

## Rules

Centre Against Violence Incorporated

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## 1. Name

The name of the Association is Centre Against Violence Incorporated (**the Association**).

## 2. Principal Purpose and Powers

- (a) The Association is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.
- (b) The Principal Purpose for which the Association is established is to deliver family and sexual violence services and advocacy to support everyone in the Ovens Murray region to be safe. This includes:
  - (i) providing counselling, support and crisis care services to victim survivors of sexual and family violence;
  - (ii) providing therapeutic treatment services to children and young people
  - (iii) advocating on behalf of victims of crimes of family and sexual violence;
  - (iv) working with the community to address all forms of family and sexual violence across the continuum of intervention from prevention to tertiary strategies;
  - (v) providing the highest quality services based on models of best practice in counselling, case work, community development and research;
  - (vi) providing an accessible service that is responsive to the needs of individuals, with an awareness of cultural differences, inclusion of people with a disability, Aboriginal and Torres Strait Islander peoples, people of diverse sexual orientation, gender identity and expression and sex characteristics (LGBTQIA+ communities)
  - (vii) operating from a trauma informed and feminist analysis of family and sexual violence that is informed by theories of gender and intersectionality; and
  - (viii) contributing to research, practice, values and behaviours working to address and reduce gender and intersectionality inequality.
- (c) Solely to carry out the Principal Purpose, the Association may exercise all of the powers of an individual and an Association under the Act.

## 3. Not-For-Profit

- (a) The income and property of the Association must be applied solely towards the Principal Purpose.
- (b) No part of the income or property of the Association may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or other profit distribution in their capacity as Members or Directors.
- (c) Rule 3 (b) does not stop the Association from making a payment:
  - (i) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Association;
  - (ii) to a Member in carrying out the Association's Principal Purpose;
  - (iii) of premiums for insurance indemnifying Directors to the extent allowed for by law and these Rules; or
  - (iv) with the prior approval of the Board, to a Director:

- (A) for work they do for the Association, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
- (B) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as Director.

#### **4. Membership**

##### **4.1 General**

The Association must have at least five Members.

##### **4.2 Eligibility**

- (a) To be eligible for Membership, a person must:
  - (i) be able to demonstrate support for the Principal Purpose, Vision and Mission of the Association; and
  - (ii) return a satisfactory Police Check and Working With Children's Check.
- (b) The Association is committed to establishing a broad, diverse and inclusive Membership comprising people with disabilities, people from LGBTQIA+ communities, Aboriginal and Torres Strait Islander peoples or peoples from culturally and linguistically diverse backgrounds.

##### **4.3 Application**

An application for Membership must be made in writing in the form and manner (if any) approved by the Board.

##### **4.4 Admission**

- (a) The Board must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- (b) The Board may accept or reject any membership application. The Board does not have to give reasons for accepting or rejecting any application.
- (c) If the Board accepts an application, the Secretary must, as soon as possible:
  - (i) enter the applicant's details into the Register; and
  - (ii) notify the Member in writing of the date their membership commenced.
- (d) If the Board rejects an application, the Secretary must notify the Member in writing of the rejection as soon as possible.
- (e) A person becomes a Member when their name is entered into the Register.

##### **4.5 Register**

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
  - (i) the name, address and date of admission to Membership – for each current Member; and
  - (ii) the name, date of admission to Membership and date on which a person stopped being a Member – for each person who ceased to be Member in the past 7 years.
- (c) The Secretary must remove all information about former Members from the Register within 14 days of the individual ceasing to be a Member other than that specified in rule 4.5(b)(ii).

- (d) The Secretary may keep former Member entries separately from current Member entries.
- (e) Notices may be served on a Member at their address in the Register.

#### **4.6 Ceasing to be a Member**

- (a) A person ceases to be a Member on:
  - (i) resignation provided in writing;
  - (ii) expulsion in accordance with rule 7.1;
  - (iii) the Board deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within 60 days; or
  - (iv) ceasing to be a Director;
  - (v) death;
  - (vi) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
  - (vii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health; or
- (b) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this rule.
- (c) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

#### **4.7 Liability of Members**

Members are not liable to contribute to the:

- (a) debts and liabilities of the Association; and
- (b) costs, charges and expenses of the winding up of the Association.

### **5. General Meetings**

#### **5.1 Convening general meetings**

- (a) The Board may call a general meeting.
- (b) If the Association receives a written request from Members with at least 10 per cent of the votes that may be cast at a general meeting to call a general meeting (a **Request**), the Board must:
  - (i) give all Members notice of a general meeting within 21 days of the Request; and
  - (ii) hold the general meeting within 2 months of the Request.
- (c) The Request must state any resolution to be proposed at the meeting.
- (d) If the Board does not call the meeting within 21 days of a Request, 50 per cent or more of the Members who made the request may call a general meeting.
- (e) To call and hold a meeting under rule 5.1(c) the Members must:
  - (i) as far as possible, follow the general meeting procedures in these Rules; and
  - (ii) hold the general meeting within three months after making the Request.

- (f) The Association must pay the Members who make the Request any reasonable expenses they incur because the Board did not call and hold the meeting.

**5.2 Changes to general meeting arrangements**

- (a) The Board may change the venue for, postpone or cancel a general meeting called under rule 5.1(a).
- (b) If a change is made under rule 5.2(a):
  - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under these Rules;
  - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
  - (iii) rule 5.5 does not apply to the notice.
- (c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

**5.3 Entitlement to receive notice**

Notice of a general meeting:

- (a) must be given to every Member and every Director; and
- (b) may be given to any auditor appointed for the Association and in office at the time.

**5.4 Notice of general meetings**

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any Special Resolution to be considered (and state that it is proposed as a Special Resolution);
- (f) include the information under rule 6.5;
- (g) include any proxy form approved by the Board; and
- (h) state that any proxy form must be given to the Association at least 24 hours before the meeting, by delivery to the Association at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

**5.5 Timing of notice**

All Members must be provided with:

- (a) at least 21 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.



**5.6 Annual General Meeting**

- (a) The Board must hold an Annual General Meeting at least once in every calendar year, within 5 months of the end of the Financial Year.
- (b) The business of an Annual General Meeting may include any of the following (even if not stated in the notice of meeting):
  - (i) the annual financial statements and any auditor's report;
  - (ii) the appointment of Directors; and
  - (iii) the appointment and remuneration of any auditor.

**5.7 Chairperson of general meetings**

- (a) The Chair will preside as chairperson at every general meeting.
- (b) If the Chair is not present within 15 minutes of the commencement time or if the Chair is unwilling to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):
  - (i) the Vice-Chair (if any);
  - (ii) a Director chosen by a majority of the Directors present;
  - (iii) the only Director present; or
  - (iv) a Member chosen by a majority of the Members present.

**5.8 Quorum for general meetings**

- (a) No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting), unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a general meeting is 10% of the Members entitled to vote.
- (c) If a quorum is not present within 15 minutes of the commencement time, then:
  - (i) if the meeting was called by, or at the request of Members, the meeting will dissolve;
  - (ii) otherwise:
    - (A) the meeting stands adjourned to the day, time and place, determined by the Board or (if no determination is made by the Board), to the same day, time and place in the following week; and
    - (B) if at the resumption of the meeting a quorum is not present within 15 minutes of the commencement time, the meeting will dissolve.
- (d) Each proxy present must be counted for the purpose of determining a quorum, provided that:
  - (i) only one proxy may be counted for each Member; and
  - (ii) no individual may be counted more than once.
- (e) A suspended Member is not counted for the purpose of determining a quorum.

**5.9 Adjournment of general meetings**

- (a) The chairperson may (and must if directed by a majority of the Members present and entitled to vote) adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered.

- (b) Only unfinished business may be transacted at a general meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) A meeting adjourned under this rule is adjourned to the day, time and place determined by the Board or (if no determination is made by the Board), to the same day, time and place in the following week.

## 6. Voting at General Meetings

### 6.1 Voting rights

- (a) Each Member has one vote (provided they are not suspended).
- (b) On a vote conducted at a general meeting:
  - (i) on a show of hands or voices, each person present who is a Member, or proxy for a Member, has one vote; and
  - (ii) by poll, each person present who is a Member has one vote and each person present as a proxy or has one vote for each Member they represent.

### 6.2 Method of Voting

- (a) Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.
- (b) A poll can be demanded by five Members (or their proxies or Representatives) at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A poll must be taken in the manner directed by the chairperson.
- (d) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- (e) A Member may vote in person, by technology or by proxy.

### 6.3 Decisions of the Members

- (a) Questions arising for determination will be decided by a majority of votes cast (unless otherwise provided in these Rules).
- (b) If equal votes are cast, the chairperson will have a second or "casting" vote.
- (c) A declaration by the chairperson that a resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

### 6.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

### 6.5 Proxies

- (a) A Member may appoint a proxy to act on their behalf at one or more general meetings.

- (b) A proxy may exercise any and all of the rights of the Member who appointed them, subject to the following:
  - (i) any directions or limitations specified in the proxy appointment; and
  - (ii) a proxy cannot speak and vote for a Member while the Member is present at a meeting.
- (c) A proxy does not need to be a Member of the Association.
- (d) The appointment must be written and signed by the appointing Member in a form substantially similar to that in Schedule 1.
- (e) A proxy vote is valid even if the appointing Member revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

#### **6.6 Use of technology**

- (a) The Association may hold a general meeting at any two or more locations using any technology which allows members to clearly and simultaneously communicate with each other participating member.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

#### **6.7 Member resolutions without meetings**

- (a) This rule does not apply to a Special Resolution, a resolution to remove a Director or a resolution to appoint or remove an auditor.
- (b) A resolution may be passed without a meeting if:
  - (i) notice is given to all Members entitled to vote; and
  - (ii) at least 75% of Members entitled to vote approve the resolution in writing.
- (c) The resolution is passed at the time when the last Member necessary to constitute a 75% approval in favour of the resolution gives their approval in writing to the Secretary.
- (d) For the purpose of this rule:
  - (i) the notice must include the wording of the resolution and may be distributed by any means, including electronic communication;
  - (ii) approval in writing includes approval by email and any other means of electronic communication; and
  - (iii) the resolution will fail if it does not receive the required approval within seven days after the notice is given.

### **7. Discipline and Grievances**

#### **7.1 Disciplinary procedure**

- (a) The Board may take disciplinary action against any Member if it believes there are sufficient grounds to do so.
- (b) The Board may not resolve to suspend or expel a Member outside of a Board meeting.
- (c) If the Board intends to consider a resolution to suspend or expel a Member, it must notify the Member in writing at least one week prior to the relevant Board meeting:

- (i) of the date, place and time of the meeting where the resolution will be considered;
  - (ii) of the intended resolution and the grounds on which it is based; and
  - (iii) that they may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- (d) After considering any oral or written explanation or submission, the Board may resolve to:
- (i) take no further action;
  - (ii) warn the Member;
  - (iii) suspend the Member's rights for up to 12 months;
  - (iv) expel the Member;
  - (v) refer the decision to an unbiased, independent person on conditions that the Board consider appropriate (however, the person can only make a decision that the Board could have made under this rule); or
  - (vi) require the matter to be determined at a general meeting.
- (e) Any Member expelled from the Association may at any time apply to the Board to be readmitted as a Member.
- (f) No person may become a Director following expulsion or while suspended unless they are subsequently readmitted as a Member.

## **7.2 Grievance procedure**

- (a) The parties to a dispute under these Rules, being a Member or Director and:
- (i) one or more Members;
  - (ii) one or more Directors; or
  - (iii) the Association;
- (b) must attempt to resolve the matter between themselves within 14 days of being made aware of the dispute.
- (c) The Association, a Member or a Director must not start a grievance procedure in relation to a matter which is the subject of a disciplinary procedure under rule 7.1 until the disciplinary procedure is completed.
- (d) If the parties cannot resolve the dispute within 10 days, they must:
- (i) notify the Board;
  - (ii) agree or request that a mediator be appointed; and
  - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
- (i) be a person chosen by agreement between the parties or;
  - (ii) in the absence of agreement:
    - (A) for disputes between Members, a person chosen by the Board; and
    - (B) for other disputes, a person appointed or employed by the Dispute Settlement Centre of Victoria.

- (f) A mediator chosen by the Board pursuant to rule 7.2(e)(ii)(A):
  - (i) must be a professionally accredited mediator;
  - (ii) must not be a current or former Member;
  - (iii) must not have a personal interest in the dispute; and
  - (iv) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must allow those involved a reasonable chance to be heard and to review any written statements.
- (h) The mediator must not determine the dispute.
- (i) A Member or a Director must not commence formal legal proceedings (except for interlocutory relief) in relation to a dispute under these Rules unless and until they have complied with this dispute resolution procedure.

## **8. Appointment and Removal of Directors**

### **8.1 Number of Directors**

- (a) The Association must have at least seven Directors unless otherwise determined by resolution of the Members.
- (b) The Chief Executive Officer and Secretary may attend and speak at Board meetings but may not vote.

### **8.2 Eligibility**

- (a) Any natural person committed to the Principal Purpose is eligible to be a Director provided:
  - (i) the person is a Member;
  - (ii) the person has consented in writing to be a Director;
  - (iii) the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
  - (iv) the person is not ineligible to be a Director under:
    - (A) the Act; or
    - (B) the ACNC Legislation.
- (b) Rule 8.2(a)(iv)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

### **8.3 Election of Directors**

- (a) The Members may elect a person to be Director at an Annual General Meeting.
- (b) Any Member is eligible to be elected as a Director and a Director may be re-elected.
- (c) Nominations of candidates for election as a Director:
  - (i) must be made in writing and accompanied by the written consent of the candidate; and
  - (ii) must be delivered to the Secretary not less than seven days before the date fixed for the holding of the Annual General Meeting.

- (d) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are deemed to be elected and further nominations may be received at the Annual General Meeting.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
- (f) If the number of nominations received is greater than the number of vacancies to be filled, a secret ballot must be held.
- (g) The secret ballot must be conducted at the Annual General Meeting in the manner set out below and otherwise as directed by the Board:
  - (i) Each Member present must be given a ballot paper containing the names of each candidate in alphabetical order;
  - (ii) Members holding a proxy will be given an additional ballot paper for each proxy they hold;
  - (iii) Members must mark a number of candidates on the ballot paper equal to the number of vacancies to be filled; and
  - (iv) The candidate(s) who receive(s) the most votes will be elected.

#### **8.4 Casual vacancy**

The Board may appoint a new Director to fill a casual vacancy,

#### **8.5 Term of office**

- (a) The term of office of a Director elected by the Members:
  - (i) is three years (unless a different period is specified in the resolution)
  - (ii) commences at the end of the general meeting at which they are elected; and
  - (iii) expires at the end of the third Annual General Meeting following the election (or at the end of the period specified in the resolution).
- (b) The term of office of a Director appointed by the Board:
  - (i) commences on the date of appointment; and
  - (ii) expires at the conclusion of the first Annual General Meeting following the appointment.
- (c) A Director who has served continuously for nine years or more may only stand for re-election for a further term with the unanimous support of the Board.

#### **8.6 Ceasing to be a Director**

- (a) A person stops being a Director, and a casual vacancy is created, if they:
  - (i) resign by written notice to the Association;
  - (ii) cease to be a Member;
  - (iii) are removed by the Members under the Act;
  - (iv) are absent without leave of the Board, from:

- (A) three consecutive Board meetings; or
  - (B) four Board meetings over 12 months; or
  - (v) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
  - (vi) are directly or indirectly interested in any contract or proposed contract with the Association and fail to declare the nature of the interest as required by the Act;
  - (vii) become ineligible to be a Director under the Act or the ACNC Legislation.
- (b) A person who has ceased to be a Director must return original copies of any relevant document to the Board.

### **8.7 Insufficient Directors**

- (a) If the number of Directors is insufficient to constitute a quorum or less than the minimum number fixed under rule 8.1, the remaining Directors may, except in an emergency, act only to:
- (i) increase the number of Directors to a number sufficient to constitute a quorum or meet that minimum number; or
  - (ii) convene a general meeting of the Association.

### **8.8 Defects in appointment of Directors**

An act done by, or with the participation of, a person acting as a Director or member of a Committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting or taking the relevant
- (c) step.

## **9. Board Decision Making**

### **9.1 Convening Board meetings**

A Director may convene or ask the Secretary to convene a Board meeting by giving reasonable notice to all of the other Directors.

### **9.2 Notice of Board meetings**

- (a) Notice of Board meetings must be given to every Director.
- (b) A notice of a Board meeting:
  - (i) must specify the place, day and time of the meeting;
  - (ii) must provide details of any technology that will be used to facilitate the meeting; and
  - (iii) does not need to specify the nature of the business to be transacted at the meeting.
- (c) Subject to rule 9.2(c), at least 48 hours' written notice must be given of
- (d) Board meetings to all Directors (unless the Board unanimously waives this requirement).

**9.3 Quorum for Board meetings**

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum of Directors for Board meetings is a majority of the total number of Directors.
- (c) A Director on a leave of absence approved by the Board should not be included when calculating the total number of Directors for the purposes of this rule.

**9.4 Use of technology in Board meetings**

- (a) The Board may hold its meetings using any technology that is agreed to by the Board.
- (b) The Board's agreement may be a standing one.
- (c) A Director who attends by technology is deemed to be present in person at the meeting.

**9.5 Chairperson of Board meetings**

- (a) The Chair will preside as chairperson at Board meetings.
- (b) If the Chair is not present within 15 minutes after the commencement time or is unwilling to act as chairperson for all or part of the meeting then:
  - (i) if there is a Vice-Chair, the Vice-Chair will be the chairperson; and
  - (ii) if the Vice-Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, the Directors present may elect a Director to be chairperson of the meeting or part of it.

**9.6 Voting at Board meetings**

- (a) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote.
- (b) If the votes cast on a motion are equal, the chairperson will have a second or "casting" vote.

**9.7 Resolutions without meetings**

- (a) A Board resolution may be passed without a meeting if all of the Directors entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Director in favour of the resolution signs.
- (c) For the purpose of this rule:
  - (i) the notice must include the wording of the resolution;
  - (ii) the notice may be distributed by any means, including electronic communication;
  - (iii) separate copies of the notice may be signed; and
  - (iv) the resolution fails if it has not achieved unanimous consent within 72 hours after the notice was given.

**10. Directors' Powers and Duties****10.1 Powers of Directors**

- (a) The Directors are responsible for the governance of the Association and furthering the Principal Purpose.
- (b) The Directors may exercise all the powers of the Association that are not, by the Act or by these Rules, required to be exercised by the Members.



- (c) The Board cannot remove a Director or auditor.
- (d) The Board may delegate any of its powers to one or more Directors, the Chief Executive Officer, a Committee, an employee or any other person.
- (e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

## **10.2 Duties of Directors**

Directors must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

## **10.3 Establishment of Committees**

- (a) The Board may establish Committees.
- (b) A Committee may include, or be comprised of, non-Directors.
- (c) The meetings and proceedings of Committees are:
  - (i) subject to any terms of reference and/or delegation; and
  - (ii) otherwise governed as far as possible by the provisions of these Rules which regulate the proceedings of the Board.

## **10.4 By-laws**

- (a) The Board may make regulations or by-laws for the general conduct and management of the Association and the business of the Board.
- (b) The Board may revoke and alter by-laws or regulations as it sees fit.

## **11. Directors' Interests**

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Association:
  - (i) to the Board - as soon as the Director becomes aware of the interest; and
  - (ii) to the Members - at the next general meeting.
- (b) The Director:
  - (i) must not be present while the matter is being considered at the Board meeting; and
  - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
  - (i) that exists only because the Director belongs to a class of persons for whose benefit the Association is established; or
  - (ii) that the Director has in common with all, or a substantial proportion of, the Members.

## **12. Office Bearers and Chief Executive Officer**

### **12.1 Appointment of Office Bearers**

- (a) From time to time as required, the Board must appoint a Chair, a Vice-Chair, a Treasurer and any other Office Bearers it deems fit from among the Board.
- (b) Office Bearers of the Association hold office until the end of the first Annual General Meeting following their appointment.

- (c) An Office Bearer may be elected for more than one successive term.
- (d) The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting provided:
  - (i) the resolution is passed by not less than two-thirds of the Directors present; and
  - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

## **12.2 Secretary**

- (a) The Board must appoint at least one Secretary, who may be the Chief Executive Officer or a Director (if the Chief Executive Officer is not appointed to the role of Secretary).
- (b) A person may not be appointed as Secretary unless the person:
  - (i) consents in writing to being appointed as Secretary;
  - (ii) is at least 18 years of age; and
  - (iii) is resident in Australia.
- (c) The Board may suspend or remove a Secretary.
- (d) The Secretary must give the Registrar notice of their appointment within 14 days of their appointment.
- (e) The Board must fill any vacancy in the office of Secretary within 14 days of the vacancy arising.

## **12.3 Treasurer**

- (a) The Board must appoint at least one Treasurer.
- (b) The Treasurer must:
  - (i) arrange for the collection and receipt of all moneys due to the Association and arrange
  - (ii) for all payments authorised by the Association to be made; and
  - (iii) ensure that the financial records of the Association are kept in accordance with the requirements of the Act and the ACNC Legislation; and
  - (iv) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Association.
- (c) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Association.

## **12.4 Chief Executive Officer**

- (a) The Board may appoint a Chief Executive Officer for a term, at the remuneration and on the conditions that the Board thinks fit.
- (b) The Chief Executive Officer may not be a Director.
- (c) Subject to any contract between the Association and the Chief Executive Officer, the Board
- (d) may remove the Chief Executive Officer at any time, with or without cause.

- (e) The Chief Executive Officer may attend and speak at all Board meetings and general meetings, but may not vote.
- (f) The Directors may:
  - (i) confer powers, discretions and duties on the Chief Executive Officer as they see fit;
  - (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
  - (iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred.
- (g) An act done by a person acting as Chief Executive Officer is not invalidated merely because of:
  - (i) a defect in their appointment as Chief Executive Officer; or
  - (ii) the person being disqualified from being Chief Executive Officer;if that circumstance was not known by the person when the act was done.

### 13. Indemnities and Insurance

- (a) The Association indemnifies every present and past Director and executive officer of the Association to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer of the Association.
- (b) This indemnity:
  - (i) is a continuing obligation and is enforceable even if the person has ceased to be an officer of the Association;
  - (ii) is not subject to any requirement to first incur an expense or make a payment; and
  - (iii) operates only to the extent that the relevant loss or liability is not covered by insurance.
- (c) The Association may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its officers.
- (d) Nothing in this rule 13 limits the Association's ability to indemnify or pay for insurance for any person not expressly covered by this rule.

### 14. Administration

#### 14.1 Minutes

- (a) The Board must ensure that:
  - (i) minutes of all general meetings, Board meetings and Committee meetings; and
  - (ii) records of resolutions passed by Members, Directors and Committees without a meeting;are recorded and kept with the Association's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- (b) The Association must ensure that minutes of a Board or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

**14.2 Accounts and other records of the Association**

- (a) The Board must:
  - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements; and
  - (ii) ensure that records of its operations are kept; and
  - (iii) take reasonable steps to ensure that the Association's records are kept safe.
- (b) The Association must retain its records for at least seven years.

**14.3 Inspection of books and records**

- (a) Members may not have access to the financial records, books, securities and any other document of the Association, including minutes of Board meetings, unless otherwise permitted by these Rules, the Act, or the Board.
- (b) Members may on request inspect:
  - (i) the Register;
  - (ii) the minutes of general meetings;
  - (iii) these Rules; and
  - (iv) subject to rule 14.3(c), Board meeting minutes, financial records, books, securities and other documents of the Association subject to this rule.
- (c) The Board may refuse any request to inspect books and records of the Association where:
  - (i) the records relate to confidential, personal, employment, commercial or legal matters; and/or
  - (ii) allowing the request would be prejudicial to the interests of the Association.
- (d) The Secretary may refuse to allow a Member to inspect any part of the Register in accordance with the Act.
- (e) Members must not:
  - (i) use information obtained about another person from the Register to contact or send materials to the other person; or
  - (ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person;unless the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.
- (f) If the Association provides access to these Rules on the Association's website or the ACNC website, the Board will be deemed to have allowed a Member to inspect and copy these Rules, unless the Member informs the Association that they are unable to access the Rules on either website.
- (g) A Member must be given a copy of these Rules and minutes of general meetings within one month of the Association receiving a request by the Member.

**14.4 Common seal**

The Association does not have a common seal.

**14.5 Execution of documents**

The Association may execute documents by the signature of:

- (a) two Directors;
- (b) one Director and the Secretary; or
- (c) a person with delegated authority to sign documents.

**15. Audit and Finance****15.1 Audit**

- (a) If required by law, the Association must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any general meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The Association must give any auditor all communications relating to the general meeting that the Members of the Association are entitled to receive.
- (d) The Members may remove an auditor by resolution at a general meeting provided:
  - (i) The notice of general meeting is provided at least two months before the general meeting;
  - (ii) The notice is provided to the auditor; and
  - (iii) A copy of the notice is lodged with the Registrar.

**15.2 Financial year**

The financial year of the Association will begin on 1 July and end on 30 June, unless the Board passes a resolution to change the financial year.

**15.3 Source of funds**

The funds of the Association may be derived from donations, fundraising activities, grants, interest and any other sources approved by the Board.

**15.4 Management of funds**

- (a) The Board may approve expenditure on behalf of the Association.
- (b) The Board may authorise the expenditure of funds on behalf of the Association without requiring approval from the Board for each item on which the funds are expended.
- (c) All financial transactions must be authorised in accordance with the policies of the Association and any means determined by the Board.
- (d) The Board must ensure that systems and procedures for the management of the Association's funds are appropriate for its size and circumstances, and the complexity of its financial affairs.
- (e) All payments must be authorised in accordance with any process determined by the Board.

16. Amending these Rules

- (a) The Association may only alter these Rules by Special Resolution in accordance with the Act.
- (b) The Members must not pass a Special Resolution that amends these Rules if passing it causes the Association to no longer be a Charity.

17. Notices

- (a) Notices can be served on Members or Directors personally, by post, email or other electronic means.
- (b) Notices are taken to be served:
  - (i) in the case of a properly addressed and posted notice, five Business Days after the date of posting; and

in the case of a notice sent by email or other electronic means, at the time of sending.

- (c) The non-receipt of notice or a failure to give notice, does not invalidate any thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
  - (iii) the individual notifies the Association of their agreement to that thing or resolution before or after the meeting.
- (d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

18. Winding Up or Revocation of Endorsement

- (a) If the Association is a Deductible Gift Recipient any DGR gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of the Association.
- (b) If the Association is a Deductible Gift Recipient and is wound up, or it ceases to be endorsed as a Deductible Gift Recipient, any DGR gifts remaining after satisfying the Association's liabilities and expenses must be transferred to a Charity or Charities endorsed as a Deductible Gift Recipient.
- (c) On the winding up of the Association, any assets remaining after complying with rule 18(a) and 18(b):
  - (i) must not be paid or distributed to the Members in their capacity as Members, and
  - (ii) must be given or transferred to a Charity or Charities which:
    - (A) has a similar purpose to the Principal Purpose, and
    - (B) prohibits the distribution of income, profit or assets to its Members in their capacity as Members.

- (d) The Members must decide before any winding up or revocation which Charity or Charities will receive a distribution under rule 18(a) or 18(b). If the Members fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

## 19. Interpretation

### 19.1 Definitions

In these Rules:

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

“**Act**” means the *Associations Incorporation Reform Act 2012* (Vic).

“**Annual General Meeting**” means the meeting under rule 5.6.

“**auditor**” may mean a reviewer, if permitted by the Act or ACNC Legislation.

“**chairperson**” means the person chairing a meeting.

“**Chair**” means the person appointed to the position of Chair under rule 12.

“**Charity**” means a charity registered under the ACNC Legislation.

“**Deductible Gift Recipient**” means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 97.

“**DGR Gifts**” means:

- (a) gifts of money or property for the Principal Purpose received during any time that the Association is endorsed as a Deductible Gift Recipient;
- (b) contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event (as defined by section 995-1 of the ITAA 97) held for that purpose during any time that the Association is endorsed as a Deductible Gift Recipient; and
- (c) money received by the Association because of such gifts or contributions during any time that the Association is endorsed as a Deductible Gift Recipient.

“**Director**” means a person elected or appointed to the role of Director under rule 8.

“**General Meeting**” means a meeting of Members (including an Annual General Meeting).

“**ITAA 97**” means the *Income Tax Assessment Act 1997* (Cth).

“**Member**” means a person whose name is entered in the Register as a Member of the Association in accordance with rule 4.5.

“**Office Bearer**” means Chair, Vice-Chair, Secretary and Treasurer.

“**person**” includes a natural person and a corporation within the meaning of s 57A of the Act.

“**Police Check**” means a formal inquiry made to the relevant police authority in each Australian State or Territory the person is known to have resided, designed to obtain details of the person’s criminal convictions or a finding of guilt in all places (within and outside Australia).

“**Principal Purpose**” means the purpose set out in rule 2.

“**Register**” means the register of Members under the Act.

“**Registrar**” means the Registrar of Incorporated Associations in Victoria.

“**Special Resolution**” means a resolution passed at a general meeting:

- (a) of which 21 days’ notice specifying the intention to propose the resolution as a Special Resolution has been given pursuant to these Rules and the Act; and
- (b) by not less than 75% of the Members entitled to vote who are present at a general meeting.

“**Working with Children Check**” has the meaning given to that term under the *Working With Children Act 2005* (Vic).

## 19.2 Interpretation

In these Rules:

- (a) If an expression in these Rules has a meaning in the Act, the meaning from the Act will apply to the expression - except where a contrary intention appears in these Rules.
- (b) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

## 20. Transitional Provisions

The following rules apply notwithstanding anything to the contrary in these Rules.

### 20.1 Members

The Members immediately following the adoption of these Rules will be those Members listed on the Register at the time of adoption.

### 20.2 Directors

- (a) The Directors immediately following the adoption of these Rules will be those in office at the time of adoption.
- (b) Directors appointed prior to the adoption of these Rules may complete their term of office under the previous Rules. Time served prior to the adoption of these Rules will be taken into account for the purposes of rule 8.5(c).



# CENTRE AGAINST VIOLENCE

## Schedule 1

### APPOINTMENT OF PROXY – CENTRE AGAINST VIOLENCE INCORPORATED (CAV)

I, \_\_\_\_\_  
(Member)

of \_\_\_\_\_  
(Address)

appoint \_\_\_\_\_  
(Proxy)

as my proxy for the General Meeting of CAV be held on

\_\_\_\_\_  
(Date)

and at any adjournment.

#### CHOOSE

My proxy can vote on my behalf for all resolutions at the above General Meeting.

#### OR

My proxy can vote for the resolutions listed below as indicated:

in favour of / against	detail of proposed resolution

Signed \_\_\_\_\_  
(Member)

Date: