Constitution approved on 20 October 2026

EMBOLDEN SOUTH AUSTRALIA INCORPORATED

CONSTITUTION

2026

CONTENTS

1. NAME 3
2. DEFINITIONS 3
3. VISION 3
4. OBJECTS 3
5. POWERS OF THE ASSOCIATION 4
6. INCOME AND PROPERTY 4
7. MEMBERSHIP 5
8. REGISTER OF MEMBERS 6
9. CESSATION OF MEMBERSHIP 6
10. SUSPENSION AND TERMINATION OF MEMBERSHIP 6
11. APPEALS AGAINST SUSPENSION OR TERMINATION OF MEMBERSHIP 7
12. BOARD 7
13. GENERAL MEETINGS 10
14. ANNUAL AND SPECIAL GENERAL MEETINGS 11
15. SUB COMMITTEES 12
16. PUBLIC OFFICER 13
17. COMMON SEAL 13
18. SOURCE OF FUNDS 13
19. ALTERATION OF CONSTITUTION 13
20. FINANCIAL YEAR 14
21. APPOINTMENT OF AN AUDITOR 14
22. DISSOLUTION OF THE ASSOCIATION 14

1. NAME

The name of the Association shall be Embolden South Australia Incorporated, hereinafter 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 world free from domestic, family and sexual violence, where women, children and all people are valued, respected and able to flourish.

4. OBJECTS

The objects of the Association shall be:

4.1 To provide a strong collective voice for South Australian organisations that provide specialist domestic, family and sexual violence services, across the continuum of prevention, early intervention, response, and recovery and healing.

4.2 To represent members in advocacy for systemic solutions to prevent domestic, family and sexual violence and improve safety and wellbeing outcomes for victim-survivors.

4.3 To support specialist sector collaboration and development.

4.4 To engage and collaborate with adjacent service sectors to support system-wide capability in meeting the needs of people affected by domestic, family and sexual violence.

4.5 To strengthen community awareness and understanding of the prevalence and preventable harms of domestic, family and sexual violence.

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 two (2) types of membership of the Association:

7.1.1 Sector Members are organisations that:

- deliver specialist and dedicated domestic, family and sexual violence services, across the continuum of prevention, early intervention, response, and recovery and healing;
- endorse the Association's objects, purpose and values; and
- are not-for-profit.

7.1.2 Associate Members are organisations:

- whose work is focused on community wellbeing and social justice;
- endorse the Association's objects, purpose and values; and
- are not-for profit.

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;

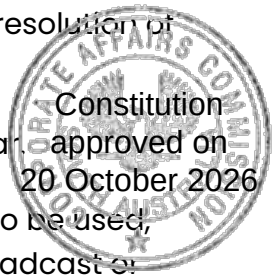
7.2.3 Required to be endorsed by two current Sector members of the Association.

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 Sector Members are required to attend at least sixty per cent (60%) of General Meetings each year, or provide a reasonable excuse for non-attendance.

7.6 The annual subscription for memberships shall be set by ordinary resolution of the Association in a General Meeting.



7.7 Membership subscription renewals fall due on the 1st July each year.

7.8 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.

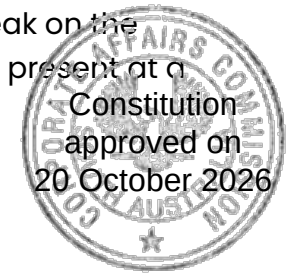
9.3 Is expelled from the Association in accordance with Section 10.

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. BOARD

12.1 The Board will have seven members (optimal) and no more than nine members, comprised of four Office Bearer positions: Chair, Deputy Chair, Secretary and Treasurer, and general positions.

12.1.1 The Board is elected by members at the Annual General Meeting or at a Special General Meeting.

12.1.2 Office Bearer positions are for a two-year term, with half of the positions elected in one year and the other half of the positions elected in the following year. Office Bearers will be eligible for re-appointment for a further two-year term.

12.1.3 General Board member positions are elected for a two-year term. General members will be eligible for re-appointment for a further two-year term.

12.1.4 A majority of Board positions must be held by sector members.

12.1.5 Up to two positions are dedicated for representatives of Aboriginal Community Controlled Organisations that are sector members, and they may hold general or Office Bearer positions.

12.1.6 One position is dedicated for a representative of a specialist sexual assault service that is a sector member, and may hold a general or Office Bearer position.

12.1.7 The position of Chair may be held either by a sector member or by an individual independent of the Association (i.e. not a sector member). An independent Chair must have significant relevant expertise such that they can credibly represent the domestic, family and sexual violence services sector in public fora.

12.1.7.1 The Chair is an authorised spokesperson of the Association, representing agreed policy or, for urgent matters, after consulting with the CEO and the Board.

12.1.8 The position of Deputy Chair must be held by a sector member.

12.1.9 The Treasurer is 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.

12.1.10 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.

12.1.11 Where Office Bearer or general positions are unfilled, the Board has authority to fill positions, having regard to identified gaps in the Board's makeup and the need to ensure that the Board has an effective diversity of skills and experience. The appointments should be made as soon as practicable following the Annual General Meeting of the Association. These positions may be appointed for a term of up to one year.

Constitution approved on 20 October 2026

12.2 A majority of Board members, with that majority including no less than three sector members, is required to reach quorum for any decision of the Board to take effect.

12.3 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act and shall not vote with respect to that contract or proposed contract.

12.4 In relation to Board decisions, in the event of a tied vote:

12.4.1. The Chair has a casting vote, and in their absence,

12.4.2. The Deputy Chair has a casting vote.

12.5 The functions of the Board are:

12.5.1 The Board has the management and control of the funds and other property of the association.

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

12.5.3 Such functions and powers of the Association which, by reason of urgency, cannot be exercised by the Association in a General Meeting.

12.6 The Board must meet at least six (6) times in each 12-month period, at a time and place decided by the Board. Meetings may be held in person or virtually (i.e. via MS Teams or Zoom or other electronic means) or via a combination thereof.

12.7 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.

13. GENERAL MEETINGS

13.1 The Association will meet as often as may be required to carry out the Constitution of the Association and not less than six (6) times in each calendar year. Meetings may be held in person or virtually (i.e. via MS Teams or Zoom) or other electronic means) or via a combination thereof.

13.2 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.

13.3 A Sector member who is unable to attend a General Meeting may nominate another representative of their organisation to attend as their proxy, by advising the meeting secretariat in writing prior to the meeting.

13.3.1. The member's proxy has the same voting rights as the member, per clauses 13.5 and 13.6

13.3.2. If a member does not give voting instructions, the proxy may vote as they think fit.

13.3.3 Proxy arrangements for Annual or Special General Meetings shall be the same as for Geneal Meetings.

13.4 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.

13.5 Voting at General Meetings will be restricted to Sector Members, who shall each have one vote. In the event of a tied vote:

13.5.1. The Chair has a casting vote, and in their absence,

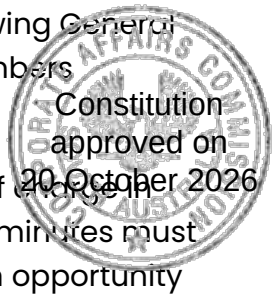
13.5.2. The Deputy Chair has a casting vote.

13.6 All resolutions shall be decided by a majority of votes of Sector Members.

13.7 Voting on any issue shall generally be by show of hands, but if so requested by any member present, shall be by secret ballot.

13.8 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 Chair but such persons may not vote.

13.9 The Secretary shall ensure that minutes are presented to the following General Meeting and signed by the Chair after being accepted by the members present.



13.10 Members have the right to inspect General Meeting minutes free of charge in accordance with section 51 of the Act. A written request to inspect minutes must be made in writing to the Secretary. The Secretary must provide an opportunity for the member to inspect the requested minutes within one month of the request.

14. ANNUAL AND SPECIAL GENERAL MEETINGS

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

14.2 The business of the Annual General Meeting shall be:

14.2.1 To confirm the minutes of the last Annual General Meeting;

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

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

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

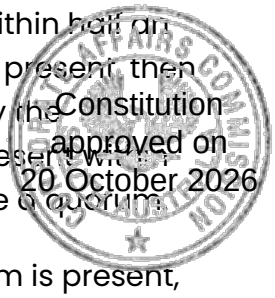
14.3 A Special General Meeting shall be called:

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

14.3.2 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.

14.4 A quorum for any Annual or Special Meeting shall be one half of the number of current Sector Members. A quorum for General Meetings shall be per clause 13.2. Voting at Annual and Special General Meetings shall be as for General Meetings, per clauses 13.5 and 13.6.

14.5 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.



14.6 The Chair 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.

14.7 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.

14.8 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.

14.9 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 the Chair after being accepted by the members present.

14.10 Members have the right to inspect Annual and Special General Meeting minutes free of charge in accordance with section 51 of the Act. A written request to inspect minutes must be made in writing to the Secretary. The Secretary must provide an opportunity for the member to inspect the requested minutes within one month of the request.

15. SUB COMMITTEES

15.1 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.

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

15.3 The Association may appoint non-members to sub-committees.

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

16. PUBLIC OFFICER

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

16.1.1 Resigns as Public Officer; or

16.1.2 Resigns or ceases to be a financial member of the Association

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

17. COMMON SEAL

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

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

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

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

18. 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.

19. 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.

20. FINANCIAL YEAR

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

21. APPOINTMENT OF AN AUDITOR

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

22. DISSOLUTION OF THE ASSOCIATION

22.1 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.

22.2 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.