

## Constitution

### Centre Against Domestic Abuse Inc.

#### 1. RULES

- (1) The name of the incorporated association shall be Centre Against Domestic Abuse Inc. (in these rules called 'the association').
- (2) The association's registered name must appear on all documentation endorsed or issued by the association.
- (3) Any reference in these rules to the Act refers to the Association's Incorporation Act 1981. For the purposes of compliance with the provisions of the Association's Incorporation Act 1981, in this Constitution, the term "Board" is an alternative term for "Management Committee" or "Committee of Management" and the term "Chief Executive Officer" is an alternative term for "Manager".

#### 2. OBJECTS

The objects for which the association is established are

- (1) To provide physical, emotional, psychological support for all victims/survivors of domestic and family abuse and support the provision of effective perpetrator intervention programs
- (2) To improve community awareness of domestic and family abuse and related issues
- (3) To encourage acknowledgment by the community of the existence and impact of domestic and family abuse by focusing on the social, emotional and economic ramifications for both victims/survivors and the wider community
- (4) To research, develop and implement proactive and responsive strategies to prevent and respond to domestic and family abuse
- (5) To develop and sustain support networks relevant to victims/survivors and advocate on behalf of victims/survivors to facilitate their access to other services
- (6) To advocate for and maintain emergency and crisis services for victims/survivors of domestic and family abuse
- (7) To advocate for and facilitate an integrated and collaborative response to domestic and family abuse by government, non-government and community agencies
- (8) To apply the funds and assets of the association for charitable purposes in furtherance of the association's objects

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### 3. POWERS

- (1) The association has, in the exercise of its affairs, all the powers of an individual. The association may for example
- (a) enter into contracts
  - (b) acquire, hold, deal with and dispose of property
  - (c) make charges for services and facilities it supplies
  - (d) do other things necessary or convenient to be done in carrying out its
  - (e) affairs
  - (f) subscribe to, become a member of and/or cooperate with any other
  - (g) association, club or organisation, whether incorporated or not, whose
  - (h) objects are altogether or in part similar to those of the association
  - (i) do all things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association
  - (j) In executing its powers, the Board will endeavour to reflect the feminist
  - (k) paradigm of the association and social justice principles which support
  - (l) collaborative decision making processes

### 4. NON PROFIT CLAUSE

- (1) The assets and income of the association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

### 5. CLASSES OF MEMBERSHIP

- (1) The membership of the association consists of ordinary members and any of the following classes of members
- (a) CORPORATE MEMBER: Subject to these rules any private businesses or organisations that express interest in supporting the association, at the discretion of the Board, shall be entitled to become a corporate member. Membership in this category shall be entitled to one vote by the nominated representative. Membership in this category shall be unlimited.
  - (b) LIFE MEMBER: Subject to these rules any person who would otherwise be eligible to be an ordinary member of the association and has demonstrated long term commitment and service over at least ten (10) years to the Association and its objects may be nominated and elected to Life Membership at the Annual General Meeting. A Life Member shall have all the rights and privileges of an ordinary member without being subject to payment or tender to the association of an annual

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subscription. No more than two (2) persons per year may be nominated and elected to Life Membership.

- (c) The number of ordinary members is unlimited

## 6. AUTOMATIC MEMBERSHIP

- (1) Every person who, on the day the association is incorporated, was a member of the incorporated association and who, on or before a date fixed by the Board, agrees in writing to become a member of the incorporated association, must be admitted by the Board to the equivalent class of membership of the association as the member held in the unincorporated association or if there is no equivalent class of membership, as an ordinary member.

## 7. NEW MEMBERSHIP

- (1) An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder)
- (2) An application for membership must be
- (a) in writing
  - (b) signed by the applicant and the applicant's proposer and seconder
  - (c) in the form decided by the Board
- (3) Any person currently employed by the association who applies annually to become a member of the association shall be automatically granted non fee paying ordinary membership for the term until the next AGM

## 8. MEMBERSHIP FEES

- (1) The membership fees for ordinary and for each other class of membership (if any) is the amount decided by the members from time to time at a general meeting is payable when and in the way the Board decides Membership fees from new applicants for ordinary or corporate membership shall not be accepted until after they are admitted to membership by a vote of the Board
- (2) The membership fees for ordinary and corporate membership shall be payable within a month of admission to membership and renewal of membership shall be payable within a month of the end of the financial year of the association

## 9. ADMISSION AND REJECTION OF MEMBERS

- (1) The Board must consider an application for membership at the next Board meeting held after it receives the application for membership the appropriate membership fees for the application

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- (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 whether or not the association has public liability insurance if the association has public liability insurance, the amount of the insurance
- (3) The Board must decide at the meeting whether to accept or reject the application. If a majority of the members of the Board 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
- (4) 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
- (5) An applicant has no right of appeal against the rejection of membership

## 10. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the association at any time by giving notice in writing to the secretary
- (2) Such resignation takes effect at the time the notice is received by the secretary or if a later date is stated in the notice, the later time
- (3) If a member
  - (a) is convicted of an indictable offence, a breach of a domestic violence order or has a full domestic violence order made against them or
  - (b) fails to comply with any of the provisions of these rules or
  - (c) has membership fees in arrears for a period of 2 months or more or
  - (d) conducts themselves in a manner considered to be injurious, contrary or
  - (e) prejudicial to the objects, character or interests of the association the Board shall consider whether the member's membership shall be terminated.
- (4) Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated
- (5) 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

## 11. APPEAL AGAINST TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal

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## 12. GENERAL MEETING TO DECIDE APPEAL

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

## 13. REGISTER OF MEMBERS

- (1) The Board must keep a register of members of the association 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) the date of death or date of resignation of the member
  - (e) details about the termination or reinstatement of membership
  - (f) any other particulars the Board or the members at a general meeting decide
- (2) A register restricted to only member's names shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection
- (3) A member must contact the secretary to arrange an inspection of the register

## 14. PROHIBITION OF USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the association must not 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 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 Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

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## 15. APPOINTMENT OF ELECTION OF SECRETARY

- (1) The secretary must be an adult residing in Queensland, or in another State but not more than 125km from Moreton Bay City Council Local Government Area (LGA) or 65km from the Queensland border (whichever is less), who is
  - (a) a member of the association elected by the association as secretary or
  - (b) any of the following persons appointed by the Board as secretary
    - i. a member of the association's Board
    - ii. another member of the association or
    - iii. another person
- (2) If a vacancy happens in the office of secretary, the members of the Board must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens
- (3) If the Board appoints a person mentioned in (1)(b)(ii) subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board
- (4) However, if the Board appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the Board, the person becomes a member of the Board
- (5) If the Board appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the Board
- (6) In this rule— casual vacancy, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office
- (7) The Board of the association may at any time remove a person appointed by the committee as the secretary
- (8) If the Board removes a secretary who is a person mentioned in rule (1)(b)(i), the person remains a member of the Board
- (9) If the Board removes a secretary who is a person mentioned in rule (1)(b)(ii) and who has been appointed to a casual vacancy on the Board under rule (15)(5), the person remains a member of the Board

## 16. FUNCTIONS OF THE SECRETARY

- (1) The secretary's functions include, 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 president of the association
  - (b) keeping minutes of each meeting keeping copies of all correspondence and other documents relating to the association and
  - (c) maintaining the register of members of the association
- (2) If asked by a member of the association, the Secretary must, within 28 days after the request is made

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- (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place
- (b) make the association's financial documents for the annual general meeting available for inspection by the member at a mutually convenient time and place
- (c) give the member copies of the minutes and/or financial documents of the meeting
- (d) if directed by the Board, require the member to pay the reasonable costs of providing copies of the minutes and/or the financial documents prior to the delivery of the documents to the member

## 17. MEMBERSHIP OF BOARD

- (1) The Board of the association consists of a president, treasurer, secretary and any other members the association members elect at a general meeting
- (2) A member of the Board, other than a secretary appointed by the Board under rule 15(1)(b)(iii), must be a member of the association and is automatically renewed as a member of the organisation for the term that they are a member of the Board
- (3) A Member of the board must retire from office at the AGM, at the conclusion of 3 years since their election / re-election, but is eligible for re-election
- (4) A member of the association may be appointed to a casual vacancy on the Board
- (5) Notwithstanding sub-rules (1) to (4) inclusive no person who is disqualified from managing a corporation under the Corporations Act 2001 (Cth) or disqualified from being a responsible person of a registered charity by the ACNC Commissioner, shall be eligible to be a member of the Board. Any member of the Board who is or becomes so disqualified shall automatically be removed from membership of the Board without a right of appeal

## 18. ELECTING 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
    - ii. signed by the candidate and the members who nominated them
    - iii. 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
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting
- (2) A person may be a candidate only if the person

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- (a) is an adult
- (b) is not ineligible to be elected as a member under section 61A of the Act.
- (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 a member of the Board, the candidate is advised
  - (a) whether or not the association has public liability insurance and
  - (b) if the association has public liability insurance, the amount of the insurance

## 19. RESIGNATION OR REMOVAL FROM OFFICE OR MEMBER OF BOARD

- (1) A member of the Board may resign from the Board 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 special 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 they should not be removed from office
- (5) A member has no right of appeal against the member's removal from office under this rule
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act

## 20. VACANCIES ON BOARD

- (1) If a casual vacancy happens on the Board, the continuing members of the committee 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 committee members is less than the number fixed under rule (22)(a) 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

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- (b) call a general meeting of the association
- (4) A casual vacancy is deemed to be present when the total number of members on the board is under 9, including a Secretary appointed by the Board under rule 15(1)(b)(iii)

## 21. FUNCTIONS OF THE BOARD

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the association
- (2) The Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. Note: The Act prevails if the association's rules are inconsistent with the Act, see section 1D 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
  - (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 the whole or part of the association's property, both present and future
  - (c) to purchase, redeem or pay off any securities issued
  - (d) to borrow amounts from members and pay interest on the amounts borrowed
  - (e) to mortgage or charge the whole or part of its property
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association
  - (g) to provide and pay off any securities issued
  - (h) to invest in a way the members of the association may from time to time decide
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by the financial institution for the association or if there is more than 1 financial institution for the association, the financial institution nominated by the Board

## 22. MEETINGS OF BOARD

- (1) The Board may meet and conduct its proceedings as it considers appropriate. However, the Board will meet at least once every 3 calendar months but no less than 5 times per year to exercise its functions
- (2) The Board must decide how a meeting is to be called
- (3) Notice of a meeting is to be given in the way decided by the Board

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- (4) 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
- (5) A Board member who participates in the meeting as mentioned in subrule (4) is taken to be present at the meeting
- (6) A question arising at a Board meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the president will have a casting vote as well as a primary vote
- (7) The president is to preside as chairperson at a Board meeting
- (8) If there is no president or if the president is not present within 10 minutes after the time fixed for a Board meeting, the members may choose 1 of their number to preside as chairperson at the meeting
- (9) Subject as previously provided in this section, the Board may meet together and regulate its proceedings as it thinks fit
- (10) A member of the Board shall not vote in respect to any matter, contract or proposed contract with the association in which the member has a conflict of interest, or any matter arising from that vote, and if the member does so vote the member's vote shall not be counted
- (11) Not less than 14 days notice shall be given by the secretary to members of the Board of any special meeting of the Board
- (12) Such notice shall clearly state the nature of business to be discussed at the special meeting
- (13) A least one staff representative from the organisation will be available to attend each Board meeting, and the staff member will report on service delivery of the organisation and be available to discuss any business arising at the meeting
- (14) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are recorded in the minutes
- (15) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy
- (16) The president or their delegate may, when necessary, call an emergency board meeting with shorter notice than required in subrule (10). Any decision of this meeting must be ratified at the next board meeting or in a way outlined in section 28

### 23. QUORUM FOR AND ADJOURNMENT OF BOARD MEETINGS

- (1) At a Board meeting at least 50% of the members elected to the Board at the close of the last general meeting of the members or 50% of the current number of board Members (whichever is greater) constitute 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 board, 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

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- (a) the meeting is to be adjourned for at least 1 day
  - (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 subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses

#### **24. 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 committee 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 president must call the meeting
- (3) A request for a special meeting must state why the special meeting is called the business to be conducted at the meeting
- (4) A notice of a special meeting must state
  - (a) the date, time and place of the meeting
  - (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

#### **25. DELEGATION OF POWERS OF BOARD**

- (1) The Board may delegate any of its powers to a subcommittee consisting of such members of the association considered appropriate by the Board to help with the conduct of the association's operations
- (2) Non association members may be appointed to a subcommittee in a consultation manner but will not have any voting rights
- (3) Any subcommittee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed on it by the Board
- (4) The president may appoint a chairperson of a subcommittee or delegate it to the subcommittee to elect
- (5) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their own number to be chairperson of the meeting
- (6) A subcommittee may meet and adjourn as it thinks proper
- (7) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of equality of votes, the question shall be deemed to be decided in the negative

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- (8) A member of the subcommittee who is not a member of the Board is not entitled to vote at a Board meeting
- (9) The Board may also delegate certain authorities to the Chief Executive Officer and senior staff members of the association in accordance with a delegation of authorities manual created and maintained by the Board
- (10) Any decisions and minutes of a subcommittee will be reported to the Board at the next Board meeting

## **26. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- (2) Subrule (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 person acting as a member of the Board or
  - (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member

## **27. RESOLUTIONS OF BOARD WITHOUT MEETING**

- (1) A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held
- (2) Any resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the Board
- (3) For the purposes of this section an electronically formatted response by a Board member to a resolution shall be considered to be a signed resolution in writing.

## **28. ANNUAL GENERAL MEETING**

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

## **29. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

- (1) The following business must be transacted at every annual general meeting
  - (a) the association must elect the members of the Board at each annual general meeting of the association
  - (b) the presentation and ratification of the minutes of the previous annual general meeting

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- (c) the meeting and all potential Board candidates be advised of the amount of Public Liability Insurance carried by the Association
- (d) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year
- (e) the receiving of the auditor's report on the financial affairs of the association for the last financial year
- (f) the presenting of the audited statement to the meeting for adoption
- (g) the election of members of the Board
- (h) appointing an auditor, an accountant or an approved person for the present financial year

### 30. 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 president 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

### 31. QUORUM AT 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 shall be transacted at any 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

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- (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) The chairperson may, with the consent of any meeting at which there is a quorum, and must be directed by the meeting, adjourn the meeting from time to time and from place to place
  - (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting
  - (8) 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
  - (9) 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.

### 32. 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 subrule (1) is taken to be present at the meeting
- (3) At each general meeting
  - (a) the president is to preside as chairperson
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting
  - (c) the chairperson must conduct the meeting in a proper and orderly way

### 33. VOTING AT GENERAL MEETINGS

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a minimum of 75% of members who are present and entitled to vote on the resolution
- (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

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- (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

#### 34. 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
- (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
  - (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 minute book 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

#### 35. 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 50% of the number of members of the Board when the request is signed or
    - ii. at least the number of ordinary 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 a 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 subrule (1)(b) must state

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- (a) why the special general meeting is being called
- (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 subrule (1)(b) or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c)
- (4) If the secretary is unable or unwilling to call the special meeting the president must call the meeting

### 36. PROXIES

- (1) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised
- (2) A proxy must be a member of the association
- (3) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot
- (4) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form or a form as near to as circumstances permit in Appendix A to these rules
- (5) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote

### 37. BY- LAWS

- (1) The Board may make, amend or repeal by-laws not inconsistent with these rules 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

### 38. ALTERATION OF RULES

- (1) Subject to the Act these rules may be amended, repealed or added to by a special resolution carried at a general meeting
- (2) However any amendment, repeal or addition is valid only if it is registered by the chief executive

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### 39. FUNDS AND ACCOUNTS

- (1) The funds of the association must be kept in the name of the association in a financial institution decided by the Board
- (2) Proper books and accounts shall be kept in the English language showing correctly the financial affairs of the association and the particulars usually shown in documents of a like nature
- (3) All moneys shall be deposited as soon as practicable after receipt
- (4) All expenditure shall be made, approved or ratified in compliance with the provisions of the association's delegation manual and associated procedures developed by the Board to ensure good governance and accountable financial responsibility of the association
- (5) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recouplement's which may be open
- (6) The delegation manual shall show the amount of petty cash which the Board shall determine to kept on the imprest system
- (7) As soon as practicable after the end of financial year the treasurer shall cause to be prepared a statement containing the particulars of the income and expenditure for the financial year just ended and the assets and liabilities and of all mortgaged, charges and securities affecting the property of the association at the close of that year
- (8) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made
- (9) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers

### 40. DOCUMENTS

- (1) The Board shall provide for the safe custody of books, documents, instruments of title and securities of the association.

### 41. FINANCIAL YEAR

- (1) The financial year of the association shall close on the 30th June in each year.

### 42. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (1) This rule applies if the association
  - (a) is wound-up under part 10 of the Act and
  - (b) has surplus assets
- (2) The surplus assets must not be distributed among the members of the association
- (3) The surplus assets must be given to another entity

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- (a) having objects similar to the association's objects and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members
- (4) In this rule, surplus assets see section 92(3) of the Act

### 43. AMALGAMATION CLAUSE

- (1) In furtherance of the objects of the Association to amalgamate to amalgamate to another entity
- (a) having objects similar to the associations objects and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members

### 44. GRIEVANCE PROCEDURE

#### 44A Grievance Procedure

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act
- (2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute
- (a) to the other party and
  - (b) if the other party is not the Board, to the Board
- (4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the Board may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure
- (5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute
- (6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation
- (7) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the Board must refer the dispute within 14 days after the request

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#### 44B Grievance procedure not continued in particular circumstances

- (1) This rule applies if
  - (a) a member initiates a grievance procedure in relation to a dispute and the association or association's Board is the other party to the dispute or
  - (b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A(6)
- (2) The Board does not have to act under rule 12A(5) or (7) if
  - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Board grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure or
  - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process or
  - (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises or
  - (d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure

#### 44C Appointment of mediator

- (1) If a dispute under rule 12A is referred to mediation
  - (a) the parties to the dispute must choose a mediator to conduct the mediation or
  - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be
    - i. for a dispute between a member and another member – a person appointed by the Board or
    - ii. for a dispute between a member and the Board or the association – an accredited mediator or a mediator appointed by the director of the dispute resolution centre
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law

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**44D Conduct of mediation**

- (1) If a mediator is appointed under rule 12A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment
- (2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre
- (3) The mediator
  - (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute and
  - (b) must comply with natural justice and
  - (c) must not act as an adjudicator or arbitrator and
  - (d) during the mediation, may see the parties, with or without their representatives, together or separately
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed
- (6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law

**44E Representation for grievance procedure**

- (1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure
- (2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities
  - (a) the other party to the dispute
  - (b) the Board
  - (c) if a mediator has been appointed before the party appoints the representative — the mediator
- (3) A representative who acts for a party at a mediation must
  - (a) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively and
  - (b) be authorised to negotiate an agreement for the party

**44F Electronic communication for grievance procedure**

- (1) Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees

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**APPENDIX A:**

ASSOCIATION: Centre Against Domestic Abuse Inc.

I,

of \_\_\_\_\_,

being a member of the above mentioned association, hereby appoint

of \_\_\_\_\_,

a member of the above mentioned association, 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 thereof.

,

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature:

Name:

This form is to be used \*in favour of/ \*against/ or \*as my proxy thinks fit in a vote on the resolution.

[List relevant resolutions]

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as the proxy thinks fit

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