.2 Under section 28(3) of the Act, DV Vic must notify the Registrar within 14 days of any change of registered address.

51. Amendment of constitution

- 51.1 For the purposes of the Act, clauses 2 and 3 of this constitution are the statement of purposes of DV Vic, and all other clauses are its rules.
- 51.2 This constitution may only be amended by special resolution in accordance with section 50 of the Act.
- 51.3 An amendment to this constitution does not take effect until it has been approved by the Registrar in accordance with section 22(2) of the Act.
- 51.4 The Secretary must apply to the Registrar in a prescribed form for approval of the amendment:
 - (a) within 28 days after the special resolution was passed; or
 - (b) if a longer time has been allowed by the Registrar – within the time allowed, in accordance with section 50(3) (a) of the Act.

52. Winding Up

- 52.1 DV Vic may be wound up voluntarily by special resolution in accordance with section 125 of the Act.
- 52.2 If DV Vic is wound up, DV VIC must transfer any assets remaining after payment of all losses, liabilities and expenses outstanding to an entity that:
 - (a) has similar purposes to DV Vic;
 - (b) is endorsed as a public benevolent institution under Item 4.1.1 of section 30-45(1) of the *Income Tax Assessment Act 1997*; and
 - (c) prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution.
- 52.3 If the endorsement of DV Vic as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia determined by the Board which is a public benevolent institution under item 4.1.1 of section 30-45(1) of the *Income Tax Assessment Act 1997*:
 - (a) gifts of money or property for the principle purpose of the organisation;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (c) money received by the organisation because of such gifts and contributions.

53. Notification to the ATO

If DV Vic has been notified by the Australian Taxation Office that its income is exempt from income tax and/or that gifts and contributions to DV Vic will be an allowable deduction for the donor, DV Vic must promptly notify the Australian Taxation Office of any amendments to this constitution.

54. Notices

54.1 Notices (including any communication in connection with this constitution) to DV Vic must be in writing, marked to the attention of the Chair and given personally to the Chair, or sent by post, fax or email as follows:

Registered address: Level 2, 210 Lonsdale St Melbourne Vic 3000

Fax No: 03 9921 0827

Email address: admin@dvvic.org.au

or as otherwise notified by the DV Vic to members from time to time.

54.2 Members must give DV Vic their contact details for notices, and any change in those details.

54.3 The contact details for notices may include a fax number and an email address.

54.4 DV Vic must enter any change in the contact details of a member in the register of members.

54.5 Notices to members must be in writing and given to a member personally or sent by post, fax or email using the member's contact details last given by the member.

54.6 In this constitution, a period of notice of a meeting expressed in days:

(a) includes the day on which the notice is given; but

(b) does not include the day on which the meeting is held.

54.7 Notices sent by prepaid post are taken to have been given on the second business day after posting.

54.8 Notices sent by fax or email are taken to have been given on the business day after sending.

Part 7 – INTERPRETATION

55. Definitions

55.1 In this constitution, unless the contrary intention appears:

(a) "**Act**" means the Associations Incorporation Reform Act 2012 (Victoria);

(b) "**Annual General Meeting**" means a meeting convened in accordance with clause 17;

(c) "**Associate Member**" means an organisation which or individual who becomes an associate member under sub-clause 6.2;

(d) "**Board**" means the Board of DV Vic;

(e) "**Candidate**" means a candidate nominated for election to the Board, to be determined in accordance with the DV Vic's Nomination Policy.

- (f) **"CEO"** means the Chief Executive Officer of DV Vic appointed by the Board;
- (g) **"Chair"** means the chairperson of DV Vic as elected by the Board;
- (h) **"Disciplinary Procedure"** means the procedure set out in sub-clauses 11.1 and 11.2.
- (i) **"DV Vic"** means Domestic Violence Victoria (DV Vic) Inc.;
- (j) **"Full Member"** means an organisation which becomes a full member of DV Vic under clause 6.1;
- (k) **"Membership Fees"** means the fees set by the Board to be paid by members annually pursuant to clause 9;
- (l) **"Preferential System of Voting"** means;
 - (i) all candidates are listed in alphabetical order on the ballot paper;
 - (ii) voters are required to allocate a number to each candidate in ascending order, 1 indicating the most preferred candidate, 2 for their second preference and so on;
 - (iii) if a candidate has a clear majority on the basis of 1st preferences then she is elected to the position;
 - (iv) if there is a tie after the counting of the first preferences, second preferences are counted; and
 - (v) third and subsequent preferences are only counted until the tie is resolved;
- (m) **"Registrar"** means the Registrar of Incorporated Associations under the Act;
- (n) **"Representative"** means a woman appointed by a Full Member to represent them at Annual General Meetings and Special General Meetings in accordance with clause 20;
- (o) **"Secretary"** means the secretary of DV Vic as elected by the Board; and
- (p) **"Special General Meeting"** means a meeting convened in accordance with clause 18.

55.2 Rules

This constitution is intended to make provision for the matters that are specified in the Schedule to the Act, with the intention that none of the model rules prescribed under section 54(2) of the Act apply to DV Vic.