

CANBERRA RAPE CRISIS CENTRE

CONSTITUTION (OR RULES)

Part 1.1

Preliminary

1. Preamble

Canberra Rape Crisis Centre was established in 1976 as a feminist collective comprising all permanent staff and community members. This constitution reflects the shift to a more formal governance model.

2. Name

The name of the Association is Canberra Rape Crisis Centre Incorporated (in this Constitution called the Association).

3. Definitions

In this Constitution the following terms are intended to take their defined meaning:

- **Conflict of Interest** arises when an individual could be influenced, or appear to be improperly influenced, by private interests in carrying out their duties and responsibilities for the organisation. Such a situation may also arise if a person has a position of authority in one organisation that conflicts with their interests in another organisation. A conflict of interest can be pecuniary or non-pecuniary, and can arise from avoiding personal losses as well as gaining personal advantage, financial or otherwise.
- **Financial year** means the year ending on 30 June.
- **Member** means a member, however described, of the Association.
- **Ordinary Committee member** means a member of the Committee who is not an office-bearer of the Association as mentioned in section 12 (1) (a).
- **Secretary** means the person holding office under these rules as Secretary of the Association or, if no such person holds that office, the Public Officer of the Association.
- **The Act** means the *Associations Incorporation Act 1991*.
- **The regulation** means the *Associations Incorporation Regulation 1991*.

4. Application of Legislation Act 2001

The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

5. The Objects of the Association

1. The principal object of the Association is to provide direct relief through the provision of aid services to persons affected by sexual violence.
2. The Association works within a political, human rights and feminist analysis, to eliminate sexual violence for people affected by sexual violence.

Part 1.2 Memberships

6. Membership qualifications

1. A person is qualified to be a member if—
 - a) the person has applied for membership in accordance with section 7(1);
 - b) supports the objectives of the Association; and
 - c) has been approved for membership of the Association by the Committee.
2. Government, non-government and private for profit organisation's are qualified to be associate members if they –
 - a) have applied for membership in accordance with section 7 (1);
 - b) support the objectives of the Association; and
 - c) have been approved for membership of the Association by the Committee.
3. In the application, the person or organisation must disclose any conflict of interest.
4. The membership of the Association by men shall not exceed 25% of members.

7. Application for membership

1. An application for membership or associate membership of the Association—
 - a) must be made in writing in the form prescribed by the Committee, and
 - b) must be lodged with the Secretary of the Association.
2. As soon as is practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which must decide whether to approve or to reject the nomination.
3. If the Committee decides to approve a nomination for membership, the Secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification any sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
4. The Secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, ensure the nominee's name is entered in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

8. Rights and responsibilities of Members

1. A person is taken by virtue of their membership to agree to act in accordance with this Constitution.

2. Members of the organisation:

- a) have the right to attend and vote at the annual general meeting and special meetings of the Association and
- b) receive information from the Association from time to time.

9. Rights of Associate Members

Associate members:

- a) have the right to attend and but not vote at the annual general meeting and all special meetings of the Association
- b) receive information from the Association from time to time.

10. Membership entitlements not transferable

A right, privilege or obligation that arises from being a member or associate member of the Association—

- a) cannot be transferred or transmitted to another person or entity, and
- b) terminates on cessation of the membership.

11. Cessation of membership

1. A person ceases to be a member of the Association if the person—

- a) dies or, for a corporation, is wound up, or
- b) resigns from membership of the Association, or
- c) is expelled from the Association; or
- d) fails to renew membership of the Association.

2. The Association will record the date that the person ceased to be a member in the Register.

12. Resignation of membership

1. A member is not entitled to resign from membership of the Association except in accordance with this section.
2. A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (of not less than 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

13. Membership Fees

1. The Committee shall determine the membership fee from time to time and may at its discretion waive any such fees in a particular case.
2. If required, annual membership fees shall be paid on becoming a member. The Committee may set a pro-rata subscription for members and associate members joining the Association during the year.
3. Membership will be renewed annually on 1st July of each year by the payment of the membership fees if required, otherwise all membership will be carried forward at the end of the financial year unless a member indicates they wish to withdraw their membership of the Association.
4. The annual membership fees shall be payable at such times and in such manner as the Committee shall from time to time determine. In particular, the Committee may determine that the fees include an entrance or joining fee and an annual membership fee.

14. Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by section 13.

15. Disciplining of members

1. If the Committee is of the opinion that a member—

- a) has persistently refused or neglected to comply with a provision of these rules; or
- b) has persistently and willfully acted in a manner prejudicial to the interests of the Association the Committee may, by resolution—
 - a. warn the member, or
 - b. suspend the member from membership of the Association for a specified period, or
 - c. expel the member from the Association.

2. A resolution of the Committee under subsection (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.

3. If the Committee passes a resolution under subsection (1), the Secretary must, as soon as practicable, serve a written notice on the member—

- a) setting out the resolution of the Committee and the grounds on which it is based; and
- b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- c) stating the date, place and time of that meeting; and
- d) informing the member that the member may do either or both of the following:
- e) attend and speak at that meeting;
- f) submit to the Committee at or before the date of that meeting written representations relating to the resolution.

4. Subject to the Act, section 50, at a meeting of the Committee mentioned in subsection (2), the Committee must—

- a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
- b) give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and
- c) by resolution decide whether to confirm or to revoke the resolution of the Committee made under subsection (1).

5. If the Committee confirms a resolution under subsection (4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 16.

6. A resolution confirmed by the Committee under subsection (4) does not take effect—

- a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- b) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with section 16 (4).

16. Right of appeal of disciplined member

1. A member may appeal to the Association at a general meeting against a resolution of the Committee that is confirmed under section 15 (4) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
2. On receipt of a notice under subsection (1), the Secretary must notify the Committee which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
3. Subject to the Act, section 50, at a general meeting of the Association called under subsection (2)—
 - a) no business other than the question of the appeal may be transacted, and
 - b) the Committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both, and
 - c) the members present must vote by secret ballot on the question of whether the resolution made under section 15 (4) should be confirmed or revoked.
4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 15 (4), that resolution is confirmed.

Part 1.3 Committee

17. Powers of Committee

The Committee, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in general meeting—

- a) controls and manages the affairs, property and funds of the Association, and
- b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting, and
- c) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

18. Eligibility for Election to the Committee

1. Women who are full members of the Association are eligible to stand for election on the Committee.
2. Persons employed by the Association are not eligible to become members of the Committee. Past employees are not able to nominate for membership of the Committee for 12 months after their employment has ceased.

19. Constitution and membership

1. The Committee consists of—
 - a) the office-bearers of the Association, and
 - b) no less than 2 and no more than 4 ordinary Committee members; each of whom must be elected under section 13 or appointed in accordance with subsection (4).
2. The office-bearers of the Association are—
 - the Chair
 - the Deputy Chair
 - the Treasurer; and
 - the Secretary.
3. Each member of the Committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
4. Members shall be eligible for no more than four consecutive terms as office holders, though they will remain eligible for election as ordinary members.
5. The Executive Officer shall be a non-voting member of the Committee

6. If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

7. The Committee can, by unanimous agreement of the full Committee, exercise a right to co-opt men onto the Committee for such periods as the Committee sees fit and this number shall not exceed two (2) at any one time. All such co-opted Committee members must be members of the Association or become so before taking up their appointment to the Committee.

20. Election of Committee members

1. Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members must be—

- a) made in writing and signed by the member
- b) given to the Secretary of the Association not less than seven days before the date fixed for the annual general meeting at which the election is to take place.

2. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected, and further nominations for the remaining vacant positions may be received at the annual general meeting.

3. If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be vacancies.

4. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

6. The ballot for the election of office-bearers and ordinary Committee members must be conducted at the annual general meeting in the way the Committee may direct.

7. A person is not eligible to simultaneously hold more than 1 position on the Committee.

21. The Chair and Deputy Chair

1. The Chairperson shall be responsible for the Committee overseeing all aspects of Association business but has no power to direct the affairs of the Association other than through resolution of the Committee, or, within the agreed policies of the Association as determined by the Committee.
2. The Deputy Chairperson shall assist the Chairperson and act for them in their absence.

22. Secretary

1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
2. The Secretary must keep minutes of—
 - a) all elections and appointments of office-bearers and ordinary Committee members; and
 - b) the names of members of the Committee present at a Committee meeting or a general meeting; and
 - c) all proceedings at Committee meetings and general meetings.
3. Minutes of proceedings at a meeting must be accepted by Resolution at the next succeeding meeting.

23. Treasurer

1. The Treasurer of the Association is responsible for overseeing the keeping of a proper and accurate record of all accounts. She will be responsible for ensuring the preparation of an audited annual report for the Committee and annual general meeting.
2. The financial statements shall contain particulars of:
 - a) income and expenditure for the year just ended, and
 - b) the assets, liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

24. Vacancies

For these rules, a vacancy in the office of a member of the Committee happens if the member—

- a) dies
- b) ceases to be a member of the Association
- c) resigns the office
- d) is removed from office under section 25 (Removal of Committee members)
- e) becomes bankrupt or personally insolvent
- f) suffers from mental or physical incapacity, or
- g) is disqualified from office under the Act, section 63 (1)

25. Removal of Committee members

1. The Association in general meeting may by resolution, subject to the Act, section 50, remove any member of the Committee from the office of member of the Committee before the end of the member's term of office.

2. If a member of the Committee fails to attend three consecutive meetings without the agreement of the Committee, or fails to carry out their duties and obligations as a Committee member, the Committee shall seek an explanation and may declare that position vacant and shall advise the member, in writing, that their position is vacated.

26. Committee meetings and quorum

1. The Committee must meet at least 8 times in each calendar year, and at least once every 8 weeks, at the place and time that the Committee may decide.

2. Additional meetings of the Committee may be called by any three members of the Committee.

3. Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 7 days (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

4. Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.

5. Any five members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

6. No business may be transacted by the Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, then the meeting shall be adjourned to another day, time and place as the Committee may determine.

7. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

8. At meetings of the Committee—

- a) the Chair or, in the absence of the Chair, the Deputy Chair presides; or
- b) if the Chair and the Deputy Chair are absent—1 of the remaining members of the Committee may be chosen by the members present to preside.

27. Delegation by Committee to sub Committee

1. The Committee may, in writing, delegate to 1 or more sub Committees (consisting of the member or members of the Association that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than—

- a) this power of delegation; and
- b) a function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the Association in general meeting

2. A function, the exercise of which has been delegated to a sub Committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub Committee in accordance with the terms of the delegation.

3. A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.

4. Despite any delegation under this section, the Committee may continue to exercise any function delegated.

5. Any act or thing done or suffered by a sub Committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee.

6. The Committee may, in writing, revoke wholly or in part any delegation under this section.

7. A sub Committee may meet and adjourn as it considers appropriate.

28. Voting and decisions

1. Questions arising at a meeting of the Committee or of any sub Committee appointed by the Committee are decided by a majority of the votes of members of the Committee or sub Committee present at the meeting.
2. Each member present at a meeting of the Committee or of any sub Committee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
3. Members of the Committee may attend and vote at meetings of the Committee by telephone or video link if a majority of the other members of the Committee present agree. Any such person so attending will count as part of the quorum of the meeting.
4. Votes by proxy are not permitted unless this has previously been determined in policy by the Committee.

29. Out-of-session decision making

1. The Committee may make "out-of-session" decisions or recommendations as may be required from time to time. Such decisions may or may not involve all members in accordance with procedures agreed by the Committee.
2. All out-of-session decisions shall be included in the minutes of the next scheduled Committee meeting for record keeping purposes.

Part 1.4 General meetings

30. Annual general meetings—holding of

1. The annual general meeting shall be held within 5 months of the close of the financial year.
2. Subsection 1 has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

31. Annual general meetings—calling of and business at

1. The annual general meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Committee considers appropriate.
2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting
 - b) to receive from the Committee reports on the activities of the Association during the last financial year
 - c) to elect members of the Committee, including office-bearers, and
 - d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
3. An annual general meeting must be specified as such in the notice calling it in accordance with section 33 (Notice).
4. An annual general meeting must be conducted in accordance with the provisions of this part.

32. General meetings—calling of

1. The Committee may, whenever it considers appropriate, call a general meeting of the Association.
2. The Committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the Association.
3. A requisition of members for a general meeting—
 - a) must state the purpose or purposes of the meeting
 - b) must be signed by the members making the requisition
 - c) must be lodged with the Secretary; and

- d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

4. If the Committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.

5. A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the Committee.

33. Notice

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post or emailed to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

3. No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 31 (2).

4. A member desiring to bring any business before a general meeting must give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

34. General meetings—procedure and quorum

1. No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

2. 11 members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

3. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any

other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

4. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

35. Presiding member

1. The Chair, or in the absence of the Chair, the Deputy Chair, presides at each general meeting of the Association.

2. If the Chair and the Deputy Chair are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

36. Adjournment

1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

2. If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

3. Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. Making of decisions

1. A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
2. At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
3. If the poll is demanded at a general meeting, the poll must be taken—
 - a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

38. Voting

1. Subject to sub section (3), on any question arising at a general meeting of the Association a member has 1 vote only.
2. All votes must be given personally.
3. Votes by proxy and not permitted unless agreed by the Committee. If proxies are available, no member may hold more than 5 proxies, and proxies must be appointed by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
4. Voting on any issue if so requested by any member present shall be by secret ballot.
5. The notice of appointing a proxy shall be in the form described by the Committee.
6. A motion or resolution will be seen as being carried if declared by the person presiding as so, and is entered into the minutes of the Association.
7. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
8. A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

Part 1.5 Miscellaneous

39. Funds—source

1. The funds of the Association must be derived from entrance fees and annual subscriptions of members, donations, grants, and fee for service, and, subject to any resolution passed by the Association in general meeting and subject to the Act, section 114, any other sources that the Committee decides.
2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds—management

1. The Committee shall determine and keep under review the annual budget and financial policies of the Association including reporting requirements, delegations and limitations.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members of the Committee or employees authorized in writing to do so by the Committee.

41. Alteration of objects and rules

1. Neither the objects of the Association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.
2. These Rules may be amended, rescinded or added to, by a special resolution, carried by a three fourth majority of voting members at any general meeting.
3. At least 28 days' notice in writing shall be given.

42. Common seal

1. The common seal of the Association must be kept in the custody of the Executive Officer.
2. The common seal must not be attached to any instrument except by the authority of the Committee and the attaching of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Secretary.

43. Custody of books and records

Except otherwise provided in these rule the Committee shall provide for the safe custody of all books, documents, instruments of title and securities of the Association.

44. Inspection of books and records

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a member of the Association at any reasonable hour.

45. Service of notice

For these rules, the Association may serve a notice on a member by sending it by post or email to the member at the member's address shown in the register of members.

Note For how documents may be served, see the Legislation Act, pt 19.5.

46. Dissolution

1. The Association shall be dissolved -

- a) if the membership is less than (8) persons, or
- b) a resolution to dissolve the Association is carried by three-quarter majority of the financial or registered members present at a general meeting convened to consider the question. One month's notice in writing shall be given to all financial members outlining the intention of the general meeting.

2. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which is a fund, authority or institution endorsed by the Commissioner of Taxation under Division 30 of the *Income Tax Assessment Act 1997* as a fund, authority or institution to which income tax deductible gifts can be made.

3. An Association nominated under subsection (1) (a) must fulfill the requirements specified in the Act, section 92 (2).