

Constitution

*(as of November 2023 as amended by special
resolution of members on 15 November 2023)*

Safe and Equal Inc.

Contents

Part 1 - NAME, OBJECTIVES and POWERS	5
1. Name	5
2. Purpose	5
3. Guiding Principles	6
4. Legal Capacity and Powers	7
5. Participation of Members	8
Part 2 - MEMBERSHIP	8
6. Eligibility.....	8
7. Applications	9
8. Approval	10
9. Membership Fees	11
10. Rights, Obligations and Liability.....	11
12. Resignation	14
13. Cessation	14
14. Register of Members	14
15. Grievance Procedure.....	15
Part 3 – GENERAL MEETINGS.....	16
16. Informal Members' Meetings	16
17. Annual General Meeting.....	16
18. Special General Meetings	17
19. Notice of Special General Meetings and Annual General Meetings	18
20. Representatives	19
21. Proxies	19
22. Use of Technology	20
23. Quorum	20
24. Facilitation	20
25. Decision Making	20
Part 4 – THE BOARD.....	21
26. Powers and Responsibility.....	21
27. Composition of the Board	22
28. Appointed members of the Board	23
29. Delegation	24

30.	The Chair and Deputy Chair	24
31.	The Treasurer.....	25
32.	The Secretary.....	26
33.	Board Observers	26
34.	CEO	27
35.	Election of Board members	27
36.	Terms of Office.....	28
37.	Duties.....	29
38.	Indemnity.....	29
Part 5 – BOARD MEETINGS		30
39.	Convening	30
40.	Notice	30
41.	Proxies	30
42.	Use of Technology	31
43.	Quorum	31
44.	Facilitation	31
45.	Decision Making Consensus and Voting.....	32
46.	Disclosure of Interest.....	32
47.	Resolutions without meetings	33
Part 6 – FINANCIAL AND LEGAL		33
48.	Source of Funds	33
49.	Financial year	33
50.	Management of funds.....	33
51.	Payments and Cheques	34
52.	Audit.....	34
53.	Records.....	34
54.	Custody and inspection of records.....	34
55.	Minutes.....	35
56.	Common Seal.....	35
57.	Registered Address	35
58.	Amendment of constitution	36
59.	Winding Up.....	36
60.	Notices	37
61.	Transitional Arrangements.....	38

Part 7 – INTERPRETATION	38
62. Definitions	38

Part 1 - NAME, OBJECTIVES and POWERS

1. Name

The name of the incorporated association is "Safe and Equal Inc".

2. Purpose

- 2.1 Safe and Equal is the peak body for specialist family violence organisations 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 and the inter-connections between them.
- 2.2 The purposes of Safe and Equal are to:
- (a) build the capability of specialist and mainstream workforces and industries to prevent and respond to family violence and gender-based violence through:
 - (i) design and delivery of specialist education, Vocational Education and Training and other non-accredited training and professional development;
 - (ii) informing public policy, system and legal reform and research related to family violence and gender-based violence;
 - (iii) providing specialist practice leadership;
 - (iv) leading statewide workforce and sector development activities; and
 - (v) developing accessible and inclusive resources and information to support service access and knowledge of the issues of family and gender-based violence;
 - (b) promote well-resourced, accessible and inclusive service provision and actively reflect the diversity of lived experience in our work;
 - (c) be a public benevolent institution for the relief of all people experiencing, recovering from, or at risk of, family violence; and

- (d) provide cultural, social and community leadership to address the drivers of family violence and gender-based violence.

3. **Guiding Principles**

- 3.1 As the peak organisation, we advocate on behalf of and represent specialist family violence organisations so that we contribute to a society that is free from family and gender-based violence. The interests of all people experiencing, recovering from, or at risk of, family violence is at the heart of everything we do.
- 3.2 We recognise the gendered nature of violence in our society, and the multiple intersecting forms of power and oppression which can overlap and compound the impact of violence. Our expertise can contribute to a society where all people impacted by family and gender-based violence are safe, thriving and respected. We also work closely with other organisations that aim to end these forms of violence.
- 3.3 We support the leadership of victim-survivors to amplify their voices and create change.
- 3.4 We are committed to being an independent voice to effect sustainable and purposeful systemic and social change.
- 3.5 Intersectional feminism is at the foundation of who we are and how we work; it is the primary framework we use to deepen our understanding of the family violence evidence base, build coalitions and partnerships, and engage in critical reflection. We will advocate for and lead the development of an accessible, inclusive and equitable service system to meet the needs of all people experiencing multiple and intersecting forms of oppression and discrimination.
- 3.6 We are committed to the principle of Aboriginal self-determination. We work towards strong relationships with Aboriginal Community Controlled Organisations, Elders and communities. We will work with and learn from them, and respect community-led solutions. We will build our understanding of the impact of colonisation and other forms of discrimination and use this to strengthen cultural safety across the family violence service system.
- 3.7 We recognise the special needs of children and young people affected by family violence, and work to strengthen systemic responses to prioritise their safety and well-being.

- 3.8 Our work aims to reinforce the accountability of those who use violence and those who condone violence, and to change the social norms, systems and institutions that enable a culture where family and gender-based violence exists.
- 3.9 We aim for everything we do to be socially transformative by addressing power, privilege and oppression.
- 3.10 We are ultimately accountable to victim survivors of family violence and those victims of family violence who did not survive. Our work is fundamentally shaped by their voices. We prioritise the safety, well-being and agency of victim-survivors in all that we do. Our work aims to promote flexible service responses that support them to achieve autonomy and empowerment.
- 3.11 Our work is both evidence-informed and evidence-building, including evidence which is drawn from practice and lived experience.
- 3.12 We work with others to achieve coordinated multi-agency responses to benefit victim-survivors.

4. Legal Capacity and Powers

- 4.1 Safe and Equal has:
 - (a) the legal capacity and powers of an individual; and
 - (b) all the powers of an incorporated body.
- 4.2 Safe and Equal may only:
 - (a) exercise its powers; and
 - (b) use its income, assets and profit, consistent with its purpose, objectives and values.
- 4.3 Subject to rule 30.5, Safe and Equal must not distribute any of its profit, income or assets directly or indirectly to its members.
- 4.4 Sub-clause 4.3 does not prevent Safe and Equal from paying its members:
 - (a) reimbursement for expenses properly incurred by them in

carrying out activities for or on behalf of Safe and Equal; and

- (b) for goods and services supplied by them to Safe and Equal, if this is done in good faith on terms no more favourable than if the member were not a member.

5. Participation of Members

Safe and Equal 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

6. Eligibility

6.1 There are several classes of membership:

- (a) **(Full Membership)** Full membership is open to organisations that:
 - (i) specialise in family violence prevention, early intervention, response and recovery; and
 - (ii) deliver funded programs in one or more of these areas; and
 - (iii) endorse the purpose and guiding principles of Safe and Equal; and agree to adhere to relevant Codes of Practice and quality standards, as endorsed by the Board.
- (b) **(Associate Membership)** Associate membership has two categories:
 - (i) **Category A:** individuals that endorse the purpose and guiding principles of Safe and Equal and who are:
 - engaged in specialist professional roles in family violence prevention, early intervention, response or recovery; and/or
 - students, researchers, academics, educators or practitioners with an interest in preventing or responding to family violence and violence against women; and
 - (ii) **Category B:** organisations (including other peak and non-specialist organisations) that endorse the purpose and guiding principles of Safe and Equal and have an

interest in the work of Safe and Equal, including but not limited to those organisations who are:

- prescribed by relevant family violence legislation;
- involved in primary prevention activities; and/or
- involved in delivering education, training or professional development.

6.2 The Board may determine that the membership of Safe and Equal should include one or more further classes, or categories of classes:

- (a) in the case of a non-voting class or category, in their discretion; and
- (b) in the case of a voting class or category, with approval by the members by a special resolution at a General Meeting,
- (c) and the Board shall also determine the qualifications and criteria required for eligibility in those classes or categories of classes.

7. Applications

Applications for membership must be:

- 7.1 in writing in a form approved by the Board and sent to Safe and Equal in accordance with clause 60, stating that the applicant:
 - (a) wishes to become a Full Member or Associate Member (Category A or Category B) of Safe and Equal;
 - (b) endorses the purpose and guiding principles of Safe and Equal;
 - (c) agrees to comply with the constitution of Safe and Equal; and
 - (d) in the case of applications for Full Membership, agrees to adhere to Codes of Practice as endorsed by the Board;
- 7.2 if applicable, signed by two members of the applicant organisation and, if applicable, sealed with their organisation's seal;
- 7.3 if applying for Full Membership, accompanied by the applicant's constitution or a public document which states the purpose and aims of

the applicant's organisation; and

- 7.4 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 Safe and Equal and a commitment to endorse the purpose and guiding principles.

8. Approval

- 8.1 Applications for membership must be tabled at a Board meeting and assessed by the Board against membership eligibility as detailed in clause 6.
- 8.2 If the Board resolves to approve an application for membership, the CEO must ensure that, as soon as practicable:
- (a) the applicant is notified in writing of the approval for membership; and
 - (b) prompt payment of the first year's Membership Fees is requested from the applicant.
- 8.3 The Secretary must ensure that, within 28 days after receipt of the amounts referred to in sub-clause 8.2(b), the applicant's name is entered in the register of members.
- 8.4 An applicant for membership becomes a member and is entitled to exercise the rights of membership pertaining to the membership type when their name (individual or organisation) is entered in the register of members.
- 8.5 A right, privilege, or obligation of a person by reason of membership of Safe and Equal:
- (a) is not capable of being transferred or transmitted to another person or organisation; and
 - (b) terminates upon the cessation of membership whether by death, winding up, dissolution or deregistration (for an incorporated member), resignation or otherwise, other than a right, privilege, or obligation of that person that had already accrued prior to the cessation of membership.

9. Membership Fees

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

10. Rights, Obligations and Liability

- 10.1 The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 13.
- 10.2 Members must at all times comply with this constitution and must support the purpose and guiding principles of Safe and Equal.
- 10.3 Full Members must support the Codes of Practice endorsed by the Board from time to time.
- 10.4 In accordance with section 46 of the Act, this constitution is an enforceable contract between Safe and Equal and each member.
- 10.5 In accordance with section 52 of the Act, members are not liable to contribute to the debts and liabilities of Safe and Equal by reason only of their membership.
- 10.6 Members agree to comply with Safe and Equal's policy regarding confidential information (**Confidentiality Policy**), which the Board must set by resolution and make available on the Safe and Equal website. The Board may amend the Confidentiality Policy from time to time and make available such amended Confidentiality Policy on the Safe and Equal Website.
- 10.7 Each Full Member must appoint a Representative in accordance with clause 20 who will exercise the Full Member's voting rights.
- 10.8 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.

11. **Discipline**

- 11.1 The Board may suspend or expel a member for:
- (a) failing to comply with this constitution;
 - (b) causing a detriment to Safe and Equal; or
 - (c) in the reasonable opinion of the Board, failing to act in accordance with the purpose and guiding principles of Safe and Equal as outlined at clauses 2 and 3.
- 11.2 The Board must not pass a resolution under sub-clause 11.1 unless the member has been:
- (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard by an unbiased decision-maker, to be appointed by the Board, who will determine the outcome of the Disciplinary Procedure.
- 11.3 If the member exercises a right of appeal to Safe and Equal in a general meeting under this rule, the resolution of the Board under sub-clause 11.1 does not take effect unless it is confirmed by Safe and Equal in accordance with sub-clause 11.10.
- 11.4 A meeting of the Board to pass a resolution under sub-clause 11.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-clause 11.2.
- 11.5 For the purposes of giving notice in accordance with sub-clause 11.2, the Chair must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the proposed resolution of the Board and the grounds on which it is based;
 - (b) stating that the member, or their representative, may address the Board;
 - (c) stating the date, place and time of the Board meeting;
 - (d) informing the member that they may do one or both of the following:

- (i) attend the Board meeting;
 - (ii) give to the Board before the date of the Board meeting a written statement; and
 - (e) informing the member that, if at the Board meeting, the Board passes the resolution, he or she may, not later than 48 hours after that meeting, give the Chair a notice to the effect that they wish to appeal to Safe and Equal in general meeting against the resolution.
- 11.6 At a meeting of the Board to pass a resolution passed sub-clause 11.1, the Board must:
- (a) give the member, or their representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member.
- 11.7 If at the Board meeting, the Board passes the resolution, the member may, not later than 48 hours after that meeting, give the Chair a notice to the effect that they wish to appeal to Safe and Equal in general meeting against the resolution.
- 11.8 If the Chair receives a notice under sub-clause 11.7, the Chair must notify the Board and the Board must convene a general meeting of Safe and Equal to be held within 28 days after the date on which the Chair received the notice.
- 11.9 At a general meeting of Safe and Equal convened under sub-clause 11.8:
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or

revoked.

- 11.10 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members present in person, or by proxy, vote in favour of the resolution. In any other case, the resolution is revoked.
- 11.11 Safe and Equal may not fine members.
- 11.12 The Disciplinary Procedure set out in sub-clauses 11.1 and 11.2 is to be completed as soon as is reasonably practicable.

12. Resignation

- 12.1 Members may resign by written notice to Safe and Equal.
- 12.2 Members whose subscriptions are 6 months in arrears are taken to have resigned unless the Board expressly determines otherwise.
- 12.3 After the expiry of the period referred to in sub-clause 12.2:
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

13. Cessation

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

14. Register of Members

- 14.1 The Secretary must ensure that a register is kept in which are entered:
 - (a) the name of each member (organisation or individual)
 - (b) the address for notices last given by the member;
 - (c) a current email address;

- (d) the date of becoming a member;
- (e) the class and (if relevant) category of each member - whether a Full Member, Associate Member or other class and/or category of member; and
- (f) in the case of former members, the date of ceasing to be a member.

14.2 The Secretary must ensure that:

- (a) the date on which an individual or organisation ceases to be a member of Safe and Equal must be entered in the register within 14 days after that date; and
- (b) 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 Safe and Equal, must be removed from the register within 14 days after the individual or organisation ceases to be a member of Safe and Equal.

15. **Grievance Procedure**

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

- (a) a member and another member, and
- (b) a member and the Board of Safe and Equal.

15.2 The parties must first attempt to resolve the dispute themselves within 4 weeks.

15.3 If the parties are unable to resolve the dispute after 4 weeks, the matter must be referred to the 'Dispute Settlement Centre of Victoria' for mediation.

15.4 Mediation of the dispute, including the appointment of the mediator, will be guided by the 'Dispute Settlement Centre of Victoria' policy.

- 15.5 Under section 55(2) of the Act, a party may appoint another person to act on its behalf in the grievance procedure.
- 15.6 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise in accordance with law.

Part 3 – GENERAL MEETINGS

16. Informal Members' Meetings

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

17. Annual General Meeting

- 17.1 The Board must convene an Annual General Meeting within 5 months of the end of the financial year.
- 17.2 The ordinary business of the Annual General Meeting is:

- (a) to verify the minutes of:
 - (i) the last Annual General Meeting, and
 - (ii) any Special General Meetings since the last Annual General Meeting;
 - (b) to consider the annual report on the activities of Safe and Equal, prepared by the CEO and Board;
 - (c) to consider the statement submitted to members containing particulars of Safe and Equal's income, expenditure, assets, liabilities and other financial affairs for its last financial year in accordance with Part 7 of the Act;
 - (d) if clause 52 (Audit) applies, to consider the audited accounts that accompany the statement referred to in (c) above; and
 - (e) to elect members to the Board in accordance with clause 35.
- 17.3 No other business can be considered at an Annual General Meeting unless notice to consider that business has been given in accordance with clause 19.

18. Special General Meetings

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

19. Notice of Special General Meetings and Annual General Meetings

- 19.1 At least 21 days' notice in writing of Special General Meetings or Annual General Meetings must be given to each member.
- 19.2 Notice of Special General Meetings and Annual General Meetings may be given to a member:
- (a) 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
 - (b) by sending it to the electronic address (if any) nominated by the member; or
 - (c) by sending it to the member by other electronic means (if any) nominated by the member; or
 - (d) by any other means that reasonably requested by, and agreed with, that member from time to time.
- 19.3 The notice must state:
- (a) the date, time and place (or places) of the meeting;
 - (b) if the meeting is to be held at more than 1 place - the technology that will be used;
 - (c) the general nature of each item of business to be considered, including any business that any member has requested be considered; and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution; and
 - (ii) that it is intended that the resolution be a special resolution.
- 19.4 The notice must also include:
- (a) a statement that each Full Member's Representative may attend, speak and vote on their behalf in accordance with

clause 20.3;

- (b) a statement that each Associate Member may attend and speak but not vote; and
- (c) a statement that:
 - (i) a Full Member may appoint a proxy to attend, speak and vote in accordance with clause 21; and
 - (ii) the proxy must be a Full Member or a Representative.

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

20. Representatives

20.1 For the purposes of Annual General Meetings and Special General Meetings, a Full Member must appoint a representative to exercise the Full Member's voting rights.

20.2 The appointment of a Representative must be:

- (a) in writing, naming the person to represent the Full Member; and
- (b) provided to the Secretary.

20.3 A Full Member may at any time and from time to time remove and replace a Representative by notice to the Secretary may exercise all the rights of the Full Member they represent at Annual General Meetings and Special General Meetings until removed.

21. Proxies

21.1 A Full Member may appoint another Full Member or a Representative as a proxy to represent them at Annual General Meetings or Special General Meetings.

21.2 An appointment of a proxy must be:

- (a) in writing;

- (b) signed by the Full Member appointing the proxy; and
- (c) received by the Chair at least 24 hours prior to the Special General Meeting or Annual General Meeting at which the proxy will be present.

22. Use of Technology

Special General Meetings or Annual General Meetings may be held at more than 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.

23. Quorum

- 23.1 The quorum at Annual General Meetings and Special General Meetings is twelve Full Members entitled to vote at the time.
- 23.2 If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting is adjourned to the date, time and place that the Chair specifies. If the Chair does not specify one or more of these things, the meeting is adjourned to:
 - (a) If the date is not specified – the same day in the next week;
 - (b) If the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 23.3 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for the meeting, the meeting is cancelled.

24. Facilitation

- 24.1 The Chair will act as the chair at Special General Meetings and Annual General Meetings.
- 24.2 If the Chair is not able to be present, 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.

25. Decision Making

- 25.1 Wherever possible, decisions at Special General Meetings or Annual General Meetings are to be made through consensus, that is, the agreement of all Full Members present.

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

Part 4 – THE BOARD

26. Powers and Responsibility

- 26.1 The Board is responsible for managing the affairs and strategic directions and overseeing the legal and financial responsibilities of Safe and Equal. This includes responsibility for managing the funds of Safe and Equal as provided in clause 50.
- 26.2 As part of its management responsibility, at the end of each financial year, the Board must report on all the activities undertaken by the Board during the financial year in an annual report and staff will report on all other activities, to be tabled at each Annual General Meeting.

- 26.3 The Board may exercise all the powers of Safe and Equal on its behalf.

27. Composition of the Board

- 27.1 The number of members of the Board will be as determined by the Board from time to time but will not:
- (a) be less than 6 or greater than 9 in number; and
 - (b) be less than the number in office at the time of such determination.
- 27.2 At the first Board meeting after the Annual General Meeting, the Board will appoint Board Members to hold the Executive Positions of:
- (a) Chair;
 - (b) Deputy Chair;
 - (c) Secretary; and
 - (d) Treasurer.
- 27.3 The Executive Positions can be comprised of either elected or appointed Board members, subject to the following exceptions:
- (a) the Deputy Chair must be an elected member;
 - (b) no person who identifies as male Board members are entitled to hold the Executive Positions;
 - (c) at all times, at least two Executive Positions must be held by elected members.
- 27.4 The ratio of appointed persons to elected members cannot exceed 49% (appointed) / 51% (elected) at any given time.
- 27.5 Of the elected members to the Board:
- (a) at least three must be Full Members from organisations that

- (b) specialise in family violence response and/or recovery; and at least one must be a Full Member from organisations that specialise in family violence prevention and/or early intervention.
- 27.6 If an elected member ceases to be an elected member of the Board, and this results in the ratio of appointed persons to elected members exceeding the 49% / 51% ratio, within 14 days:
 - (a) a new Full Member must be elected to the Board in accordance with clause 35; or
 - (b) an appointed person must be removed from the Board. If an appointed person does not voluntarily resign from the Board, the appointed person to be removed from the Board will be decided by a vote of the elected members of the Board.
- 27.7 If an elected member of the Board ceases to be an elected member of the Board and this results in there being less than the minimum number of elected members from the types of organisations as set out in clause **Error! Reference source not found.**, within 14 days a new Full Member from the same type of organisation as the ceasing elected member must be elected to the Board in accordance with clause 35.
- 27.8 The person appointed Secretary (at clause 27.2) must be over 18 and must live in Australia. If the Secretary stops living in Australia they cannot remain Secretary.
- 27.9 If the person appointed Secretary (at clause 27.2) stops being Secretary, the Board must appoint a new Secretary within 14 days.

28. Appointed members of the Board

- 28.1 The Board may decide to appoint persons with identified particular skills and knowledge for the purpose of assisting the Board to carry out its functions as described in clause 26 and subject to clause 27.1.
- 28.2 Persons appointed by the Board may attend and participate in Board meetings and are entitled to vote at those meetings.
- 28.3 Persons appointed to the Board must sign a declaration in a form approved by the Board that they will comply with Safe and Equal's constitution and code of conduct before they are entitled to be appointed to the Board.

- 28.4 Appointed persons will have a three year term of office from the time they are appointed to the Board.
- 28.5 An appointed person who has held office for a continuous period of 6 years may only be re-appointed by a special resolution.

29. Delegation

- 29.1 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- 29.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 29.3 The Board may, in writing, revoke a delegation wholly or in part.

30. The Chair and Deputy Chair

- 30.1 Subject to clause 30.2, the Chair or, in the Chair's absence, the Deputy Chair is the chairperson for any General Meetings and for any Board meetings.
- 30.2 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.
- 30.3 The role of the Chair is to:
- (a) chair Board meetings;
 - (b) convene General Meetings of Safe and Equal in accordance with this constitution;
 - (c) ensure that conflict resolution and grievance procedures of Safe and Equal are followed;
 - (d) act as the contact person for Safe and Equal in the event of industrial disputes;

- (e) provide support to the CEO where reasonably required; and
 - (f) provide opportunities for consultation in relation to the application of Safe and Equal's finances.
- 30.4 The role of the Deputy Chair is to:
- (a) 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
 - (b) assist the Chair in performing their role as set out in clause 30.3 above.
- 30.5 Safe and Equal may pay the Chair for the work they do for the organisation as a Chair if:
- (a) the amount is no more than a reasonable payment for the work done;
 - (b) such payment is in the best interests of Safe and Equal; and
 - (c) such payment is in furtherance of Safe and Equal's purposes set out in clause **Error! Reference source not found..**
- 30.6 Any payment made under clause 30.5 must be approved by the Board.

31. The Treasurer

- 31.1 The Treasurer must undertake, or appropriately delegate the undertaking of, each of the following:
- (a) receive all moneys paid to or received by Safe and Equal and issue receipts for those moneys in the name of Safe and Equal; and
 - (b) ensure that all moneys received are paid into the account of Safe and Equal within a reasonable time after receipt; and
 - (c) make any payments authorised by the Board or by a General Meeting of Safe and Equal from Safe and Equal's funds; and
 - (d) ensure cheques are signed by at least 2 Board members.
- 31.2 The Treasurer must:

- (a) ensure that the financial records of Safe and Equal are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of Safe and Equal and their certification by the Board prior to their submission to the Annual General Meeting of Safe and Equal.
- 31.3 The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of Safe and Equal.

32. The Secretary

- 32.1 The Secretary may be removed by the Board.
- 32.2 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 32.3 The Secretary must undertake, or appropriately delegate the undertaking of, each of the following:
 - (a) maintain the register of members in accordance with clause 14; and
 - (b) except for the financial records, keep custody of all books, documents and securities of Safe and Equal in accordance with clause 53; and
 - (c) 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
 - (d) perform any other duty or function imposed on the Secretary by this constitution.
- 32.4 The Secretary must give to the Registrar notice of their appointment within 14 days after their appointment.

33. Board Observers

- 33.1 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.

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

34. 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.

35. Election of Board members

- 35.1 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 Safe and Equal'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 Safe and Equal Website.
- 35.2 Notwithstanding clause 35.1, only Representatives of Full Members are eligible to be elected to the Board.
- 35.3 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.
- 35.4 Each Annual General Meeting must elect, from the Candidates, members of the Board referred to in clause 27.
- 35.5 Nominations can be made by any Full Member entitled to vote at the Annual General Meeting.
- 35.6 Full Members may nominate their Representative to be elected to the Board.
- 35.7 Nominations must be prepared and submitted in accordance with the Nomination Policy.
- 35.8 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.
- 35.9 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.

35.10 If more nominations are received than the number of Board positions available as at the date of the Annual General Meeting, the Chair must appoint a returning officer to conduct a secret ballot, using the Preferential System of Voting:

- (a) Each Full Member present and entitled to vote at the meeting must be given a ballot paper.
- (b) The returning officer must declare elected the candidates who receive the most votes.

36. Terms of Office

36.1 Each elected member of the Board finishes their time on the Board at the third Annual General Meeting after they were appointed (their term is up to a period of three years) subject to sub-clauses 36.4, 36.5, 36.7 and 36.7, and except for at the 2021 AGM where the elected members of the Board may opt to extend their term for a further one, two or three years from the date of the 2021 AGM.

36.2 Members of the Board whose term has expired or who have resigned may submit themselves for re-election again for a maximum of two consecutive terms.

36.3 An elected Board member who has held office for a continuous period of 6 years may only be re-elected by a special resolution.

36.4 Members of the Board may resign by written notice to the Chair.

36.5 A person ceases to be a Board member if:

- (a) in the case of elected members, they or the Full Member which they represent cease to be Full Members of Safe and Equal;
- (b) he or she fails to attend three consecutive Board meetings without reasonable excuse; or
- (c) he or she otherwise ceases to be a Board member by operation of section 78 of the Act.

36.6 The Board may appoint a Representative of a Full Member to fill

vacancies in its membership, including:

- (a) vacancies in the members of the Board to be elected at the Annual General Meeting where insufficient nominations are received to fill all positions;
- (b) vacancies arising under sub-clause 36.5; and
- (c) when a Board member resigns.

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

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

37. Duties

37.1 Members of the Board owe Safe and Equal the following duties as members of the Board:

- (a) to act honestly and in good faith; and
- (b) to exercise reasonable care and diligence.

37.2 Current and former members of the Board also owe Safe and Equal the following duties, in accordance with Division 3 of Part 6 of the Act:

- (a) not to knowingly or recklessly make improper use of their position; and
- (b) not to knowingly or recklessly make improper use of information acquired by virtue of their position.

38. Indemnity

Safe and Equal 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

39. Convening

- 39.1 The Chair or any other 3 members of the Board may convene a meeting of the Board.
- 39.2 Meetings of the Board must be held at least 4 times each year.
- 39.3 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.
- 39.4 The Board may change the dates, times and places of the meetings scheduled to be held.

40. Notice

- 40.1 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 40.4.
- 40.2 Notice may be given of more than 1 meeting at the same time.
- 40.3 The notice must include the date, time and place (or places) of the meeting (or meetings), and the business to be considered.
- 40.4 In cases of urgency, a meeting may be held without the notice required by sub-clause 40.1, provided that notice of the meeting is given as soon as practicable and by the fastest possible means.

41. Proxies

- 41.1 A member of the Board may appoint another member of the Board as a proxy to attend, speak and vote for that member of the Board. The instrument appointing a proxy may restrict the exercise of any power.
- 41.2 An appointment of a proxy must:
 - (a) be in writing;
 - (b) be signed by the member of the Board appointing the proxy;

- (c) state the Board meeting or circular resolution at which the proxy may be used, or if the appointment is a standing one, include a clear statement to that effect; and
- (d) be received by the Chair at least 24 hours prior to the Board meeting at which the proxy will be present, or circulation of the circular resolution to members of the Board.

- 41.3 An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy must vote as directed in the instrument, and is not entitled to vote on the proposed resolution except as directed in the instrument. If an instrument does not contain a direction, the proxy is entitled to vote on the proposed resolution as the proxy considers appropriate.
- 41.4 The appointment of a proxy may be revoked by the member of the Board who appointed the proxy by notice to the Chair from the member of the Board stating that the appointment of a proxy is revoked, or by appointing a new proxy.
- 41.5 Before a vote is taken, the Chair must inform the members of the Board present whether any proxy votes have been received and, if so, how the proxy votes are to be cast.

42. 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.

43. Quorum

The quorum for meetings of the Board is 4 members of the Board in person or by proxy.

44. Facilitation

- 44.1 The Chair is responsible for chairing meetings of the Board.
- 44.2 The Chair of the meeting has a deliberative vote but does not have a casting vote.

45. Decision Making Consensus and Voting

- 45.1 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.
- 45.2 If a consensus cannot be achieved, the Chair must call for a vote.
- 45.3 Each member of the Board (whether elected or appointed) present at the meeting in person or by proxy 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 (whether in person or by proxy).
- 45.4 Unless a written poll is demanded:
 - (a) voting is by show of hands; and
 - (b) the declaration by the Chair of the result of a vote as recorded in the minutes is conclusive evidence of that result.
- 45.5 If an equal number of votes are cast for and against a resolution, the Chair of the meeting must declare the resolution lost.

46. Disclosure of Interest

- 46.1 In accordance with sections 80 and 81 of the Act, members of the Board who have a material personal interest in a matter being considered at a Board meeting must:
 - (a) disclose the nature and extent of their interest to the Board as soon as the member becomes aware of their interest in the matter:
 - (i) at the next general meeting of the association; and
 - (b) not be present while the matter is being considered, or vote on the matter.
- 46.2 Sub-clause 46.1 does not apply to personal interests that:
 - (a) exist only because the member:

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

47. Resolutions without meetings

- 47.1 A resolution set out in a document (or documents) signed by all members of the Board (or their proxy) 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

48. Source of Funds

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

49. Financial year

The financial year of Safe and Equal is from 1 July to 30 June.

50. Management of funds

- 50.1 The Board is responsible for the management of the funds of Safe and Equal.
- 50.2 In accordance with section 89 of the Act, Safe and Equal must keep financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared in accordance with Part 7 of the Act.
- 50.3 All money received by or on behalf of Safe and Equal must be deposited without delay into a bank account in the name of Safe and Equal.

51. Payments and Cheques

- 51.1 All payments must be authorised by two persons nominated by the Board.
- 51.2 The Board may nominate a list of individuals or positions to be authorised for the purpose of sub-clause 51.1.
- 51.3 Authorised persons must not sign cheques until the payee and amount have been written in.

52. Audit

- 52.1 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 Safe and Equal.
- 52.2 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).

53. Records

- 53.1 All Safe and Equal records shall be kept at the Safe and Equal registered address or such suitable location(s) approved by the Board from time to time.
- 53.2 The Secretary must provide for the safe keeping of the records of Safe and Equal.
- 53.3 The Secretary must ensure that copies of this constitution are freely available to members and applicants for membership.

54. Custody and inspection of records

- 54.1 Members may request to inspect, free of charge at Safe and Equal's registered office with reasonable notice:
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) financial statements submitted at a general meeting; and

- (d) subject to sub-clause 54.2, the records of Safe and Equal, including the minutes of Board meetings.

- 54.2 At the discretion of Safe and Equal, items for inspection may be provided electronically.
- 54.3 The Board may refuse to permit a member to inspect records of Safe and Equal that relate to confidential, personal, employment, educational, commercial or legal matters or where to do so may be prejudicial to the interests of Safe and Equal.
- 54.4 The Board must on request make electronic copies of this constitution available to members and applicants for membership free of charge.

55. Minutes

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

56. Common Seal

- 56.1 In accordance with section 23(1)(a) of the Act, the name of Safe and Equal must appear in legible characters on its common seal.
- 56.2 A document may only be sealed with the common seal of Safe and Equal if authorised by the Board.
- 56.3 The sealing must be witnessed by the signatures of 2 members of the Board.
- 56.4 The Board may nominate a list of individuals or positions to be signatories for the purpose of sub-clause 54.3.
- 56.5 The Board must provide for the safe keeping of the common seal of Safe and Equal.

57. Registered Address

- 57.1 The Board must nominate the registered address of Safe and Equal.
- 57.2 Under section 28(3) of the Act, the Secretary must notify the Registrar within 14 days of any change of registered address.

58. Amendment of constitution

- 58.1 For the purposes of the Act, clauses 2 and 3 of this constitution are the statement of purposes of Safe and Equal, and all other clauses are its rules.
- 58.2 This constitution may only be amended by special resolution in accordance with section 50 of the Act.
- 58.3 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.
- 58.4 The Secretary must apply to the Registrar in a prescribed form for approval of the amendment:
 - (a) within 28 days after the special resolution was passed; or
 - (b) if a longer time has been allowed by the Registrar – within the time allowed, in accordance with section 50(3)(a) of the Act.

59. Winding Up

- 59.1 Safe and Equal may be wound up voluntarily by special resolution in accordance with section 125 of the Act.
- 59.2 If Safe and Equal is wound up, Safe and Equal must transfer any assets remaining after payment of all losses, liabilities and expenses outstanding that remain after it is wound up to one or more charities determined by the Board that:
 - (a) have similar charitable purposes to Safe and Equal;
 - (b) is endorsed as a public benevolent institution under Item 4.1.1 of section 30-45(1) of the *Income Tax Assessment Act 1997*; and
 - (c) prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution.
- 59.3 If the endorsement of Safe and Equal as a deductible gift recipient is revoked (whether or not Safe and Equal is wound up), 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 must meet the requirements of rule 59.2:

- (a) gifts of money or property for the principle purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gifts and contributions.

60. Notices

- 60.1 Notices (including any communication in connection with this constitution) to Safe and Equal must be in writing, marked to the attention of the Chair and sent by post or email as follows:

Registered address: 19-21 Argyle Place South, Carlton
VIC 3053

Email address: admin@safeandequal.org.au

or as otherwise notified by the Safe and Equal to members from time to time.

- 60.2 Members must give Safe and Equal their contact details (email address and phone number) for notices, and advise of any change in those details.
- 60.3 Safe and Equal must enter any change in the contact details of a member in the register of members.
- 60.4 Notices to members must be in writing and sent by post or email using the member's contact details last given by the member.
- 60.5 In this constitution, a period of notice of a meeting expressed in days:
- (a) includes the day on which the notice is given; but
 - (b) does not include the day on which the meeting is held.

- 60.6 Notices sent by prepaid post are taken to have been given on the second business day after posting.
- 60.7 Notices sent by email are taken to have been given on the business day after sending.

61. Transitional Arrangements

- 61.1 Everything done under any previous constitution of the association shall continue to have the same operation and effect after the adoption of this constitution as if properly done under this constitution.
- 61.2 Any Board member appointed under the constitution of the association in effect immediately before the adoption of this constitution shall be taken to have been appointed in accordance with clause 35 and shall continue to hold office subject to clause 36.1.
- 61.3 The Chair appointed under the constitution of the association in effect immediately before the adoption of this constitution shall be taken to have been appointed in accordance with clause 27.2 and shall continue to hold office for the unexpired term of their office, subject to this constitution.

Part 7 – INTERPRETATION

62. Definitions

- 62.1 In this constitution, unless the contrary intention appears:
- (a) “**2021 AGM**” means the first Annual General Meeting held by Safe and Equal following the conclusion of the 2021 financial year;
 - (b) “**Act**” means the *Associations Incorporation Reform Act 2012* (Victoria);
 - (c) “**Annual General Meeting**” means a meeting convened in accordance with clause 17;
 - (d) “**appointed person**” means a person who is appointed to the Board based on skill, qualification and experience (rather than elected from the membership) in accordance with clause 28;
 - (e) “**Associate Member**” means an organisation which or individual who becomes an associate member under sub-clause 6.1(b);
 - (f) “**Board**” means the Board of Safe and Equal;

- (g) **“Board member”** means either an appointed person or elected member of the board of Safe and Equal;
- (h) **“Board Observer”** means a person nominated by the Board as a board observer from time to time;
- (i) **“Candidate”** means a candidate nominated for election to the Board, to be determined in accordance with the Safe and Equal’s Nomination Policy.
- (j) **“CEO”** means the Chief Executive Officer of Safe and Equal appointed by the Board;
- (k) **“Chair”** means the chairperson of Safe and Equal as elected by the Board;
- (l) **“Disciplinary Procedure”** means the procedure set out in sub-clauses 11.1 and 11.2;
- (m) **“Executive Position”** means the positions on the Board of CEO, Chair, Deputy Chair Secretary and Treasurer;
- (n) **“Full Member”** means an organisation which becomes a full member of Safe and Equal under clause 6.1(a);
- (o) **“Membership Fees”** means the fees set by the Board to be paid by members annually pursuant to clause 9;
- (p) **“Preferential System of Voting”** means;
 - (i) all candidates are listed in alphabetical order on the ballot paper;
 - (ii) voters are required to allocate a number to each candidate in ascending order, 1 indicating the most preferred candidate, 2 for their second preference and so on;
 - (iii) if a candidate has a clear majority on the basis of 1st preferences then she is elected to the position;
 - (iv) if there is a tie after the counting of the first preferences, second preferences are counted; and
 - (v) third and subsequent preferences are only counted until the tie is resolved;

- (q) **"Purpose and guiding principles of Safe and Equal"** means the purpose and guiding principles articulated at clauses 2 and 3;
- (r) **"Registrar"** means the Registrar of Incorporated Associations under the Act;
- (s) **"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;
- (t) **"Secretary"** means the secretary of Safe and Equal as elected by the Board; and
- (u) **"Special General Meeting"** means a meeting convened in accordance with clause 18.

62.2 Rules

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