***Constitution***

***(as of December 2016 as amended by special resolution of members on 26 March 2020)***

***Domestic Violence Victoria (DV Vic) Inc.***

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# Part 1 - NAME, OBJECTIVES and POWERS

# Name

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

# Purpose

* 1. DV Vic is the peak body for specialist family violence services in Victoria. We work from an intersectional feminist approach, informed by an understanding of the gendered nature of violence and with the interests of all victim survivors at the heart of everything we do. We apply a specialist lens across primary prevention, early intervention, response and recovery to:

* + 1. lead, influence and advocate for law reform, policy, practice and effective systems;
    2. build the capability of specialist and mainstream workforces and industries to prevent and respond to family violence and violence against women through:
       1. Design and delivery of specialist education, training and professional development
       2. Providing specialist practice leadership
       3. Leading statewide workforce and sector development activities;
    3. promote well-resourced, accessible and inclusive service provision and actively reflect the diversity of lived experience in our work; and
    4. provide cultural, social and community leadership to address the drivers of family violence and violence against women and promote the rights of all victim survivors to live free from violence.

# Guiding Principles

* 1. The following key principles will guide us in delivering on our purpose:
     1. we are an independent voice to effect sustainable and purposeful change;
     2. we are committed to gender equity;

* + 1. the principle of Aboriginal self-determination will inform how we work with Aboriginal Community Controlled Organisations and members of community;

* + 1. we will work for social transformation by addressing power, privilege and oppression; and
    2. our work:
       1. prioritises the safety of all people experiencing family violence, whilst recognising that it predominantly and disproportionately affects women, children and those facing multiple and intersecting forms of discrimination and disadvantage;
       2. ensures accountability of those who use violence, those who condone violence and the social norms, systems and institutions that enable a culture where family violence exists; and
       3. is informed by practice expertise, evidence and lived experience.

# Legal Capacity and Powers

* 1. DV Vic has:
     1. the legal capacity and powers of an individual; and
     2. all the powers of an incorporated body.
  2. DV Vic may only:
     1. exercise its powers; and
     2. use its income, assets and profit, consistent with its purpose, objectives and values.
  3. DV Vic must not distribute any of its profit, income or assets directly or indirectly to its members.
  4. Sub-clause [4.3](#_heading=h.4k668n3) does not prevent DV Vic from paying its members:
     1. reimbursement for expenses properly incurred by them in carrying out activities for or on behalf of DV Vic; and
     2. for goods and services supplied by them to DV Vic, if this is done in good faith on terms no more favourable than if the member were not a member.

# Participation of Members

DV Vic values the contribution of all members in the important issues of practice development, continuous quality improvement and policy. Participation and advice will be sought through a range of mechanisms. A wide range of opinions and robust debate will be welcomed in this process.

# Part 2 - MEMBERSHIP

# Eligibility

* 1. There are several classes of membership:
     1. (**Full Membership**) Full membership is open to organisations that provide a specialist response to victim survivors of family violence and which endorse the purpose and guiding principles of DV Vic and agree to adhere to Codes of Practice endorsed by the Board.

* + 1. (**Associate Membership**) Associate membership has two categories:
       1. **Category A**: individuals that endorse the purpose and guiding principles of DV Vic and who are:
          - engaged in specialist professional roles in response to family violence or the prevention of violence against women or family violence; and/or
          - students, researchers, academics, educators or practitioners with an interest in family violence and violence against women prevention or response; and
       2. **Category B**: organisations (including other peaks and non-specialist organisations) that endorse the purpose and guiding principles of DV Vic and have an interest in the work of DV Vic, including but not limited to those organisations who are:
          - prescribed by relevant family violence legislation;
          - involved in primary prevention activities; and/or
          - delivering education, training or professional development.

# The Board may determine that the membership of DV Vic should include one or more further classes, or categories of classes:

# in the case of a non-voting class or category, in their discretion; and

# in the case of a voting class or category, with approval by the members by a special resolution at a General Meeting,

# and the Board shall also determine the qualifications and criteria required for eligibility in those classes or categories of classes.

# Applications

Applications for membership must be:

* 1. in writing in a form approved by the Board and sent to DV Vic in accordance with clause [54,](#_heading=h.haapch) stating that the applicant:
     1. wishes to become a Full Member or Associate Member (Category A or Category B) of DV Vic;
     2. endorses the purpose and guiding principles of DV Vic;
     3. agrees to comply with the constitution of DV Vic; and
     4. in the case of applications for full membership, agrees to adhere to Codes of Practice as endorsed by the Board;
  2. if applicable, signed by two members of the applicant organisation and, if applicable, sealed with their organisation’s seal;
  3. if applying for Full Membership, accompanied by the applicant’s constitution or a public document which states the purpose and aims of the applicant's organisation; and
  4. for individuals or organisations applying for Associate Membership (Category A or B), accompanied by written documentation setting out the applicant’s interest in the purpose and guiding principles of DV Vic and a commitment to endorse the purpose guiding principles.

# Approval

* 1. Applications for membership must be tabled at a Board meeting and assessed by the Board against membership eligibility as detailed in clause [6.](#_heading=h.35nkun2)
  2. If the Board resolves to approve an application for membership, the CEO must ensure that, as soon as practicable:
     1. the applicant is notified in writing of the approval for membership; and
     2. prompt payment of the first year’s Membership Fees is requested from the applicant.
  3. The Secretary must ensure that, within 28 days after receipt of the amounts referred to in sub-clause [8.2](#_heading=h.3j2qqm3)(b), the applicant's name is entered in the register of members.
  4. An applicant for membership becomes a member and is entitled to exercise the rights of membership pertaining to the membership type when their name (individual or organisation) is entered in the register of members.

* 1. A right, privilege, or obligation of a person by reason of membership of DV Vic:
     1. is not capable of being transferred or transmitted to another person or organisation; and
     2. terminates upon the cessation of membership whether by death, resignation or otherwise, other than a right, privilege, or obligation of that person that had already accrued prior to the cessation of membership.

# Membership Fees

* 1. The Board must by resolution set the Membership Fees payable by members.
  2. The amount of the Membership Fees and the date for payment may vary according to criteria (including the class and (if relevant) category of membership as determined by the Board.

# Rights, Obligations and Liability

* 1. The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause [13.](#_heading=h.147n2zr)
  2. Members must at all times comply with this constitution and must support the purpose and guiding principles of DV Vic.
  3. Full Members must support the Codes of Practice endorsed by the Board from time to time.
  4. In accordance with section 46 of the Act, this constitution is an enforceable contract between DV Vic and each member.
  5. In accordance with section 52 of the Act, members are not liable to contribute to the debts and liabilities of DV Vic by reason only of their membership.
  6. Members agree to comply with DV Vic’s policy regarding confidential information (**Confidentiality Policy**), which the Board must set by resolution and make available on the DV Vic website. The Board may amend the Confidentiality Policy from time to time and make available such amended Confidentiality Policy on the DV Vic Website.
  7. Each Full Member must appoint a Representative in accordance with clause 20 who will exercise the Full Member's voting rights.
  8. In accordance with clause 25, Full Members are entitled to exercise one vote at general meetings and non-voting members (including Associate Members) are not entitled to vote at general meetings.

1. **Discipline**
   1. The Board may suspend or expel a member for:
      1. failing to comply with this constitution;
      2. causing a detriment to DV Vic; or
      3. in the reasonable opinion of the Board, failing to act in accordance with the purpose and guiding principles of DV Vic as outlined at clauses 2 and 3.

* 1. The Board must not pass a resolution under sub-clause [11.1](#_heading=h.3whwml4) unless the member has been:
     1. informed of what it is alleged the member has done; and
     2. given a reasonable opportunity to be heard by an unbiased decision-maker, to be appointed by the Board, who will determine the outcome of the Disciplinary Procedure.
  2. If the member exercises a right of appeal to DV Vic in a general meeting under this rule, the resolution of the Board under sub-clause [11.1](#_heading=h.3whwml4) does not take effect unless it is confirmed by DV Vic in accordance with sub-clause [11.10.](#_heading=h.1pxezwc)
  3. A meeting of the Board to pass a resolution under sub-clause [11.1](#_heading=h.3whwml4) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-clause [11.2.](#_heading=h.2bn6wsx)
  4. For the purposes of giving notice in accordance with sub-clause [11.2,](#_heading=h.2bn6wsx) the Chair must, as soon as practicable, cause to be given to the member a written notice:
     1. setting out the proposed resolution of the Board and the grounds on which it is based;
     2. stating that the member, or their representative, may address the Board;
     3. stating the date, place and time of the Board meeting;
     4. informing the member that they may do one or both of the following:
        1. attend the Board meeting;
        2. give to the Board before the date of the Board meeting a written statement; and
     5. informing the member that, if at the Board meeting, the Board passes the resolution, he or she may, not later than 48 hours after that meeting, give the Chair a notice to the effect that they wish to appeal to DV Vic in general meeting against the resolution.
  5. At a meeting of the Board to pass a resolution passed sub-clause [11.1,](#_heading=h.3whwml4) the Board must:
     1. give the member, or their representative, an opportunity to be heard; and
     2. give due consideration to any written statement submitted by the member.
  6. If at the Board meeting, the Board passes the resolution, the member may, not later than 48 hours after that meeting, give the Chair a notice to the effect that they wish to appeal to DV Vic in general meeting against the resolution.
  7. If the Chair receives a notice under sub-clause [11.7,](#_heading=h.qsh70q) the Chair must notify the Board and the Board must convene a general meeting of DV Vic to be held within 28 days after the date on which the Chair received the notice.
  8. At a general meeting of DV Vic convened under sub-clause [11.8:](#_heading=h.3as4poj)
     1. no business other than the question of the appeal may be conducted;
     2. the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
     3. the member, or his or her representative, must be given an opportunity to be heard; and
     4. the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
  9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members present in person, or by proxy, vote in favour of the resolution. In any other case, the resolution is revoked.
  10. DV Vic may not fine members.
  11. The Disciplinary Procedure set out in sub-clauses [11.1](#_heading=h.3whwml4) and [11.2](#_heading=h.2bn6wsx) is to be completed as soon as is reasonably practicable.

# Resignation

* 1. Members may resign by written notice to DV Vic.
  2. Members whose subscriptions are 6 months in arrears are taken to have resigned unless the Board expressly determines otherwise.
  3. After the expiry of the period referred to in sub-clause[12.2:](#_heading=h.2p2csry)
     1. the member ceases to be a member; and
     2. the Secretary must record in the register of members the date on which the member ceased to be a member.

# Cessation

* 1. Members cease to be members on resignation, expulsion or ceasing to have legal capacity.
  2. If a member ceases to be a member, the date of ceasing to be a member must be entered without delay in the register of members.

# Register of Members

* 1. The Secretary must ensure that a register is kept in which are entered:
     1. the name of each member (organisation or individual)
     2. the address for notices last given by the member;
     3. a current email address;
     4. the date of becoming a member;
     5. the class and (if relevant) category of each member - whether a Full Member, Associate Member or other class and/or category of member; and
     6. in the case of former members, the date of ceasing to be a member.
  2. The Secretary must ensure that:
     1. the date on which an individual or organisation ceases to be a member of DV Vic must be entered in the register within 14 days after that date; and
     2. information about an individual or organisation who is no longer a member of the association, other than the name of the individual or organisation and the date on which the individual or organisation ceased to be a member of DV Vic, must be removed from the register within 14 days after the individual or organisation ceases to be a member of DV Vic.

# Grievance Procedure

* 1. The grievance procedure set out in this clause applies to disputes under this constitution between:
     1. a member and another member, and
     2. a member and the Board of DV Vic.
  2. The parties must first attempt to resolve the dispute themselves within 4 weeks.
  3. If the parties are unable to resolve the dispute after 4 weeks, the matter must be referred to the ‘Dispute Settlement Centre of Victoria’ for mediation.
  4. Mediation of the dispute, including the appointment of the mediator, will be guided by the ‘Dispute Settlement Centre of Victoria’ policy.
  5. Under section 55(2) of the Act, a party may appoint another person to act on its behalf in the grievance procedure.
  6. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise in accordance with law.

# Part 3 – GENERAL MEETINGS

# Informal Members' Meetings

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

# Annual General Meeting

* 1. The Board must convene an Annual General Meeting within 5 months of the end of the financial year.
  2. The Ordinary Business of the Annual General Meeting is:
     1. to verify the minutes of:
        1. the last Annual General Meeting, and
        2. any Special General Meetings since the last Annual General Meeting;
     2. to consider the annual report on the activities of DV Vic, prepared by the CEO and Board;
     3. to consider the statement submitted to members containing particulars of DV Vic’s income, expenditure, assets, liabilities and other financial affairs for its last financial year in accordance with Part 7 of the Act;
     4. if clause [52](#_heading=h.2w5ecyt) (Audit) applies, to consider the audited accounts that accompany the statement referred to in (c) above; and
     5. to elect members to the Board in accordance with clause 36[.](#_heading=h.2lwamvv)
  3. No other business can be considered at an Annual General Meeting unless notice to consider that business has been given in accordance with clause [19.](#_heading=h.2grqrue)

# Special General Meetings

* 1. A Special General Meeting may be convened by:
     1. the Board, by passing a resolution to convene such meeting; or
     2. 25% or more of members entitled to vote, by notice signed by those members.
  2. Members can request by notice in writing to the Chair that any business be considered at a Special General Meeting.
  3. Any business to be considered at a Special General Meeting must be stated in the notice calling the meeting in accordance with clause [19.](#_heading=h.2grqrue)

# Notice of Special General Meetings and Annual General Meetings

* 1. At least 21 days notice in writing of Special General Meetings or Annual General Meetings must be given to each member.
  2. Notice of Special General Meetings and Annual General Meetings may be given to a member:
     1. by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
     2. by sending it to the electronic address (if any) nominated by the member; or
     3. by sending it to the member by other electronic means (if any) nominated by the member; or
     4. by any other means that reasonably requested by, and agreed with, that member from time to time.
  3. The notice must state:
     1. the date, time and place (or places) of the meeting;
     2. if the meeting is to be held at more than 1 place - the technology that will be used;
     3. the general nature of each item of business to be considered, including any business that any member has requested be considered; and
     4. if a special resolution is to be proposed:
        1. the proposed resolution; and
        2. that it is intended that the resolution be a special resolution.
  4. The notice must also include:
     1. a statement that each Full Member’s Representative may attend, speak and vote on their behalf in accordance with clause [20.3;](#_heading=h.1v1yuxt)
     2. a statement that each Associate Member may attend and speak but not vote; and
     3. a statement that:
        1. a Full Member may appoint a proxy to attend, speak and vote in accordance with clause [21;](#_heading=h.4f1mdlm) and
        2. the proxy must be a Full Member or a Representative.
  5. Despite sub-clause [19.1,](#_heading=h.vx1227) the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

# Representatives

* 1. For the purposes of Annual General Meetings and Special General Meetings, a Full Member must appoint a representative to exercise the Full Member's voting rights.
  2. The appointment of a Representative must be:
     1. in writing, naming the person to represent the Full Member; and
     2. provided to the Secretary.
  3. A Full Member may at any time and from time to time remove and replace a Representative by notice to the Secretary may exercise all the rights of the Full Member they represent at Annual General Meetings and Special General Meetings until removed.

# Proxies

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

# Use of Technology

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

# Quorum

* 1. The quorum at Annual General Meetings and Special General Meetings is twelve Full Members entitled to vote at the time.
  2. If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

# Facilitation

* 1. The Chair will act as the chair at Special General Meetings and Annual General Meetings.
  2. If the Chair is not able to be present, the Deputy Chair must act as the chair. If the Deputy Chair is not able to be present, the Board must resolve to appoint a person to chair the meeting.

# 

# Decision Making

* 1. Wherever possible, decisions at Special General Meetings or Annual General Meetings are to be made through consensus, that is, the agreement of all Full Members present.
  2. If a consensus cannot be achieved, the Chair must call for a vote.
  3. Each Full Member has one vote. Non-voting Members (including Associate Members) are not entitled to vote.
  4. Unless a poll is demanded:
     1. voting is by show of hands; and
     2. the declaration by the Chair of the result of a vote as recorded in the minutes is conclusive evidence of that result.
  5. If an equal number of votes are cast for and against a motion, the Chair must declare the motion lost.
  6. In accordance with section 64 of the Act, a special resolution is passed if (at the Annual General Meeting or Special General Meeting) not less than three quarters of the Full Members of DV Vic voting at the meeting, whether in person or by proxy in accordance with sub-clause [21,](#_heading=h.4f1mdlm) vote in favour of the resolution.
  7. Any member entitled to vote (including the Chair) may demand a poll before or immediately after the declaration of the result on a show of hands.
  8. The poll must be taken as directed by the Chair.

# Part 4 – THE BOARD

# Board for the Transition Period

# The Board for the Transition Period will have the same responsibilities and obligations as the Board during all other periods.

# The Board for the Transition Period must consist of:

# 7 DV Vic Appointees; and

# 6 DVRCV Appointees.

# The members of the Board for the Transition Period must be appointed with effect from the commencement of the Transition Period and, unless they resign, will serve for the duration of the Transition Period).

# Any members of the Board immediately prior to the Transition Period that are not appointed as members of the Board for the Transition Period must resign with effect from the commencement of the Transition Period.

* 1. The Board will appoint Board members to hold the Executive Positions of Chair, Deputy Chair, Treasurer, and Secretary for appointment during the Transition Period. The persons appointed to the positions of Deputy Chair and Treasurer during the Transition Period must be DVRCV Appointees. The persons appointed to the positions of Chair and Secretary during the Transition Period must be DV Vic Appointees.
  2. All members of the Board for the Transition Period are entitled to vote on resolutions of the board of DV Vic during the Transition Period.

# If a DVRCV Appointee resigns prior to the end of the Transition Period, the remaining DVRCV Appointees (acting by majority) may appoint a person that is acceptable to the Chair to fill the casual vacancy. Until a person appointed as a Director under this clause is re-elected at a general meeting of members of DV Vic, that Director is a “casual appointee”. A casual appointee is considered an elected Director and will hold office only until the conclusion of the next Annual General Meeting following his or her appointment under this clause and is then eligible to submit themselves for re-election. A casual appointee is not taken into account in determining the number of Board Members, if any, who are to retire by rotation at such meeting.

# Notwithstanding any other provision of this constitution, the following shall apply:

# this clause 26 only applies during the Transition Period;

# subject to clause 26.4, the Transition Period shall be considered a term for the purposes of clause 26 for the Board for the Transition Period;

# the Board for the Transition Period shall consist of appointed members only (as per the Merger Booklet), and no Co-opted Members may be appointed to the Board during the Transition Period;

# 

# all clauses of this constitution shall apply during the Transition Period except for the following clauses which shall not apply during the Transition Period:

# 27.4;

# 28.3;

# 28.4;

# 28.5;

# 28.6;

# 29;

# 36;

# 37.1;

# 37.6.

# Powers and Responsibility

* 1. The Board is responsible for managing the affairs and strategic directions and overseeing the legal and financial responsibilities of DV Vic. This includes responsibility for managing the funds of DV Vic as provided in clause [50.](#_heading=h.3hv69ve)
  2. As part of its management responsibility, at the end of each financial year, the Board must report on all the activities undertaken by the Board during the financial year in an annual report and staff will report on all other activities, to be tabled at each Annual General Meeting.
  3. The Board may exercise all the powers of DV Vic on its behalf.
  4. The Board may determine to co-opt persons with identified particular skills and knowledge for the purpose of assisting the Board to carry out its functions and will ensure that it always has at least one member with specialist expertise in education and training, and one member with specialist expertise in the prevention of violence against women and will, whenever necessary, use the option to co-opt members to assure these skillsets at the Board level subject to clause 28.1(a).

# Composition of the Board

* 1. The Board consists of elected and Co-opted Members who are entitled to vote.
  2. The number of members of the Board will be as determined by the Board from time to time but will not:
     1. be less than 6 or greater than 13 in number; and
     2. be less than the number in office at the time of such determination.
  3. Subject to the requirements of this constitution, the Board will from time to time appoint Board Members to hold the Executive Positions of:
     1. Chair;
     2. Deputy Chair;
     3. Secretary; and
     4. Treasurer.
  4. The Executive Positions can be comprised of either elected or Co-opted Members, subject to the following exceptions:
     1. the Deputy Chair must be an elected member;
     2. no person who identifies as male Board members are entitled to hold the Executive Positions;
     3. at all times, at least two Executive Positions must be held by elected Board Members.
  5. The ratio of Co-opted Members to elected members cannot exceed 50 (co-opted)/ 50 (elected) at any given time.
  6. For the avoidance of doubt, if an elected person ceases to be an elected member of the Board, and this results in the ratio of Co-opted Members to elected members exceeding 50/50, within 14 days:
     1. a new elected member must be appointed to the Board in accordance with clause [30.6;](#_heading=h.2zbgiuw) or
     2. a Co-opted Member must be removed from the Board. If a Co-opted Member does not voluntarily resign from the Board, the Co-opted Member to be removed from the Board will be decided by a vote of the elected members of the Board.
  7. The person appointed Secretary (under clauses 27.2 or 26.5) must be over 18 and must live in Australia. If the Secretary stops living in Australia they cannot remain Secretary.
  8. If the person appointed Secretary (under clauses 27.2 or 26.5) stops being Secretary, the Board must appoint a new Secretary within 14 days.

# Co-opted Members

* 1. Persons co-opted by the Board may attend and participate in Board meetings and are entitled to vote at those meetings.
  2. People who identify as male are entitled to be Co-Opted Members if they satisfy the criteria set out in the Nomination Policy. A maximum of two people who identify as male can be Co-opted Members. For the avoidance of doubt, people who identify as male cannot hold elected Executive Positions on the Board.
  3. Co-opted Members must sign a declaration in a form approved by the Board that they will comply with DV Vic’s Constitution and code of conduct.
  4. Co-opted Members will have a two year term of office from the time they are appointed to the Board, unless a shorter period is agreed with that Co-opted Member at the time of their appointment.

# Delegation

# The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:

# this power of delegation; or

# a duty imposed on the Board by the Act or any other law.

# The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

# The Board may, in writing, revoke a delegation wholly or in part.

# The Chair and Deputy Chair

# Subject to clause 31.2, the Chair or, in the Chair's absence, the Deputy Chair is the chairperson for any General Meetings and for any Board meetings.

# If the Chair and the Deputy Chair are both absent, or are unable to preside, the chairperson of the General Meeting must be a Member elected by the other Members present.

# The role of the Chair is to:

# chair Board meetings;

# convene General Meetings of DV Vic in accordance with this constitution;

# ensure that conflict resolution and grievance procedures of DV Vic are followed;

# act as the contact person for DV Vic in the event of industrial disputes;

# provide support to the CEO where reasonably required; and

# provide opportunities for consultation in relation to the application of DV Vic's finances.

# The role of the Deputy Chair is to:

# act in the place of the Chair when the Chair is unavailable to do so (whether for reasons of absence, conflict of interest or other reason); and

# assist the Chair in performing their role as set out in clause 31.3 above.

1. **The Treasurer**
   1. The Treasurer must undertake, or appropriately delegate the undertaking of, each of the following:
      1. receive all moneys paid to or received by DV Vic and issue receipts for those moneys in the name of DV Vic; and
      2. ensure that all moneys received are paid into the account of DV Vic within a reasonable time after receipt; and
      3. make any payments authorised by the Board or by a General Meeting of DV Vic from DV Vic's funds; and
      4. ensure cheques are signed by at least 2 Board members.
   2. The Treasurer must:
      1. ensure that the financial records of DV Vic are kept in accordance with the Act; and
      2. coordinate the preparation of the financial statements of DV Vic and their certification by the Board prior to their submission to the annual General Meeting of DV Vic.
   3. The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of DV Vic.
2. **The Secretary**
   1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
   2. The Secretary must undertake, or appropriately delegate the undertaking of, each of the following:
      1. maintain the register of members in accordance with clause 14; and
      2. except for the financial records, keep custody of all books, documents and securities of DV Vic in accordance with clause 47; and
      3. subject to the Act and this constitution, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
      4. perform any other duty or function imposed on the Secretary by this constitution.
   3. The Secretary must give to the Registrar notice of their appointment within 14 days after their appointment.

# Board Observers

# The Board may appoint Board Observers from time to time. Board Observers will not be members of the Board but may at the discretion of the Chair attend meetings of the Board.

# Participation in the meeting by a Board Observer will be at the discretion of the Chair of the meeting.

# CEO

# The Board must appoint a CEO. The CEO may be a Board Observer (except in camera sessions at the discretion of the Chair), but not be a member of the Board.

# Election of Board Members

* 1. The Board must, by resolution, set a policy in respect of the procedure for the nomination and election of Board members which will be published on DV Vic’s website within 14 days of the resolution being passed (**Nomination Policy**). The Board may amend the Nomination Policy from time to time and make available such amended Nomination Policy on the DV Vic Website.
  2. Notwithstanding clause 36.1, only Representatives of Full Members are eligible to be elected to the Board.
  3. If the Chair or the governance subcommittee (whichever is applicable under the Nomination Policy) determines that a nominee does not satisfy the requirements of the policy, then that person is not eligible to be a Candidate.
  4. Each Annual General Meeting must elect, from the Candidates, members of the Board referred to in clause [28.](#_heading=h.1mrcu09)
  5. Nominations can be made by any Full Member entitled to vote at the Annual General Meeting.
  6. Full Members may nominate their Representative to be elected to the Board.
  7. Nominations must be prepared and submitted in accordance with the Nomination Policy.
  8. If the number of Candidates are less than the number of Board positions available as at the date of the Annual General Meeting, the Chair may call for Candidates from the Representatives present at the Annual General Meeting.
  9. If the number of Candidates are equal to the number of Board positions as at the date of the Annual General Meeting, the Chair must declare those Candidates elected.
  10. If more nominations are received than the number of Board positions available as at the date of the Annual General Meeting, the Chair must appoint a returning officer to conduct a secret ballot, using the Preferential System of Voting:
      1. Each Full Member present and entitled to vote at the meeting must be given a ballot paper.
      2. The returning officer must declare elected the candidates who receive the most votes.

# Terms of Office

* 1. Each Elected member of the Board finishes their time on the Board at the second AGM after they were appointed (their term is up to a period of two years).

* 1. Members of the Board whose term has expired or who have resigned may submit themselves for re-election again for a maximum of three consecutive terms.
  2. Members of the Board may resign by written notice to the Chair.
  3. Elected members of the Board cease to be members of the Board if they or the Full Member that nominated them ceases to be a Full Member of DV Vic.
  4. The Board may remove any member of the Board who has failed to attend three consecutive meetings of the Board without reasonable excuse.
  5. The Board may appoint a representative of a Full Member to fill vacancies in its membership, including:
     1. vacancies in the members of the Board to be elected at the Annual General Meeting where insufficient nominations are received to fill all positions;
     2. vacancies arising under sub-clause [37.5;](#_heading=h.40ew0vw) and
     3. when a Board member resigns.

Any person so appointed automatically retires at the next Annual General Meeting and is eligible for election at that Annual General Meeting.

* 1. The Board may continue to act despite any vacancy in its membership.

# Duties

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

# Indemnity

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

# Part 5 – BOARD MEETINGS

# Convening

* 1. A meeting of the Board may be convened:
     1. during the Transition Period, by the Chair or at least 2 DV Vic Appointees and at least 2 DVRCV Appointees (acting collectively); and
     2. outside of the Transition Period, by the Chair or any other 3 members of the Board.
  2. Meetings of the Board must be held at least 6 times each year.
  3. At its first meeting after the Annual General Meeting, the Board must set the dates, times and places of the meetings of the Board to be held until the next Annual General Meeting.
  4. The Board may change the dates, times and places of the meetings scheduled to be held.

# Notice

* 1. Notice of each meeting of the Board must be given in writing to each member of the Board at least 7 days before that meeting, subject to sub-clause [41.4.](#_heading=h.4bvk7pj)
  2. Notice may be given of more than 1 meeting at the same time.
  3. The notice must include the date, time and place (or places) of the meeting (or meetings), and the business to be considered.
  4. In cases of urgency, a meeting may be held without the notice required by sub- clause [41.1,](#_heading=h.1rvwp1q) provided that notice of the meeting is given as soon as practicable and by the fastest possible means.

# Use of Technology

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

# Quorum

# The quorum for meetings of the Board is:

# during the Transition Period, the Chair, at least two other DV Vic Appointees and at least two DVRCV Appointees; and

# outside of the Transition Period, 50% of board members plus one.

# Facilitation

* 1. The Chair is responsible for chairing meetings of the Board.
  2. The Chair of the meeting has a deliberative vote but does not have a casting vote.

# Decision Making Consensus and Voting

* 1. Wherever possible, decisions of the Board are to be made through consensus, that is, by the agreement of all board members present and entitled to vote.
  2. If a consensus cannot be achieved, the Chair must call for a vote.
  3. Each member of the Board (whether elected or co-opted) present at the meeting has one vote and a resolution of the Board must be passed by a majority of the members present and entitled to vote on the resolution.
  4. Unless a written poll is demanded:
     1. voting is by show of hands; and
     2. the declaration by the Chair of the result of a vote as recorded in the minutes is conclusive evidence of that result.
  5. If an equal number of votes are cast for and against a resolution, the Chair of the meeting must declare the resolution lost.

# Disclosure of Interest

* 1. In accordance with sections 80 and 81 of the Act, members of the Board who have a material personal interest in a matter being considered at a Board meeting must:
     1. disclose the nature and extent of their interest to the Board as soon as the member becomes aware of their interest in the matter:
        1. at the next general meeting of the association; and
     2. not be present while the matter is being considered, or vote on the matter.
  2. Sub-clause 46[.1](#_heading=h.34g0dwd) does not apply to personal interests that:
     1. exist only because the member:
        1. is an employee of the association; or
        2. belongs to a class of persons for whose benefit the association is established; or
     2. the member has in common with all, or a substantial proportion of, the members of the association.

# Resolutions without meetings

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

# Part 6 – FINANCIAL AND LEGAL

# Source of Funds

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

# Financial year

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

# Management of funds

* 1. The Board is responsible for the management of the funds of DV Vic.
  2. In accordance with section 89 of the Act, DV Vic must keep financial records that:
     1. correctly record and explain its transactions and financial position and performance; and
     2. would enable true and fair financial statements to be prepared in accordance with Part 7 of the Act.
  3. All money received by or on behalf of DV Vic must be deposited without delay into a bank account in the name of DV Vic.

# Payments and Cheques

* 1. All payments must be authorised by two persons nominated by the Board.
  2. The Board may nominate a list of individuals or positions to be authorised for the purpose of sub-clause 51[.1.](#_heading=h.4h042r0)
  3. Authorised persons must not sign cheques until the payee and amount have been written in.

# Audit

* 1. The Board will appoint an auditor who will be a member of a recognised association/ institution of accountants, and will not be a member (full or associate) of DV Vic.
  2. The Board will arrange for the accounts for the last financial year to be audited in accordance with section 99 of the Act, and to be submitted to the Annual General Meeting in accordance with sub-clause 17.2(d).

# Records

* 1. All DV Vic records shall be kept at the DV Vic registered address or such suitable location(s) approved by the Board from time to time.
  2. The Secretary must provide for the safe keeping of the records of DV Vic.
  3. The Secretary must ensure that copies of this constitution are freely available to members and applicants for membership.

# Custody and inspection of records

* 1. Members may request to inspect, free of charge at DV Vic’s registered office with reasonable notice:
     1. the register of members;
     2. the minutes of general meetings; and
     3. subject to sub-clause [54.2,](#_heading=h.2afmg28) the records of DV Vic, including the minutes of Board meetings.
  2. At the discretion of DV Vic, items for inspection may be provided electronically.
  3. The Board may refuse to permit a member to inspect records of DV Vic that relate to confidential, personal, employment, educational, commercial or legal matters or where to do so may be prejudicial to the interests of DV Vic.
  4. The Board must on request make electronic copies of this constitution available to members and applicants for membership free of charge.

# Minutes

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

# Common Seal

* 1. In accordance with section 23(1) (a) of the Act, the name of DV Vic must appear in legible characters on its common seal.
  2. A document may only be sealed with the common seal of DV Vic if authorised by the Board.
  3. The sealing must be witnessed by the signatures of 2 members of the Board.
  4. The Board may nominate a list of individuals or positions to be signatories for the purpose of sub-clause [56.3](#_heading=h.1opuj5n)
  5. The Board must provide for the safe keeping of the common seal of DV Vic.

# Registered Address

* 1. The Board must nominate the registered address of DV Vic.
  2. Under section 28(3) of the Act, the Secretary must notify the Registrar within 14 days of any change of registered address.

# Amendment of constitution

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

# Winding Up

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

# Notification to the ATO

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

# Notices

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

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

Email address: admin[@dvvic.org.au](mailto:admin@dvvic.org.au)

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

* 1. Members must give DV Vic their contact details (email address and phone number) for notices, and advise of any change in those details.
  2. DV Vic must enter any change in the contact details of a member in the register of members.
  3. Notices to members must be in writing and sent by post or email using the member’s contact details last given by the member.
  4. In this constitution, a period of notice of a meeting expressed in days:
     1. includes the day on which the notice is given; but
     2. does not include the day on which the meeting is held.
  5. Notices sent by prepaid post are taken to have been given on the second business day after posting.
  6. Notices sent by email are taken to have been given on the business day after sending.

# Part 7 – INTERPRETATION

# Definitions

* 1. In this constitution, unless the contrary intention appears:
     1. “**2021 AGM**” means the first Annual General Meeting held by DV Vic following the conclusion of the 2021 financial year;

* + 1. "**Act**" means the Associations Incorporation Reform Act 2012 (Victoria);
    2. “**Annual General Meeting**” means a meeting convened in accordance with clause [17;](#_heading=h.1hmsyys)
    3. “**Associate Member**” means an organisation which or individual who becomes an associate member under sub-clause [6.2;](#_heading=h.44sinio)
    4. "**Board**" means the Board of DV Vic;
    5. “**Board Observer**” means a person nominated by the Board as a board observer from time to time;
    6. “**Board member**” means either a co-opted or full member of the board of DV Vic;
    7. **“Candidate**” means a candidate nominated for election to the Board, to be determined in accordance with the DV Vic’s Nomination Policy.
    8. "**CEO**" means the Chief Executive Officer of DV Vic appointed by the Board;
    9. "**Chair**" means the chairperson of DV Vic as elected by the Board;
    10. **“Co-opted Member**” means a person co-opted to the Board in accordance with clause 29;
    11. “**Disciplinary Procedure**” means the procedure set out in sub-clauses

11.1 and 11.2;

* + 1. "**DV Vic**" means Domestic Violence Victoria (DV Vic) Inc.;
    2. “**DV Vic Appointee**” means each member of the Board for the Transition Period identified as a “DV Vic Appointee” in the Merger Booklet;
    3. “**DVRCV**” means Domestic Violence Resource Centre Victoria Inc. (ABN 31 202 397 579);
    4. “**DVRCV Appointee**” means each member of the Board for the Transition identified as a “DVRCV Appointee” in the Merger Booklet;
    5. “**Executive Position**” means the positions on the Board of CEO, Chair, Deputy Chair Secretary and Treasurer;
    6. "**Full Member**" means an organisation which becomes a full member of DV Vic under clause [6.1;](#_heading=h.1ksv4uv)
    7. “**Board for the Transition Period**” means the Board identified as the “Board for the Transition Period” in the Merger Booklet;
    8. “**Membership Fees**” means the fees set by the Board to be paid by members annually pursuant to clause [9;](#_heading=h.1y810tw)
    9. “**Merger Booklet**” means the document titled ‘Merger Booklet’ that was provided to Members together with the notice of meeting relating to the Special General Meeting held on 26 March 2020;
    10. “**Preferential System of Voting**” means;
        1. all candidates are listed in alphabetical order on the ballot paper;
        2. voters are required to allocate a number to each candidate in ascending order, 1 indicating the most preferred candidate, 2 for their second preference and so on;
        3. if a candidate has a clear majority on the basis of 1st preferences then she is elected to the position;
        4. if there is a tie after the counting of the first preferences, second preferences are counted; and
        5. third and subsequent preferences are only counted until the tie is resolved;
    11. “**Purpose and guiding principles of DV Vic**” means the purpose and guiding principles articulated at clauses 2 and 3;
    12. "**Registrar**" means the Registrar of Incorporated Associations under the Act;
    13. “**Representative**” means a person appointed by a Full Member to represent them at Annual General Meetings and Special General Meetings in accordance with clause [20;](#_heading=h.3fwokq0)
    14. "**Secretary**" means the secretary of DV Vic as elected by the Board;
    15. “**Special General Meeting**” means a meeting convened in accordance with clause 18[;](#_heading=h.41mghml) and
    16. “**Transition Period**” means the period:
        1. commencing on the date on which the amendments to this Constitution approved at a Special General Meeting on 26 March 2020 have been approved by the Registrar as required under the Act; and
        2. ending on the date of the 2021 AGM.
  1. **Rules**

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