



Alliance for women's freedom, equity and respect

# **EMBOLDEN SOUTH AUSTRALIA INC: CONSTITUTION**

As at November 2021

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## 1. NAME

The name of the Association shall be Embolden South Australia Inc., herein called “the Association”.

## 2. DEFINITIONS

“The Act” – is the Associations Incorporation Act 1985 (SA)

“Special Resolution” – is a resolution required to be passed by no less than three quarters of Sector Members of the association present and entitled to vote, whether in person or by proxy; and of which at least twenty-one (21) days’ written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association.

“Month” shall mean a calendar month.

“Organisation” means organisation, agency or service.

## 3. VISION

A society based on equity and respect for all women, in a world free from violence.

## 4. OBJECTS

The objects of the Association shall be:

- 4.1. To provide a strong collective voice calling for gender equity and the elimination of violence against women and their children in South Australia.
- 4.2. To lobby and advocate for women’s rights to respect, safety and self determination, and represent providers of specialist services in the domestic, family and sexual violence, and related sectors.

- 4.3. To achieve harm minimisation and improved options and outcomes for women and children affected by domestic, family or sexual violence by representing their interests to Government, the general community, funding bodies, politicians, parliaments, the media and other relevant organisations.
- 4.4. To promote community awareness of violence against women and its personal and social consequences.
- 4.5. To promote collaborative relationships between members.
- 4.6. To ensure a viable and credible organisation representing members.
- 4.7. To influence and inform relevant legislative reform and other decision making mechanisms that may affect the lives of women and their children experiencing or at risk of domestic, family or sexual violence.
- 4.8. To do all such other things as may be incidental to the attainment of such objects.

## 5. POWERS OF THE ASSOCIATION

The association shall have all the powers conferred by section 25 of the Act.

In addition to the powers:

- 5.1. Conferred by the Act or by other Law; and
- 5.2. Conferred elsewhere in these rules:

The Association shall have the power to do such things necessary for the realisation of the objects of the Association, and without limiting the foregoing, the Association shall have the power:

- 5.3. To acquire and dispose of real and personal property;
- 5.4. To accept donations of money and property;

- 5.5. To engage and dismiss employees and consultants as the Association deems necessary, and to determine the terms of employment or engagement.

## **6. INCOME AND PROPERTY**

- 6.1. The income and property of the Association, however derived, shall be applied solely toward the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association.
- 6.2. This does not prevent the payment in good faith to a member of the Association of remuneration in return for services actually approved by and rendered to the Association by the member or for goods approved by and supplied to the Association by the member in the ordinary course of business.

## **7. MEMBERSHIP**

- 7.1 There are three (3) types of membership of the Association:
  - 7.1.1 (Sector Membership) Sector membership shall be open to community-based specialist women's services responding to gender-based violence that endorse the Association's objects purpose and values.
  - 7.1.2. (Associate Membership) Associate membership shall be open to public and community sector organisations that work in the women's and social justice sector and organisations that endorse the Association's objects, purpose and values. Associate members may attend and speak at General Meetings, however, will not have the voting rights of Sector member organisations. If an organisation is auspiced by another organisation, the auspicer will also be required to include supportive signatures to support the application of the group.

- 7.1.3 (Supporter membership) Supporter membership shall be open to organisations and individuals who support tangible actions and understanding of gender-based violence and support actions to reduce violence against women and gender-diverse individuals. Supporters must also support the Association's objects, purpose and values. Supporter members may attend and be invited to speak at General Meetings. Supporter members do not have the voting rights of Sector members.
- 7.2 Application for membership of the Association shall be:
- 7.2.1 Made in writing in such form prescribed from time to time by the Association at a General Meeting;
- 7.2.2 Accompanied by a declaration of support for the Association's objects;
- 7.2.3 Required to be endorsed by two current Sector members of the Association.
- 7.3 A Sector Member may appoint from its staff one or two representatives who may speak on its behalf but only one representative so appointed may vote on its behalf. The Association may by a majority vote request a member organisation, in writing and with the reason/s briefly stated, to revoke the appointment of a representative and to appoint a different representative on a temporary or permanent basis.
- 7.4 All new membership applications shall be considered by the Board. The Board shall have the right to accept or refuse membership to any applicant at its absolute discretion.
- 7.5 Membership may be suspended by not less than a two-thirds majority vote at a General Meeting. If a Sector Member fails to attend sixty per cent (60%) of scheduled meetings per calendar year without

reasonable excuse, the Association shall advise the member in writing of its decision which could be to suspend or terminate membership.

- 7.6 Any suspended member may, on not less than two (2) weeks written notice, require the suspension to be reconsidered at the next General Meeting.
- 7.7 The annual subscription for memberships shall be set by ordinary resolution of the Association in a General Meeting.
- 7.8 Membership subscription renewals fall due on the 1st July each year.
- 7.9 No member, other than a member of the Board, shall use or allow to be used, the name of the Association in any publication, advertisement, broadcast or announcement without the prior permission of the Association in General Meeting.

## **8. REGISTER OF MEMBERS**

- 8.1. A register of members shall be kept and available for inspection at all reasonable times by any member who has applied to the Public Officer in writing to inspect it.
- 8.2. The register will record the name and registered address of each member organisation and the date of admission to, and termination of, membership where applicable.

## **9. CESSATION OF MEMBERSHIP**

An organisation ceases to be a member of the Association if the organisation:

- 9.1. Is wound up
- 9.2. Resigns from membership of the Association by written notice to the Secretary.
- 9.3. Is expelled from the Association in accordance with Rules 7.5 and 10.1.
- 9.4. Fails to pay the annual membership subscription within two months of the due date.

## **10. SUSPENSION AND TERMINATION OF MEMBERSHIP**

- 10.1. If the Association believes a member has refused or failed to comply with the Association's Objects and Constitution; or has acted or behaved in a manner detrimental to the best interests of the Association, it will communicate its views to the member, in writing, at least twenty one (21) days before the general meeting at which the matter will be heard. At that general meeting the Association will give the member a reasonable opportunity to speak on the motion and may, by a two third majority vote of eligible members present at a General Meeting, pass a resolution to:



- 10.1.1. Warn the member, and/or;
- 10.1.2. Suspend the member for a specific period, and/or;
- 10.1.3. Terminate the member from membership of the Association. The termination will take effect fourteen (14) days after the Association's determination has been communicated to the member in writing.

## **11. APPEALS AGAINST SUSPENSION OR TERMINATION OF MEMBERSHIP**

- 11.1 Where the Association passes a resolution to suspend a membership, or terminate a membership, a delegated member of the Association shall, as soon as possible, notify the member organisation in writing:
  - 11.1.1 Of the decision of the Association and the reason/s upon which it was based;
  - 11.1.2 Informing the member that they may, by application in writing to the Association made within two (2) weeks of the receipt of the notice, ask the Association to reconsider its decision.
- 11.2 If the member appeals in accordance with the provisions of Rule 11.1, the Association:
  - 11.2.1 Shall ensure that the member has fair opportunity to be heard;
  - 11.2.2 Shall give due consideration to any oral or written statement or other approved communication tendered; and
  - 11.2.3 Shall confirm, vary or revoke the original resolution.

## 12. MANAGEMENT OF THE ASSOCIATION

- 12.1. The affairs of the Association shall be managed by the members in General Meetings.
- 12.2. The Association shall hold General Meetings not less than six (6) times in each year.
- 12.3. The Officers of the Association shall consist of 2 Co-Chairpersons, a Deputy Chairperson, Secretary and Treasurer who shall be drawn from the membership and shall be elected for a two year term.
- 12.4. One Co-Chairperson and the Deputy Chairperson shall be elected for a two (2) year term at the Annual General Meeting held; and the other Co-Chairperson, Secretary and Treasurer shall be elected for a two (2) year term at the following Annual General Meeting.
  - 12.4.1. An Officer shall be eligible for re-appointment for a further two year term
- 12.5. The Association may, by a two third majority vote of members present at a properly constituted meeting, appoint a person to fill any casual vacancies unfilled or arising in the position of Officers, provided that person would have been eligible to have been elected to the vacant position. Any member so appointed will vacate their position at the next election.
- 12.6. The Co-Chairpersons shall act as Spokesperson unless an alternative Spokesperson for some or all issues has been appointed by the Board of the Association. The Spokespersons shall make statements in accordance with previously agreed policy, or for urgent matters, following consultation with a representation of at least two (2) members.
- 12.7. The Secretary shall be responsible for ensuring that minutes of all meetings are kept and that the books and records of the Association are properly maintained.
- 12.8. The Treasurer shall be responsible for overseeing the financial records of the Association, and for monitoring and ensuring that the financial records,

annual financial reports and other financial dealings are properly recorded and maintained. All financial records will be available for inspection by any Association member.

12.8.1 Payments will be as petty cash or by electronic funds transfer (EFT) signed by two (2) Authorised Signatories, of whom there will be no more than three (3).

## 13. BOARD

13.1. The Board shall comprise two Co-Chairpersons, a Deputy Chairperson, Secretary, Treasurer (the Officers of the Association), and two diversity and inclusion positions. There will be a quorum of three (3) Office Bearing Board members for any decision to take effect.

13.2. An Associate Member may nominate Board positions for one of the two positions dedicated to persons with lived experience or who meet with one or more of identified diversity criteria. The individual may be a person with lived experience or represent a group of people with lived experience

13.3. Additional discretionary positions – up to two (2) positions may be appointed by the Board from the existing membership. In appointing the two discretionary members, the Board shall take into account and make the appointments on the basis of skills and experience with particular reference to diversity and/or lived experience of gender-based violence, background, qualifications and personal qualities of the appointees, having regard to the identified gaps in the makeup of, and the needs of the Board as a whole. The appointment/s should be made as soon as practicable following the Annual General Meeting of the Association. These positions may be appointed for 6- or 12-month terms and reviewed periodically as determined by the Board.

13.4. The functions of the Board are:

13.4.1. Such functions and powers as are delegated to it by the Association.

- 13.4.2. Such functions and powers of the Association which, by reason of urgency, cannot be exercised by the Association in a General Meeting.
- 13.4.3. To manage on a day to day basis any employees of the Association
- 13.5. Any Officer of the Board may convene a meeting of the Board and the Secretary shall ensure that proper minutes are kept and presented to the following General Meeting.

## 14. GENERAL MEETINGS

- 14.1. The Association will meet as often as may be required to carry out the business of the Association and not less than six (6) times in each calendar year.
- 14.2. A quorum will be one third of the number of current Sector members. If the current number of Sector members is not divisible by three (3), one third of the next successive number divisible by three (3) will be calculated.
- 14.3. If within half an hour of the proposed starting time of the meeting a quorum is not present, business can be undertaken but no business shall be completed until the next meeting at which a quorum is present.
- 14.4. Voting at General Meetings will be restricted to Sector Members, who shall each have one vote. In the event of a tied vote:
  - 14.4.1. The Co-Chairpersons may (each) have a casting vote, and in the event of the vote still being tied,
  - 14.4.2. The Deputy Chair may also have a casting vote.
- 14.5. All resolutions shall be decided by a majority of votes of Sector Members.

- 14.6. Voting on any issue shall generally be by show of hands, but if so requested by any member present, shall be by secret ballot.
- 14.7. Persons with special interest or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Co-Chairpersons but such persons may not vote.
- 14.8. To retain Sector Membership status, Sector Members are required to attend at least 60 per cent (60%) of meetings per calendar year. If unable to attend, a reasonable apology must be provided to the Secretary prior to the meeting.
- 14.9. The Secretary shall ensure that minutes are presented to the following General Meeting and signed by a Co-Chairperson after being accepted by the members present.

## 15. ANNUAL AND SPECIAL GENERAL MEETINGS

15.1. The **Annual General Meeting** shall be held within six (6) months of the end of the financial year of the Association.

15.2. The business of the Annual General Meeting shall be:

15.2.1. To confirm the minutes of the last Annual General Meeting;

15.2.2. To receive the financial accounts for the previous financial year and any auditor's report;

15.2.3. To elect or re-elect the Officers who must consent in person or in writing; and

15.2.4. To conduct any other business placed on the Agenda before the commencement of the meeting.

15.3 A **Special General Meeting** shall be called:

15.3.1 When directed by a two third majority vote of Sector Members present at a duly convened General Meeting;

15.3.2 On the request, in writing, by not less than one fourth of the Sector Members of the Association. Such requests shall clearly show why such a special general meeting is being convened and the nature of the business to be transacted.

15.4 A quorum for any Annual or Special Meeting shall be one half of the number of current Sector Members.

15.5 No business shall take place unless there is a quorum present. If, within half an hour of the proposed starting time, of the meeting a quorum is not present, then the meeting shall be adjourned to a time and place determined by the members present. If, at the adjourned meeting, a quorum is not present within half an hour from the arranged time, the members present shall be a quorum.

15.6 The Co-Chairperson(s) may, with the permission of any meeting where a Quorum is present, adjourn the meeting, from time to time.

The only business to be done at the adjourned meeting shall be business left unfinished.

**15.7** The Secretary will arrange all general meetings of the Association by giving not less than fourteen (14) days' notice, except in the case of the AGM or a general meeting where a special resolution is proposed, in which case twenty-one (21) days' notice must be given.

**15.8** No business may be transacted at an AGM or Special General Meeting unless notice of the proposed motion is given to members, either with or before the notification of the meeting. This rule does not preclude amendments to motions on notice.

**15.9** The Secretary shall ensure that minutes of the Annual General Meeting are presented to the following Annual General Meeting, and of a Special General Meeting to the next General Meeting, to be signed by one of the Co-Chairpersons after being accepted by the members present.

## **16. SUB COMMITTEES**

**16.1** The Association may establish sub committees as are necessary to conduct its business and fulfil its objects. The Association may delegate any of its powers to such sub-committees and make rules for regulating the proceedings of the sub-committees.

**16.2** The terms and tenure of membership of a sub-committee will be at the discretion of the Association.

**16.3** The Association may appoint non-members to sub-committees.

**16.4** A report of sub-committee meetings will be presented at the next General Meeting.

## 17. PUBLIC OFFICER

17.1. An officer or employee of the Association will be appointed as the Public Officer. This appointment to remain in effect until the Public Officer:

17.1.1. Resigns as Public Officer; or

17.1.2. Resigns or ceases to be a financial member of the Association

17.2 If the office becomes vacant, the Association shall within twenty-eight (28) days appoint an eligible member to fill the vacancy.

## 18. COMMON SEAL

18.1. The Common Seal of the Association shall be used only with the authority of the members of the General Meeting.

18.2. The Common Seal shall be affixed to all legal documents in the presence of two (2) members of the Board.

18.3. The Common Seal shall be held by a member of the Board.

18.4. The use of the Common Seal shall be recorded in the minutes.

## 19. SOURCE OF FUNDS

The Association may derive funds from members' subscriptions and contributions, grants and donations, fees for services provided, charges for activities and any other lawful source.



## **20. ALTERATION OF CONSTITUTION**

The Constitution may be amended, rescinded or added to, by resolution, carried by a majority of no less than three quarters of Sector Members present at any Special General meeting. At least twenty-one (21) days' notice in writing shall be given to all members.

## **21. FINANCIAL YEAR**

The financial year of the Association shall commence on 1 July and end on 30 June of the following year.

## **22. APPOINTMENT OF AN AUDITOR**

Any Auditor appointed shall not be a member of the Association.

## **23. DISSOLUTION OF THE ASSOCIATION**

23.1 The Association shall be dissolved by a resolution carried by a majority of no less than three quarters of Sector Members present at a general meeting convened to consider the question. One (1) months' notice, in writing, shall be given to all members outlining the intention of the general meeting.

23.1 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objectives similar to the objects of the Association, and which is a fund, authority or institution referred to in paragraph 78(1)(a) of the Income Tax Assessment Act, 1936.