

Dated 30 November 2020

**Constitution of
Australia's National Research Organisation for
Women's Safety Limited**

Constitution as amended by Members at the Annual General Meeting held on 20 November 2015, general meeting held on 15 February 2017 and the Annual General Meeting held on 30 November 2020.

A handwritten signature in black ink, appearing to read "Sam May", with a small flourish at the end.

Chair

Date 1/12/2020

Contents

Introduction	1
1 Replaceable rules excluded	1
2 Definitions and interpretation.....	1
3 Objects.....	4
4 Powers	5
5 Application and distribution of income and property.....	5
6 Limited liability	5
7 Guarantee	5
Membership.....	6
8 Number of Members	6
9 Foundation Members.....	6
10 Membership.....	6
11 Categories of membership.....	6
12 Ordinary Members.....	6
13 Application for ordinary membership	6
14 Notification by Members	7
15 Register of Members	7
Cessation of membership.....	8
16 Resignation	8
17 Cessation of Ordinary Membership	8
Representation of Members	8
18 Nominated Representative.....	8
19 Right to appoint proxies	9
20 Appointment of proxies	9
21 Form of proxy	10
22 Receipt of proxy documents.....	10
Meetings of Members.....	11
23 General meetings called by Directors.....	11
24 General meetings called by Members	11
25 Annual General Meeting	12
26 Notice of general meetings	12
27 How notice is given.....	13
28 When notice is given.....	13
29 Use of technology at general meetings	13
30 Quorum	13
31 Chair at general meetings.....	14
32 General conduct of meetings	14
33 Cancellation or postponement of general meeting.....	15
34 Adjournment.....	15
35 Business of meetings.....	15
Members' resolutions and statements	15
36 Members' resolutions and statements.....	15
37 Company to distribute Members' Resolution or Members' Statement	16

38	Circular Resolutions of Members	17
	Voting at meetings of Members	17
39	How votes may be exercised	17
40	How voting is carried out.....	17
41	Matters on which a poll may be demanded	17
42	When a poll is effectively demanded	18
43	When and how polls must be taken.....	18
44	Chair's casting vote	18
	Appointment of Directors.....	18
45	Number of Directors.....	18
46	Director's qualifications	18
47	First Directors	19
48	Chairperson.....	19
49	Nomination of other Directors.....	19
	Appointment of Directors to vacancies.....	20
50	Casual vacancies	20
51	Insufficient Directors	21
	Alternate Directors	21
52	Appointment	21
53	Rights, powers and duties of Alternate Director	21
54	Suspension or revocation of appointment.....	22
55	Termination of appointment	22
	Removal and resignation of Directors.....	22
56	Removal of Directors	22
57	Resignation	22
58	Conditions of vacation of office of Director	22
	Directors' interests	23
59	Prohibition on being present or voting	23
60	Director to disclose interests	23
61	Effect of interest in contract.....	24
62	Standing notice of interest.....	24
63	Other interests	25
64	Other directorships and shareholdings	25
	Board meetings.....	25
65	Board meetings	25
66	Quorum	26
67	Passing of Directors' resolutions	26
68	Notice of meeting.....	26
69	Waiver of notice.....	26
70	Technology meeting of Directors.....	27
71	Validity of acts	27
	Powers of the Board.....	27
72	General business management	27
73	Appointment of attorney.....	28
74	Powers to select bankers	28
75	Delegation to committee	28
	Remuneration of Directors.....	28

76	Directors' remuneration.....	28
77	Directors' expenses	28
78	Financial benefit	29
	Chief Executive Officer.....	29
79	Chief Executive Officer	29
	Secretary	29
80	Appointment of Secretary.....	29
81	Terms of office of Secretary	29
	Indemnity and Insurance	30
82	Indemnity.....	30
83	Insurance	30
84	Director voting on contract of indemnity or insurance	30
85	Liability	30
86	Meaning of "officer"	30
	The Fund	30
87	Objective of the Fund.....	30
88	Public Fund	31
89	Not for profit.....	31
90	Informing the Department or ACNC	31
91	Separate bank account for the Fund	31
92	Fund management committee.....	31
93	Income	31
94	Receipts	31
95	Agreement to abide by ministerial rules or requirements set by the ACNC.....	31
96	Statistical information.....	32
97	Conduit Policy.....	32
	Winding up.....	32
98	Winding up	32
99	Winding up the Fund.....	32
	Minutes33	
100	Minutes to be kept	33
	Holding and inspection of records.....	33
101	Holding of records.....	33
102	Rights of inspection	33
	Accounts, audit and records	33
103	Accounts	33
104	Audit.....	34
	Execution of documents	34
105	Execution of documents.....	34
106	Execution of document as a deed	34
107	Execution – general	34
	Notices 34	
108	Notices other than notices of meeting	34
	Inadvertent omissions	34
109	Formalities omitted	34
	Amendment to the constitution	35
110	Amendment to the constitution.....	35

Signing 35

111	Counterparts.....	35
112	Signing.....	35



Corporations Act 2001

Company limited by guarantee

Constitution

of

Australia's National Research Organisation for Women's Safety Limited

Introduction

1 Replaceable rules excluded

1.1 The replaceable rules contained in the Corporations Act do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this constitution:

- (1) **ACNC** means the Australian Charities and Not-for-profits Commission;
- (2) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- (3) **Annual General Meeting** means the general meeting that may be held annually pursuant to rule 25.
- (4) **Alternate Director** means a person appointed as an alternate director pursuant to rule 52;
- (5) **Auditor** means any person appointed for the time being to perform the duties of an auditor of the Company;
- (6) **Board** means the board of Directors of the Company;
- (7) **Business Day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (8) **Chairperson** means the person appointed in accordance with rule 48;
- (9) **Chief Executive Officer** means the person appointed in accordance with rule 79;
- (10) **Circular Resolution** means a resolution of Members or Directors passed without a meeting being held in the manner outlined in rule 38 (for Members' resolutions) or 67.1 (for Directors' resolutions);
- (11) **Commonwealth** means the Commonwealth of Australia;

- (12) **Commonwealth Appointed Director** means a director appointed in accordance with rule 49.1;
- (13) **Company** means Australia's National Research Organisation for Women's Safety Limited;
- (14) **Corporations Act** means the *Corporations Act 2001* (Cth);
- (15) **Department** means the Commonwealth Department of Social Services and includes any department established or constituted in replacement of or which serves substantially the same purposes as the Department;
- (16) **Director** means a person appointed from time to time to the Board as a director in accordance with this constitution and includes the Chairperson;
- (17) **Financial Year** means the period of 12 months beginning on 1 July of any year and ending on 30 June of the succeeding year;
- (18) **Foundation Member** means the Commonwealth and any State of Australia or Territory of Australia that consents to be an Ordinary Member of the Company upon its registration pursuant to rule 9;
- (19) **Fund** means the public fund established in accordance with rule 3.2 and called the "Research Fund to Reduce Violence Against Women and their Children";
- (20) **Funding Agreement** means any written agreement, contract or memorandum of understanding between the Company and the Commonwealth and/or a State or Territory of Australia under which the Commonwealth and/or a State or Territory of Australia agrees to provide funds to the Company;
- (21) **Independent Director** means a director or directors appointed in accordance with rule 49.3;
- (22) **ITAA** means the *Income Tax Assessment Act 1997* (Cth) as amended from time to time;
- (23) **Member** means a person registered in the Register as a member of the Company;
- (24) **Minister** means the Minister of State for the Commonwealth from time to time who is responsible for a portfolio that includes women and children;
- (25) **Nominated Representative** means a person appointed in accordance with rule 18;
- (26) **Objects** means the objects of the Company as set out in rule 3;
- (27) **Ordinary Member** means a State of Australia, a Territory of Australia or the Commonwealth that has been admitted to membership in accordance with rules 12 or 13;
- (28) **Register** means the register of members to be kept pursuant to the Corporations Act;
- (29) **Register of Harm Prevention Charities** means the register maintained and administered by the Department;

- (30) **Relevant State, Territory and Commonwealth Ministers** means collectively one Minister from each of the State, Territory and Commonwealth Members from time to time who has responsibility for a portfolio that includes women and children;
- (31) **Relevant State and Territory Ministers** means collectively one Minister from each of the State and Territory Members from time to time who has responsibility for a portfolio that includes women and children;
- (32) **Responsible Persons** means responsible persons as defined in the 'Guidelines to the Register of Harm Prevention' issued by the Department and includes any guidelines established or constituted in replacement of, or which serves substantially the same purposes as, the Guidelines to the Register of Harm Prevention;
- (33) **Secretary** means any person appointed to perform the duties of secretary of the Company and any person appointed to act temporarily as secretary;
- (34) **Special Resolution** means a resolution:
 - (a) of which notice has been given under rule 26.4; and
 - (b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution;
- (35) **State or Territory Members** means those States and Territories of Australia who are Ordinary Members;
- (36) **State, Territory and Commonwealth Members** means those States and Territories of Australia and the Commonwealth who are Ordinary Members; and
- (37) **State or Territory Appointed Director** means a director or directors appointed in accordance with rule 49.2.

2.2 Interpretation

- (1) Reference to:
 - (a) the singular includes the plural and the plural includes the singular;
 - (b) a person includes a body corporate; and
 - (c) an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (2) While the Company is registered as a charity, except so far as the contrary intention appears in this constitution:
 - (a) an expression has in this constitution the same meaning as in the ACNC Act and the Corporations Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the ACNC Act or Corporations Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the ACNC Act or Corporations Act, the same meaning as in that provision of the ACNC Act or Corporations Act.
- (3) If the Company is not registered as a charity, except so far as the contrary intention

appears in this constitution:

- (a) an expression has in this constitution the same meaning as in the Corporations Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Corporations Act, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (4) “Including” and similar expressions are not words of limitation.
- (5) Headings and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.

3 Objects

3.1 The principal activity of the Company is the promotion of the prevention or control of human behaviour that is harmful or abusive to human beings, specifically the reduction of violence against women and their children, which will be carried out through the following activities:

- (1) facilitating research that:
 - (a) develops and expands the understanding of domestic and family violence and sexual assault as specific forms of violence against women; and
 - (b) identifies measures and interventions that:
 - (i) prevent violence against women;
 - (ii) stop re-offending;
 - (iii) promote the best interests of women and their children; and
 - (iv) enable recovery from domestic and family violence and sexual assault;
- (2) promoting the development of evidence that drives action to reduce violence against women and their children by:
 - (a) leading the development of national research into domestic and family violence and sexual assault that creates an evidence base that can influence government policy, programs and practice;
 - (b) analysing and recommending ways to improve service delivery across the domestic and family violence and sexual assault sector; and
 - (c) analysing and recommending evidence-based actions that prevent domestic and family violence and sexual assault;
- (3) developing and promoting a national research agenda in consultation with all governments across Australia;
- (4) commissioning and supporting research to improve the volume and quality of research into domestic and family violence and sexual assault;

- (5) ensuring relevant research and evidence is widely disseminated;
 - (6) providing authoritative commentary relating to the evidence base; and
 - (7) keeping across international developments in the fields of domestic and family violence and sexual assault and disseminating or utilising as appropriate.
- 3.2 The Company will establish and maintain the Fund for the specific purpose of the promotion of the prevention or the control of human behaviour that is harmful or abusive to human beings, specifically the reduction of violence against women and their children. The Fund is established to receive all gifts of money or property for this purpose and must not receive any other money or property into its account and it must comply with Subdivision 30-EA of the ITAA.
- 3.3 The Company is established as a charitable institution, pursues charitable purposes only and applies its income in promoting those purposes.
- 3.4 The Company has been endorsed as exempt from tax under Subdivision 50-B of the ITAA.

4 Powers

- 4.1 The Company has all the powers of an individual and a company limited by guarantee under the Corporations Act.
- 4.2 Despite rule 4.1, the powers of the Company are ancillary to and exercisable only to pursue the Objects of the Company.

5 Application and distribution of income and property

- 5.1 The income and property of the Company shall be applied solely in furtherance of its Objects and no portion shall be distributed directly or indirectly to the Members of the Company.
- 5.2 Rule 5.1 does not stop the Company from doing the following things, provided they are done in good faith:
- (1) paying a Member for goods or services that they have provided or expenses they have incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (2) making payment to a Member in carrying out the Company's Objects.

6 Limited liability

- 6.1 The liability of the Members is limited to the amount of the guarantee in rule 7.

7 Guarantee

- 7.1 Every Member of the Company undertakes to contribute an amount not exceeding \$100 to the property of the Company in the event of it being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:
- (1) of the debts and liabilities of the Company (contracted before the Member ceases to be a Member);

- (2) of the costs, charges and expenses of winding up; and
- (3) for the adjustment of the rights of the contributories among themselves.

Membership

8 Number of Members

- 8.1 The number of Members for which the Company proposes to be registered is 9. The Directors may from time to time register an increase or decrease in the number of Members in accordance with this constitution, provided that the number of Members is not less than 1 Ordinary Member.

9 Foundation Members

- 9.1 Foundation Members are those Members that have signed this constitution before the Company is registered.
- 9.2 Upon registration of the Company, the Foundation Members become Ordinary Members of the Company.

10 Membership

- 10.1 The Members of the Company are:
- (1) upon registration of the Company, the Foundation Members; and
 - (2) any other body admitted to membership in accordance with this constitution.

11 Categories of membership

- 11.1 Upon registration of the Company, the only category of membership is ordinary membership.
- 11.2 If recommended by the Directors, additional categories of members may be created from time to time by the Members in general meeting.

12 Ordinary Members

- 12.1 An Ordinary Member is a Member that:
- (1) is a State of Australia, Territory of Australia or the Commonwealth;
 - (2) has entered into a Funding Agreement for the Member to fund the Company; and
 - (3) provides funding to the Company in accordance with that Funding Agreement.

13 Application for ordinary membership

- 13.1 A body that:
- (1) is a State of Australia, a Territory of Australia or the Commonwealth; and

(2) has entered into a Funding Agreement to fund the Company,
may from time to time apply for ordinary membership of the Company.

13.2 An application for ordinary membership must be:

- (1) in writing in a form approved by the Directors;
- (2) signed by an authorised representative of the applicant; and
- (3) accompanied by a copy of a Funding Agreement.

13.3 The Directors must consider an application for ordinary membership as soon as practicable after its receipt for compliance with the requirements of rule 13.1.

13.4 If an applicant is accepted for ordinary membership:

- (1) the Secretary must notify the applicant of admission in the form the Directors determine; and
- (2) the name and details of the applicant must be entered in the Register as an Ordinary Member.

14 Notification by Members

14.1 Each Member must promptly give written notice to the Secretary of any change in its qualification to be a Member of the Company.

15 Register of Members

15.1 The Company must keep a Register in accordance with the Corporations Act.

15.2 The following must be entered in the Register in respect of each current Member and each person who stopped being a Member in the last seven years:

- (1) the full name of the Member;
- (2) the postal address, facsimile number and electronic mail address of its Nominated Representative;
- (3) the date of admission to and cessation of membership, if relevant; and
- (4) such other information as the Directors require.

15.3 A Nominated Representative must give written notice to the Secretary of any change in the Nominated Representative's name, address, facsimile number or electronic mail address within 1 month after the change.

15.4 The Company must give current Members access to the Register.

15.5 Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Member.

Cessation of membership

16 Resignation

- 16.1 A Member may resign from membership of the Company by giving 6 months' written notice to the Secretary and at the expiration of that notice period, the Member will cease to be a Member of the Company.

17 Cessation of Ordinary Membership

- 17.1 If an Ordinary Member:

- (1) fails to provide funds in accordance with its obligations under any Funding Agreement; or
- (2) the Funding Agreement to which the Member is a party expires or is terminated for any reason and the Member does not enter into a new Funding Agreement within 1 month of the cessation or termination of the Funding Agreement,

then:

- (3) a notice will be given to the Ordinary Member following a resolution of the Directors to do this; and
- (4) if the failure is not rectified or a new Funding Agreement is not entered into by the expiration of a 1 month period from the date of notification given under rule 17.1(3), the Ordinary Member will cease to be a Member of the Company.

Representation of Members

18 Nominated Representative

- 18.1 A Member must appoint an ex-officio Nominated Representative to exercise all or any of the powers which the Member may exercise:
- (1) at meetings of the Company's Members;
 - (2) in voting on a resolution;
 - (3) at meetings of creditors; or
 - (4) relating to resolutions to be passed without meetings.
- 18.2 An individual who holds the position listed at Item 1 of the Schedule before the Company is registered becomes its Member's Nominated Representative on registration of the Company.
- 18.3 A Member may only appoint 1 Nominated Representative.
- 18.4 A Member may remove or change its Nominated Representative at any time by giving written notice to the Secretary.
- 18.5 The appointment must identify the position being appointed as Nominated Representative and may set out restrictions on the Nominated Representative's powers.

19 Right to appoint proxies

- 19.1 A Nominated Representative who is entitled to attend a general meeting for a Member may appoint an individual as their proxy to attend and/or vote for the Member at that meeting.
- 19.2 A proxy appointed for a Nominated Representative has the same rights as the Nominated Representative:
- (1) to speak at the meeting;
 - (2) to vote (but only to the extent allowed by the appointment); and
 - (3) to join in a demand for a poll.
- 19.3 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 19.4 A proxy's authority to speak and vote for a Nominated Representative at a meeting is suspended while the Nominated Representative is present at the meeting.
- 19.5 A proxy may be revoked at any time by notice in writing from the Nominated Representative to the Company.

20 Appointment of proxies

- 20.1 An appointment of a proxy is valid if it is signed by the Nominated Representative making the appointment, is transmitted or sent by the Nominated Representative from their registered e-mail address, by post or by facsimile, and contains the following information:
- (1) the name of the Member represented by the Nominated Representative;
 - (2) the name, position and work address of the Nominated Representative;
 - (3) the Company's name;
 - (4) the proxy's name, position and work address; and
 - (5) the meetings at which the appointment may be used.
- 20.2 An appointment may be a standing one.
- 20.3 Notwithstanding anything contained in rule 20.1, an appointment of a proxy will be valid if it satisfies the requirements of section 250A of the Corporations Act.
- 20.4 An undated appointment is taken to have been dated on the day it is given to the Company.
- 20.5 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- (1) the proxy need not vote on a show of hands, but if the proxy does vote, the proxy must vote in accordance with the appointment;
 - (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

- (3) if the proxy is the chair – the proxy must vote on a poll, and must vote in accordance with the appointment; and
 - (4) if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote in accordance with the appointment.
- 20.6 An appointment does not have to be witnessed.
- 20.7 A later appointment revokes an earlier one.

21 Form of proxy

- 21.1 An instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

**Australia's National Research Organisation for Women's Safety
Limited**
ABN 67 162 349 171(**Company**)

I, (full name), (position) of (office address), being the Nominated Representative of (Member name), appoint (full name), (position) of (office address) or, in his or her absence, (full name), (position) of (office address) as my proxy to vote for (Member name) on my behalf at the *annual general/*general meeting of the Company to be held on (day, month, year) and at any adjournment of that meeting.

† This form is to be used *in favour of/*against the resolution.

Signed on .

* Strike out whichever is not desired.

† To be inserted if desired.

22 Receipt of proxy documents

- 22.1 For an appointment of a proxy for a general meeting to be effective, the proxy's appointment must be received by the Company at least 48 hours before the meeting.
- 22.2 If a general meeting has been adjourned, an appointment received by the Company at least 48 hours before the resumption of the meeting is effective for the resumed part of the meeting.
- 22.3 The Company receives an appointment when it is received at any of the following:
- (1) the Secretary's electronic mail address;
 - (2) the Company's registered office;
 - (3) a facsimile number at the Company's registered office; or
 - (4) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.
- 22.4 An appointment of a proxy is ineffective if:

- (1) the Company receives either or both the appointment at a fax number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that:
 - (a) the transmission be verified in a way specified in the notice; or
 - (b) the proxy produce the appointment and authority (if any) at the meeting;is not complied with.

Meetings of Members

23 General meetings called by Directors

- 23.1 A majority of Directors may call a general meeting whenever they see fit.
- 23.2 All meetings of Members will be called general meetings except the general meeting described in rule 25, which will be called an Annual General Meeting.
- 23.3 If Members with at least 5% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the Directors must:
- (1) within 21 days of the Members' request, give all Members notice of a general meeting; and
 - (2) hold the general meeting within two months of the Members' request.
- 23.4 The percentage of votes that Members have (in rule 23.3) is to be calculated as at midnight before the Members request the meeting.
- 23.5 The Members who make the request for a general meeting must:
- (1) state in the request any resolution to be proposed at the meeting;
 - (2) sign the request; and
 - (3) give the request to the Company.
- 23.6 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

24 General meetings called by Members

- 24.1 If the Directors do not call the meeting within 21 days of being requested under rule 23.3, 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- 24.2 To call and hold a meeting under rule 24.1 the Members must:
- (1) as far as possible, follow the procedures for general meetings set out in this constitution;
 - (2) call the meeting using the list of Members on the Company's Register, which the Company must provide to the Members making the request at no cost; and

- (3) hold the general meeting within three months after the request was given to the Company.
- 24.3 The Company must pay the Members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

25 Annual General Meeting

- 25.1 An Annual General Meeting may be held

once in each calendar year at such time and place as may be determined by the Board. If an Annual General Meeting is not held in any given calendar year, the Board must ensure that it takes other reasonable steps to be accountable to Members and allow Members adequate opportunities to raise concerns about how the Company is run.

26 Notice of general meetings

- 26.1 At least 21 days written notice of a general meeting must be given to those persons who are entitled to receive notices from the Company, not including the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given.
- 26.2 Subject to rule 26.3, notice of a meeting may be provided less than 21 days before the meeting if:
- (1) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - (2) for any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 26.3 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (1) remove a Director;
 - (2) appoint a Director in order to replace a Director who was removed; or
 - (3) remove an Auditor.
- 26.4 The notice must specify:
- (1) the place, the date and the time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (2) the general nature of the meeting's business;
 - (3) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
 - (4) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy;
 - (a) the proxy does not need to be a Member of the Company;
 - (b) the proxy form must be delivered to the Company at registered address or an alternative address (including an electronic address), which must be specified in the statement; and

- (c) the proxy form must be delivered to the Company at least 48 hours before the meeting.

26.5 The following persons are entitled to receive notice of general meetings:

- (1) each Member;
- (2) each Director; and
- (3) the Auditor.

26.6 Non-receipt of a notice or the accidental omission to give notice to any person entitled to receive notice does not invalidate any resolution passed at the meeting.

26.7 If a general meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

27 How notice is given

27.1 The Company may give notice of a meeting to a Member:

- (1) by sending it to the Member's Nominated Representative at the address, facsimile number or electronic address for the Nominated Representative in the Register; or
- (2) by sending it to an alternative address (if any) nominated by the Member.

28 When notice is given

28.1 A notice of meeting is taken to be given:

- (1) if sent by post, 3 days after it is posted; or
- (2) if sent by facsimile or electronic mail, on the Business Day after it is sent.

28.2 A notice of a meeting given to a Member under rule 27 is not effective if:

- (1) in the case of service by facsimile, the Company's facsimile machines issues a transmission report that the transmission was unsuccessful; or
- (2) in the case of service by electronic mail, the Company's computer reports that delivery has failed.

29 Use of technology at general meetings

29.1 The Company may hold a general meeting, including an Annual General Meeting, at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present at the meeting.

30 Quorum

30.1 The quorum for a meeting of the Company's Members is a majority of the Members who are entitled to vote at the meeting and the quorum must be present at all times during the meeting.

- 30.2 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (1) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
 - (2) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify 1 or more of those 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.
- 30.3 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

31 Chair at general meetings

- 31.1 The Chairperson is entitled to take the chair at every general meeting.
- 31.2 If at any general meeting:
- (1) the Chairperson is not present at the specified time for holding the meeting;
 - (2) no Chairperson is currently appointed; or
 - (3) the Chairperson is present but is unwilling to act as the chair of the meeting,
- the Members present shall elect one of their number to chair the meeting.
- 31.3 If during any general meeting, the chair of the meeting is unwilling to act as chair for any part of the proceedings, the chair may withdraw as chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director to be acting chair of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings, the acting chair is to withdraw and the chair is to resume as chair of the meeting.

32 General conduct of meetings

- 32.1 Subject to this constitution, the general conduct of each meeting and the procedures to be adopted at the meeting are as determined by the chair of the meeting.
- 32.2 The chair of the meeting may, at any time the chair considers it necessary or desirable for the proper and orderly conduct of the meeting, demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present.
- 32.3 The chair of the meeting may require the adoption of any procedures which are in the chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting, whether on a show of hands or on a poll.

33 Cancellation or postponement of general meeting

- 33.1 The Directors may by resolution of the Board cancel or postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by Members in accordance with rule 22.3 or rule 24).

34 Adjournment

- 34.1 The chair of the meeting may at any time during the course of a general meeting with the consent of the meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- 34.2 Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 34.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

35 Business of meetings

- 35.1 Even if these items are not set out in the notice of the meeting, the business of an Annual General Meeting may include:
- (1) a review of the Company's activities;
 - (2) a review of the Company's finances;
 - (3) any auditor's report;
 - (4) tabling of the balance sheet and profit and loss account in accordance with rule 103.2; and
 - (5) when relevant, the appointment and payment of an Auditor.
- 35.2 Except with the permission of the chair of the meeting, no person may move any resolution or amendment at any meeting:
- (1) in regard to any business of which notice has not been given under rule 26; or
 - (2) which does not constitute part of business of which notice has been given under rule 26.
- 35.3 An Auditor is entitled to be heard on any part of the business of a general meeting which concerns the Auditor.

Members' resolutions and statements

36 Members' resolutions and statements

- 36.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (1) written notice to the Company of a resolution they propose to move at a general meeting (**Members' Resolution**); and/or

- (2) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (**Members' Statement**).
- 36.2 A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 36.3 A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.
- 36.4 Separate copies of a document setting out a notice or a request may be signed by Members if the wording is the same in each copy.
- 36.5 The percentage of votes that Members have (as described in rule 36.1) is to be calculated as at midnight before the request or notice is given to the Company.
- 36.6 If the Company has been given notice of a Members' Resolution under rule 36.1(1), the resolution must be considered at the next general meeting held no more than two months after the notice is given.
- 36.7 This rule does not limit any other right that a Member has to propose a resolution at a general meeting.

37 Company to distribute Members' Resolution or Members' Statement

- 37.1 If the Company has been given a notice or request under rule 36:
 - (1) in time to send the notice of Members' Resolution or a copy of the Members' Statement to Members with a notice of general meeting, it must do so at the Company's cost; or
 - (2) too late to send the notice of Members' Resolution or a copy of the Members' Statement to Members with a notice of general meeting, then the Members that proposed the Members' Resolution or made the Members' Statement must pay the expenses reasonably incurred by the Company in giving Members notice of the Members' Resolution or a copy of the Members' Statement. However, the Members may subsequently pass a resolution at a General Meeting for the Company to pay these expenses.
- 37.2 The Company does not need to send the notice of Members' Resolution or a copy of the Members' Statement to Members if:
 - (1) it is more than 1,000 words long;
 - (2) the Directors consider it may be defamatory;
 - (3) rule 37.1(2) applies, and the Members that proposed the Members' Resolution or made the Members' Statement have not paid the Company enough money to cover the expenses reasonably incurred by the Company in giving Members notice of the Members' Resolution or a copy of the Members' Statement; or
 - (4) in the case of a Members' Resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the Members.

38 Circular Resolutions of Members

- 38.1 Subject to rule 38.3, the Directors may put a resolution to the Members to pass a Circular Resolution.
- 38.2 The Directors must notify the auditor (if any) as soon as possible that a Circular Resolution has or will be put to Members, and set out the wording of the resolution.
- 38.3 Circular Resolutions cannot be used:
- (1) for a resolution to remove an auditor, appoint a Director or remove a Director;
 - (2) for passing a Special Resolution; or
 - (3) where the Corporations Act or this constitution requires a meeting to be held.
- 38.4 A Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in rule 38.5 or rule 38.6.
- 38.5 Members may sign:
- (1) a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
 - (2) separate copies of that document, as long as the wording is the same in each copy.
- 38.6 The Company may send a Circular Resolution by email to Members and Members may agree by sending a reply email to that effect.

Voting at meetings of Members

39 How votes may be exercised

- 39.1 Subject to rule 44, each Member present has 1 vote on a show of hands and on a poll at any general meeting of Members.

40 How voting is carried out

- 40.1 A resolution put to the vote at a meeting of the Company's Members must be decided on a show of hands, unless a poll is demanded.
- 40.2 On a show of hands, a declaration by the chair of the meeting is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 40.3 Unless a Special Resolution is required by this constitution or the Corporations Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by Members entitled to vote on the resolutions.

41 Matters on which a poll may be demanded

- 41.1 A poll may be demanded on any resolution.
- 41.2 A demand for a poll may be withdrawn.

42 When a poll is effectively demanded

42.1 At a meeting of the Company's Members, a poll may be demanded by:

- (1) a Member; or
- (2) the chair of the meeting.

42.2 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

43 When and how polls must be taken

43.1 A poll must be taken when and in the manner the chair of the meeting directs.

43.2 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

44 Chair's casting vote

44.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Member.

44.2 The chair has a discretion with respect to the casting vote and the way in which it is used.

Appointment of Directors

45 Number of Directors

45.1 There must be 10 Directors.

45.2 The Board is to be comprised as follows:

- (1) the Chairperson;
- (2) 1 Commonwealth Appointed Director;
- (3) 3 State or Territory Appointed Directors; and
- (4) 5 Independent Directors.

46 Director's qualifications

46.1 No person may be a Director of the Company or an Alternate Director appointed under rule 52 unless that person holds significant experience in a position of senior management.

47 First Directors

- 47.1 The first Directors are those listed in Item 2 of the Schedule and named in the application for registration of the Company.

48 Chairperson

- 48.1 The first Chairperson will hold office for a term of up to 4 years from the date on which the Company is registered or if appointed on a later date, for a term of up to 4 years from the date on which he or she is appointed (the **First Term** for this rule 48). The first Chairperson may be appointed for a second term of 2 years and may then be appointed for a subsequent, and final term, of up to 4 years. Rule 48.5 does not apply to the first Chairperson.
- 48.2 Before the expiry of the First Term and any subsequent term, the Board will prepare a list of potential nominees to be appointed as Chairperson for consideration by the Minister, which may include the incumbent Chairperson. The Board may provide a recommendation to the Minister.
- 48.3 Following consultation with the Relevant State and Territory Ministers, the Minister will nominate a person to be Chairperson (whether or not from the list provided) and that person will be appointed as Chairperson by the Board.
- 48.4 The Chairperson must not be employed by the Commonwealth, a State of Australia or a Territory of Australia.
- 48.5 The Chairperson will be appointed for a term of 3 or 4 years and may be reappointed for a further term of up to 4 years. The Chairperson may not serve more than 2 terms.

49 Nomination of other Directors

49.1 Commonwealth Appointed Director

- (1) The first Commonwealth Appointed Director will hold office for a term of 3 years from the date on which the Company is registered (the **First Term** for this rule 49.1).
- (2) Before the expiry of the First Term and any subsequent term, the Board must request the Commonwealth to nominate a person to be appointed as a Director and upon written notice to the Board of its nominee, the Board will appoint the person as a Director.
- (3) A Commonwealth Appointed Director will be appointed for a term of 3 years. A Commonwealth Appointed Director appointed under this rule may be appointed for further terms.

49.2 State or Territory Appointed Directors

- (1) The first State or Territory Appointed Directors will hold office for a term of 2 years from the date on which the Company is registered (the **First Term** for this rule 49.2).
- (2) The Board will prepare and keep current a schedule for the nomination of State or Territory Appointed Directors that will rotate between State and Territory Members (the **Nomination Schedule**).

- (3) Before the expiry of the First Term and any subsequent term of a State or Territory Appointed Director, the Board must request the State or Territory Member that is entitled in accordance with the Nomination Schedule to nominate 1 person to be appointed as a State or Territory Appointed Director and upon written notice to the Board of its nominee, the Board will appoint that person as a Director.
- (4) A State or Territory Member may only nominate 1 person to be appointed as a State or Territory Appointed Director under this rule at any one time, with no more than 3 State or Territory Members being entitled to nominate under this rule at any one time. A State or Territory Member is not required to consult with any other State or Territory Member in respect of its nomination.
- (5) A State or Territory Appointed Director will be appointed for a term of 3 years, unless the Directors prescribe a shorter or longer term to allow for staggering of appointments provided the State or Territory Member who nominated the relevant State or Territory Appointed Director agrees.

49.3 Independent Directors

- (1) The first Independent Directors will hold office for a term of up to 4 years from the date on which the Company is registered or if appointed on a later date, for a term of up to 4 years from the date on which he or she is appointed (the **First Term** for this rule 49.3).
- (2) Before the expiry of the First Term and any subsequent term or in the event of a vacancy or vacancies in the office of Independent Director, the Board, in consultation with the Relevant State, Territory and Commonwealth Ministers, will prepare a list of potential nominees to be appointed as a Director under this rule which may include the incumbent Directors. During consultation, the Board will advise the Relevant State, Territory and Commonwealth Ministers of the number of appointments that need to be made on each occasion. Subsequently, the consolidated list of potential nominees is to be forwarded to the Relevant State, Territory and Commonwealth Ministers for their consideration.
- (3) The Relevant State, Territory and Commonwealth Ministers will provide the Board with their nominations for the requisite number of eligible persons to be Independent Directors in accordance with the list prepared under rule 49.3(2) and the persons with the most nominations will be appointed as Directors by the Board. In the case of an equality of nominations, the Directors will decide on the appointment by a majority of votes in a manner the Chairperson directs.
- (4) An Independent Director must not be employed by the Commonwealth or a State or Territory of Australia.
- (5) At any time, at least 2 of the Independent Directors appointed to the Board must have research expertise in the fields of sexual assault or domestic and family violence.
- (6) An Independent Director may be appointed for a term of up to 4 years and may be reappointed for a further term of up to 4 years. A Director appointed under this rule may not serve more than 2 terms.

Appointment of Directors to vacancies

50 Casual vacancies

- 50.1 A Director may be appointed to fill a casual vacancy at any time in accordance with:

- (1) for the Chairperson, rules 48.2 and 48.3;
- (2) for the Commonwealth Appointed Director, rule 49.1(2);
- (3) for a State or Territory Appointed Director, rule 49.2(3);
- (4) for an Independent Director, rule 49.3(2) and 49.3(3),

but so that the total number of Directors does not at any time exceed the number fixed in accordance with this constitution.

51 Insufficient Directors

- 51.1 In the event of a vacancy or vacancies in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

Alternate Directors

52 Appointment

- 52.1 A Commonwealth Appointed Director or a State or Territory Appointed Director may appoint any person to act as an Alternate Director in place of the appointing Director for the appointing Director's term. The Alternate Director can then act in place of the appointing Director at meetings, or for specified periods, or until the happening of specified events, or from time to time during the appointing Director's term whenever, by absence or illness or otherwise, the Director is unable to attend to duties as Director.
- 52.2 The appointment of an Alternate Director is to be in writing and signed by the appointing Director. A copy of the appointment is to be given by the appointing Director to the Company by forwarding or delivering it to the Secretary. The appointing Director must also notify the Company of each event or period of time that the Alternate Director will act in their place, by forwarding or delivering such notice in writing to the Secretary at least 14 days (or such other time as the Board accepts) before the relevant event or period of time.
- 52.3 If the Alternate Director can no longer act in place of the appointing Director, the appointing Director must give notice to the Company, by forwarding or delivering such notice in writing to the Secretary, of the reasons why the Alternate Director can no longer act and inform the Company of the details of any replacement Alternate Director.
- 52.4 The appointment of an Alternate Director takes effect immediately upon receipt of the appointment by the registered office of the Company.

53 Rights, powers and duties of Alternate Director

- 53.1 An Alternate Director is entitled to notice of meetings of the Board and is entitled to attend and vote in the appointing Director's stead if the appointing Director is not present at the meeting.
- 53.2 An Alternate Director is entitled to exercise all the powers (except the power to appoint an Alternate Director) and perform all the duties of a Director, insofar as the appointing Director has not exercised or performed them.

- 53.3 An Alternate Director is not entitled to remuneration from the Company as a Director.
- 53.4 An Alternate Director, when acting as a Director, is responsible to the Company for his or her own acts and defaults and is not to be taken as the agent of the Director by whom he or she was appointed.
- 53.5 Subject to a determination of the Board to the contrary, an Alternate Director shall not attend more than 2 consecutive Board meetings unless the appointing Director is prevented from attending a Board meeting due to circumstances beyond the Director's control.

54 Suspension or revocation of appointment

- 54.1 An appointing Director may remove or suspend the appointment of the Alternate Director by written notice to the registered office of the Company.
- 54.2 Removal or suspension of the Alternate Director's appointment will occur upon receipt of the notice under rule 54.1.

55 Termination of appointment

- 55.1 The appointment of an Alternate Director automatically terminates:
- (1) upon the death of the appointing Director; or
 - (2) on vacation of office by the appointing Director.

Removal and resignation of Directors

56 Removal of Directors

- 56.1 The Minister may remove a Commonwealth Appointed Director from office by giving written notice to the Board and the vacancy may be filled by a person appointed in accordance with rule 49.1.
- 56.2 The State or Territory Member who nominated the State or Territory Appointed Director under rule 49.2 may remove that Director from office during his or her term by giving written notice to the Board, provided the State or Territory Member is still presently entitled under the Nomination Schedule to nominate a person to be appointed as Director under that rule. The vacancy may be filled by a person appointed in accordance with rule 49.2.
- 56.3 Independent Directors and the Chairperson may be removed by a resolution of the Members and the vacancy filled by a person appointed in accordance with rules 49.3 and 48 respectively.

57 Resignation

- 57.1 A Director may resign as a Director of the Company by giving 2 months' written notice of resignation to the Company at its registered office.

58 Conditions of vacation of office of Director

- 58.1 The office of a Director becomes vacant if the Director:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) is not present (either personally or by an Alternate Director) at meetings of the Board during a period of 6 consecutive calendar months without leave of absence from the Board, where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (4) resigns office by notice in writing to the Company;
- (5) is removed from office pursuant to rule 56; or
- (6) becomes ineligible to be a Director of the Company under the Corporations Act or the ACNC Act.

Directors' interests

59 Prohibition on being present or voting

- 59.1 Subject to rule 59.2, each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or with respect to a resolution being passed without a meeting in accordance with rule 67.1):
- (1) must not be counted in a quorum;
 - (2) must not vote on the matter; and
 - (3) must not be present while the matter is being considered at the meeting.
- 59.2 A Director may still be present, be counted in the quorum and may be heard, but may not vote on the matter if:
- (1) Directors who do not have a material personal interest in the matter have passed a resolution that:
 - (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
 - (b) states that those Directors are satisfied that the interest should not disqualify the Director from being present; or
 - (2) they are so entitled under a declaration or order made by the Australian Securities and Investments Commission under section 196 of the Corporations Act.

60 Director to disclose interests

- 60.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary.
- 60.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests

as Director must declare at a meeting of the Directors of the Company or by written notice to the Secretary of the Company the fact and the nature, character and extent of the conflict.

60.3 For the purposes of this rule, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:

- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
- (2) the position of the Director as a director of a related body corporate.

61 Effect of interest in contract

61.1 Subject to the Corporations Act, if a Director has an interest in a contract or proposed contract with the Company (other than as a Member) and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Secretary:

- (1) the contract may be entered into; and
- (2) provided the disclosure is made before the contract is entered into:
 - (a) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (b) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of director.

61.2 For the purposes of rule 61.1, **contract** includes an arrangement, dealing or other transaction.

62 Standing notice of interest

62.1 A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Company at the time the notice is given.

62.2 A notice under the above rule may be given:

- (1) at a Board meeting (either orally or in writing); or
- (2) to the other Directors individually in writing.

62.3 If the standing notice is given to the other Directors individually in writing:

- (1) the notice is effective when it has been given to every Director; and
- (2) the notice must be tabled at the next Board meeting after it is given.

62.4 The Director must ensure that the nature and extent of the interest is recorded in the minutes of the meeting at which the standing notice is given or tabled.

63 Other interests

63.1 Without limiting rule 60 or rule 61, a Director may to the extent permitted by the Corporations Act and the ACNC Act:

- (1) hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with the office of Director;
- (2) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

64 Other directorships and shareholdings

64.1 A Director of the Company may be or become a director, officer, employee or member of any company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable for any remuneration or benefits received as a director, officer, employee or member of the other company.

64.2 Subject to the Corporations Act and the ACNC Act:

- (1) the Directors of the Company may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a resolution appointing themselves or any of them as directors or other officers of the other company;
- (2) any Director of the Company may vote at a meeting of Directors of the Company in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that Director as a director or other officer of the other company;
- (3) any Director of the Company may be appointed as representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that Director as a director or other officer of the other company; and
- (4) a Director of the Company who is also a director of the other company may vote as a director of the other company in whatever manner he or she sees fit, including voting in favour of a resolution appointing the Director to any other office in the other company and a resolution appointing any other Directors of the Company as directors or other officers of the other company.

Board meetings

65 Board meetings

65.1 The Board will regulate its own proceedings (including mode of operation, use of circulating resolutions, frequency of meetings, minutes) and will meet at all times necessary for it to discharge its obligations as set out in this constitution in a proper and timely manner, but at least twice each Financial Year.

65.2 The Board will meet as determined by the Board. The Secretary shall give Directors not less than 14 Business Days notice of meetings.

65.3 A meeting of the Board at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

65.4 If the Chairperson is not present at a meeting of the Board, the members of the Board present must appoint a chairperson of that meeting from amongst the Directors present.

66 Quorum

66.1 No question will be decided by the Board without a quorum.

66.2 The quorum for a Board meeting is a majority of Directors entitled to vote (subject to rule 59.2), but must include at least 1 Director who is a Commonwealth Appointed Director or a State or Territory Appointed Director. The quorum must be present at all times during the meeting.

66.3 An Alternate Director is counted in a quorum at a meeting at which the Director who appointed the Alternate Director is not present (so long as the Alternate Director is entitled to vote in accordance with rule 59).

67 Passing of Directors' resolutions

67.1 The Directors may pass a Circular Resolution if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs. A facsimile transmission, email or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is deemed to be a document in writing signed by the Director.

67.2 All questions before the Board will be dealt with by a majority of the votes cast by Directors entitled to vote on the resolution unless otherwise specified in this constitution. Subject to rules 67.3 and 67.4, each Director has 1 vote.

67.3 The Chairperson has a casting vote if necessary in addition to any vote he or she has as a Director. The Chairperson has a discretion as to whether to use the casting vote, and if used, the way in which it is used.

67.4 A person who is an Alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she represents as an Alternate Director at the meeting and who is not present at the meeting.

68 Notice of meeting

68.1 Notice of every Board meeting must be given to each Director and Alternate Director in accordance with rule 65.2 except that it is not necessary to give notice of a meeting of Directors to any Director who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number or other contact details acceptable to the Directors at which he or she may be given notice.

68.2 Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

69 Waiver of notice

69.1 All resolutions of the Directors passed at a meeting where a quorum is present but where

notice of meeting has not been given to each Director, or any act carried out under any of the resolutions, is as valid as if notice of meeting had been given to all Directors if each Director to whom notice was not given subsequently agrees to waive the notice.

70 Technology meeting of Directors

- 70.1 A Board meeting may be held using telephone or, if consented to by all Directors, other technology. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.
- 70.2 If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 70.3 The following provisions apply to a technology meeting:
- (1) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and
 - (2) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.
- 70.4 If the Secretary is not present at a technology meeting 1 of the Directors present or another person nominated by them present at the meeting must take minutes of the meeting.
- 70.5 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the chair of the meeting.
- 70.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chair to leave the meeting.

71 Validity of acts

- 71.1 All acts done at any meeting of the Board by any committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors, or a committee, or the person acting as a Director, or that any of them were disqualified, valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of a committee (as the case may be).

Powers of the Board

72 General business management

- 72.1 The business of the Company is to be managed by or under the direction of the Directors.
- 72.2 The Board may exercise all the powers of the Company except any powers that under the Corporations Act or this constitution may only be used by Members.
- 72.3 A rule made or resolution passed by the Company in general meeting does not invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

73 Appointment of attorney

- 73.1 The Board may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Board), for the period and subject to the conditions they see fit.
- 73.2 A power of attorney may contain the provisions for the protection and convenience of persons dealing with the attorney that the Board sees fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

74 Powers to select bankers

- 74.1 Any person or persons as may be nominated by the Board may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 74.2 The Company banking account will be kept with such banker or bankers as the Board shall from time to time determine.

75 Delegation to committee

- 75.1 The Board may delegate any of their powers to a committee consisting of Directors and any other person or persons as the Board thinks fit as it deems necessary for the achievement of the objects of the Company and revoke the delegation.
- 75.2 A committee must exercise the powers delegated to it in accordance with any directions of the Board. The exercise of the power by the committee is as effective as if the Board had exercised it.
- 75.3 The meetings and proceedings of any committee are governed by the provisions in this constitution regulating the meetings and proceedings of the Board.

Remuneration of Directors

76 Directors' remuneration

- 76.1 Neither the Commonwealth Appointed Director nor any State or Territory Appointed Director may receive any remuneration for his or her services in his or her capacity as a Director of the Company.
- 76.2 The Chairperson and the Independent Directors may be remunerated for their services and the amount paid to those individual directors is as determined by the Company in general meeting.
- 76.3 The remuneration of Independent Directors accrues daily.

77 Directors' expenses

- 77.1 Despite rule 5, the Company may also permit payments to Directors in the following circumstances:
- (1) for the payment of out-of-pocket expenses incurred in carrying out the duties of a Director where the payments do not exceed an amount previously approved by the Board;

- (2) for any service rendered to the Company in a professional or technical capacity where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
- (3) as an employee of the Company where the terms of employment have been approved by a resolution of the Board.

77.2 The Board must approve all payments the Company makes to its Directors.

78 Financial benefit

- 78.1 The Company must not provide any financial benefit to a Director or any related party of a Director, other than in accordance with rules 63, 76 and 77.
- 78.2 The Company must not make loans to Directors, or provide guarantees or security for obligations undertaken by Directors other than obligations which were undertaken by the Director solely in promotion of the Objects of the Company.

Chief Executive Officer

79 Chief Executive Officer

- 79.1 From time to time, the Chief Executive Officer will be appointed by the Board on terms agreed by the Board, including the remuneration to be paid to the Chief Executive Officer.
- 79.2 The Chief Executive Officer will be responsible for the day to day management of the Company.
- 79.3 The Chief Executive Officer is not a member of the Board, but may attend meetings of the Directors except where the Directors otherwise request.
- 79.4 The Board may terminate the appointment of the Chief Executive Officer in accordance with the terms of his or her appointment.

Secretary

80 Appointment of Secretary

- 80.1 The Directors must, in accordance with the Corporations Act, appoint 1 or more secretaries.
- 80.2 The Directors may appoint a person as an acting Secretary or as a temporary substitute for a Secretary.

81 Terms of office of Secretary

- 81.1 A Secretary of the Company holds office on the terms and conditions (including as to remuneration) that the Directors determine.

Indemnity and Insurance

82 Indemnity

- 82.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, every officer for the time being of the Company is to be indemnified out of the assets of the Company against any liability incurred by the officer in relation to the Company in defending any proceedings, whether civil or criminal, in which judgement is given in that officer's favour or in which that officer is acquitted, or in connection with any application to the Court for relief from liability pursuant to the provisions of the Corporations Act as a result of which application relief is granted.
- 82.2 Without limiting rule 82.1 and to the extent permitted by law, an officer for the time being of the Company may be indemnified out of the assets of the Company against any liability incurred by that officer in relation to the Company where the Board considers it is appropriate to do so.

83 Insurance

- 83.1 To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company or a related body corporate.

84 Director voting on contract of indemnity or insurance

- 84.1 Despite anything in this constitution, a Director is not precluded from voting in respect of any contract or proposed contract of indemnity or insurance merely because the contract indemnifies or insures or would indemnify or insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

85 Liability

- 85.1 An officer of the Company is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

86 Meaning of "officer"

- 86.1 For the purposes of rules 82, 83, 83.1 and 85, **officer** means a Director or Secretary or a member of a committee appointed under rule 75.

The Fund

87 Objective of the Fund

- 87.1 The objective of the Fund is to promote the prevention or the control of human behaviour that is harmful or abusive to human beings, specifically the reduction of violence against women and their children.

88 Public Fund

- 88.1 Members of the public are to be invited to make gifts of money or property to the Fund for the promotion of the prevention or the control of human behaviour that is harmful or abusive to human beings, specifically the reduction of violence against women and their children

89 Not for profit

- 89.1 The Fund will be operated on a not-for-profit basis.

90 Informing the Department or ACNC

- 90.1 The Company must inform the Department or ACNC (as applicable) as soon as possible if:
- (1) it changes its principal activity; or
 - (2) it changes its name or the name of the Fund; or
 - (3) there is any change to the membership of the management committee of the Fund; or
 - (4) there has been any departure from the model rules for public funds located in guidelines issued by the Department from time to time, or any guidelines which replace the guidelines issued by the Department as applicable; or
 - (5) it or the Fund suffers any financial difficulties.

91 Separate bank account for the Fund

- 91.1 A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Company.

92 Fund management committee

- 92.1 A committee of management of no fewer than three persons will administer the Fund.
- 92.2 The committee will be appointed by the Company.
- 92.3 A majority of the members of the committee are required to be Responsible Persons.

93 Income

- 93.1 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

94 Receipts

- 94.1 Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

95 Agreement to abide by ministerial rules or requirements set by the

ACNC

- 95.1 The Company agrees to comply with any rules that the Minister for the Department, the Commonwealth Treasurer or the ACNC (as applicable) may make to ensure that gifts made to the Fund are only used for its principal activity.

96 Statistical information

- 96.1 The Fund will provide statistical information on donations requested by the Department or the ACNC (as applicable) within four months of the end of each Financial Year.
- 96.2 An audited financial statement for the Company and the Fund will be supplied with the annual statistical return if required by the Department or the ACNC (as applicable). The statement will provide information on the expenditure of Fund monies and the management of Fund assets.

97 Conduit Policy

- 97.1 The Company must have a policy of not acting as a mere conduit for the donation of money or property to other organisations, bodies or persons.

Winding up

98 Winding up

- 98.1 Subject to rule 98.2, If the Company is wound up or dissolved, the amount that remains after such winding up or dissolution and the satisfaction of all debts and liabilities will be transferred to another organisation with similar objects and purposes which is not carried on for the profit or gain of its members as determined by the Members of the Company.
- 98.2 If the Company is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the ITAA and such endorsement is revoked (whether or not the Company is to be wound up or dissolved), the Company must transfer to another organisation which is endorsed as a deductible gift recipient as determined by the Members of the Company any surplus representing:
- (1) gifts of money or property made for the principal purpose of the Company;
 - (2) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (3) money received by the Company because of such gifts and contributions.
- 98.3 If the Members do not make the necessary determination under rules 98.1 and 98.2, the Company may apply to the Supreme Court to determine the organisation or organisations to whom the transfers are to be made.

99 Winding up the Fund

- 99.1 If the Fund is wound up (whether or not the Company is to be wound up or dissolved), all assets remaining after the payment of its debts and liabilities are to be transferred to one or more funds having similar objectives that are on the Register of Harm Prevention Charities (or any equivalent register or category of deductible gift recipient as required by law from time to time).

Minutes

100 Minutes to be kept

- 100.1 The Board shall cause minutes to be duly entered in books provided for the purpose of all resolutions and proceedings of the Company and of meetings of the Board and committees, and such minutes shall be signed by the Chairperson of the meeting at the next ensuing meeting.
- 100.2 Upon signature, minutes shall be receivable as prima facie evidence of the matters stated in those minutes.

Holding and inspection of records

101 Holding of records

- 101.1 The books of account and records must be kept at the Company's registered office or at such other place or places as the Board thinks fit and must at all times be open to inspection by Directors.

102 Rights of inspection

- 102.1 A Member (the "Requesting Party") may by giving reasonable written notice to the Board request permission to inspect the accounting books and records of the Company. The Company will, not more than once a year, allow the Requesting Party or its accountants at the Requesting Party's expense at any reasonable time to inspect and take copies of or extracts from such relevant accounting books, records, or vouchers as may be reasonably necessary for the sole purpose of verifying the accounts of the Company.

Accounts, audit and records

103 Accounts

- 103.1 The Directors must cause proper accounting and other records to be kept in accordance with the ACNC Act with respect to:
- (1) the assets and liabilities of the Company;
 - (2) the sums of money received and expended by the Company and the manner and method in which such receipts and expenditures take place; and
 - (3) all sales and purchases of real and personal property including goods of all nature by the Company.
- 103.2 If an Annual General Meeting is held in accordance with clause 25.1, the Board must provide Members with a balance sheet and profit and loss account made up to date not more than six months before each such meeting.
- 103.3 The Company must retain its financial records for at least seven years after completion of the transaction to which the record relates.

104 Audit

- 104.1 Subject to the Corporations Act, a registered company auditor must be appointed.
- 104.2 The remuneration of the Auditor must be fixed and the Auditor's duties regulated in accordance with the Corporations Act.

Execution of documents

105 Execution of documents

- 105.1 The Company may execute a document if the document is signed by:
- (1) 2 Directors of the Company; or
 - (2) a Director and a Secretary of the Company.

106 Execution of document as a deed

- 106.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rules 105 and 107.

107 Execution – general

- 107.1 The same person may not sign in the dual capacities of Director and Secretary.
- 107.2 A Director may sign any document as Director although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this constitution as to execution despite his or her interest.
- 107.3 Rules 105 and 106 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Company.

Notices

108 Notices other than notices of meeting

- 108.1 Any notice by the Company to a Member may be given in the same way as a notice of meeting may be given under rule 26, and the time the notice is taken to be given is the same as provided in the case of a notice of meeting by rule 28.

Inadvertent omissions

109 Formalities omitted

- 109.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid, unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

Amendment to the constitution

110 Amendment to the constitution

110.1 This constitution must not be amended other than in accordance with the Corporations Act.

110.2 If the Company and/or the Fund is endorsed as income tax exempt, a tax concession charity or a deductible gift recipient by the Australian Taxation Office, before making any alterations to this constitution (in particular rules 3, 5, 76, 78, 87 to 97, 98, or 99) the Board must consider:

- (1) whether those alterations may effect the entitlement of the Company to those endorsements; and
- (2) whether, as a term of the endorsement, the Company is required to notify the Australian Taxation Office or any other government authority of the alterations to this constitution.

Signing

111 Counterparts

111.1 This constitution may be signed in any number of counterparts. Each counterpart is an original, but the counterparts together are one and the same document.

112 Signing

112.1 The persons whose names are written below agree to this constitution and to be Members of the Company.

Name of subscriber

Delegate/Authorised Representative

Witness

Commonwealth of
Australia

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

Australian Capital
Territory

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

Name of subscriber

Delegate/Authorised Representative

Witness

Northern Territory of
Australia

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

State of New South
Wales

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

Name of subscriber

Delegate/Authorised Representative

Witness

State of Queensland

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

State of South
Australia

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

Name of subscriber Delegate/Authorised Representative Witness

State of Tasmania

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

State of Victoria

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

Name of subscriber

Delegate/Authorised Representative

Witness

State of Western
Australia

.....
Signature of delegate / authorised
representative

.....
Signature of witness

.....
Full Name (BLOCK LETTERS)

.....
Full name (BLOCK LETTERS)

.....
Position (BLOCK LETTERS)

.....
Address (BLOCK LETTERS)

.....
Occupation (BLOCK LETTERS)

Date:

December 2012

Item 1 Nominated Representatives

The Nominated Representatives of each Member at the time of incorporation are:

Member	Position	Name
Commonwealth of Australia	Group Manager, Women, Children and Mental Health Group	Jill Farrelly (Acting)
Australian Capital Territory	Director General, Community Services Directorate	Natalie Howson
Northern Territory of Australia	Manager, Office of Women's Policy	Janette Galton
State of New South Wales	Executive Director, Department of Family and Community Services Strategy and Policy	Linda Matthews
State of Queensland	Executive Director, Social Inclusion	Helen Ferguson
State of South Australia	Director, SA Office for Women	Vanessa Swan
State of Tasmania	Director, Community Development Division	Nick Evans
State of Victoria	Director, Centre for Human Services Research and Evaluation	Alex Kemenev
State of Western Australia	Director General, Department for Child Protection	Terry Murphy

Item 2 Directors

Chairperson:	Anne Edwards
Commonwealth Appointed Director:	Elizabeth Carroll
State or Territory Appointed Directors:	Simon Phemister
	Joslene Mazel
	Maura Boland