



Tasmanian
**Family and
Sexual Violence**
Alliance

13 August 2025

The Constitution of the Tasmanian Family and Sexual Violence Alliance Inc.

Contents

Part 1: Preliminary.....	3
1. Name of Association.....	3
2. Interpretation and Definitions.....	3
3. Association's Office.....	6
4. Purpose.....	6
5. Principles of the Association.....	6
6. Roles and Functions of the Association.....	8
7. Legal Capacity, Objects and Powers.....	8
Part 2: Membership.....	9
8. Membership of the Association.....	9
9. Annual Membership Fee.....	10
10. Rights, Obligations and Liability of Members.....	10
11. Expulsion of Members.....	11
12. Appeal Against Expulsion.....	12
13. Resignation.....	13
14. Cessation.....	13
15. Register of Members.....	13
Part 3: General Meetings.....	13
16. Annual General Meeting.....	13
17. Special General Meeting.....	14
18. Notices of General Meetings.....	15
19. Proxies.....	15
20. Use of Technology.....	16
21. Business and Quorum at General Meetings.....	16
22. Chairperson at General Meetings.....	16
23. Adjournment of General Meetings.....	17
24. Decision Making.....	17
Part 4 – The Board.....	18
25. Powers and Responsibilities of the Board.....	18
26. Composition of the Board.....	18
27. Officers of the Association.....	19
28. Election of Directors.....	19
29. Term of Office and Casual Vacancies.....	20
30. Vacation of Office.....	20
Part 5 – Board Meetings.....	21
31. Meetings of the Board.....	21
32. Decision Making and Consensus.....	22

33. Circular Resolutions (Decisions Out of Session).....	23
34. Disclosure of Interests.....	23
35. Subcommittees.....	23
Part 6 – Administration.....	24
36. Executive Officer.....	24
37. Accounts of Receipts and Expenditure.....	24
38. Banking and Finance.....	25
39. Auditor.....	26
40. Audit of Accounts.....	26
41. Custody and inspection of records.....	26
42. Minutes.....	27
43. Common Seal.....	27
44. Notices.....	27
45. Disputes.....	28
46. Alteration to Constitution.....	28
47. Winding up or dissolution.....	28
Part 7 – Transitional Arrangements.....	29
48. Transitional Board.....	29

Part 1: Preliminary

1. Name of Association

1.1. The name of the association is as follows:

Tasmanian Family and Sexual Violence Alliance Inc.

2. Interpretation and Definitions

In these rules, unless the context otherwise requires –

Act means the [Associations Incorporation Act 1964](#) including any subsequent amendments or replacement legislation;

Annual General Meeting means an Annual General Meeting of the Association held under [rule 16](#);

Associate Member means a member admitted to the classes of membership outlined in [rule 8.3.b](#). An Associate Member may hold the Associate Member (Organisational) class of membership or the Associate Member (Individual) class;

Association (including references to 'our' and 'we') means the association referred to in [rule 1](#);

association has the same meaning as in the Act;

Auditor means the person appointed as the Auditor of the Association under [rule 39](#);

Bank means a body corporate that is an authorised deposit-taking institution for the purposes of the [Banking Act 1959](#) of the Commonwealth;

Board means the Board of Governance referred to in [rule 25](#);

Board Meeting means a meeting of the Board convened in accordance with [rule 31](#);

Casual Vacancy means a vacancy on the Board that occurs before the expiry of a Director's term;

Chair means the elected officer of the Board under [rule 27](#) and may also be referred to as the President;

Chairperson means the person at a meeting that acts to conduct the meeting from beginning to end;

Circular Resolutions means decisions made by the Board in accordance with rule 33;

Consensus means general agreement by all voting members present at a meeting, used as the preferred method of decision-making unless a vote is called;

Deputy-Chair means the elected officer of the Board who acts as the deputy to the Chair and may be referred to as the Secretary in accordance with [rule 27](#);

Director means a Board member as defined in [rule 26](#);

Executive Officer means a person appointed under [rule 36](#);

Family and Sexual Violence Steering Committee means the group of founding organisations involved in establishing the Alliance through incorporation, as referenced in [rule 48](#);

Family and Sexual Violence Alliance Steering Committee Directors means individuals from the Family and Sexual Violence Alliance Steering Committee who are appointed to the inaugural Board under the Transitional Arrangements;

Full Member means a member of the Association admitted to the Full Member class in accordance with [rule 8.3.a](#). A Full Member may hold the Full Member (Organisational) class of membership or the Full Member (Individual) class for Individual Directors sitting on the Board;

Financial Year has the same meaning as in [the Act](#);

General Meeting means –

- (a) an Annual General Meeting; or
- (b) a Special General Meeting;

Member means a person or organisation admitted to any class of membership in accordance with [rule 8](#);

Objects of the Association means the objects and purposes of the Association as stated in an application¹ under section 7 of the Act for the incorporation of the Association;

¹ *Our purpose is to transform the culture and systems that hold gender inequity and violence in place. We provide a coordinated, strategic response to family violence, sexual violence and child sexual abuse in lutruwita / Tasmania. (2024 application for Incorporation of an Association to Tasmanian Department of Justice, Consumer Building and Occupational Services, Reference 443905450)*

Ordinary business of an Annual General Meeting means the business specified in [rule 16.5](#);

President means the person elected as the Chair of the Board, who may be referred to by either title in this Constitution;

Public Officer means the person who is, under [section 14](#) of the Act, the Public Officer of the Association;

Register of Members means the record maintained under [rule 15](#), containing details of all current and former Members;

Representative means a person appointed by a Full Member (Organisational) who will exercise the Full Member's voting rights;

Secretary means the Deputy-Chair, as referred to in [rule 27](#);

Special Board Meeting means a meeting of the Board that is convened under [rule 31.2](#);

Special General Meeting means a Special General Meeting of the Association convened under [rule 17](#);

Special Resolution has the same meaning as in [the Act](#);

Tasmanian Aboriginal means a person of Tasmanian Aboriginal heritage who is recognised as a member of the Tasmanian Aboriginal community and who identifies as Aboriginal;

Treasurer means the Director appointed under [rule 27](#);

Transitional Arrangements means the provisions set out in [Part 7](#) that govern the staged evolution of the Board's composition following incorporation;

Transitional Board means the initial Board established under [rule 48](#) composed of members from the Family and Sexual Violence Alliance Steering Committee and other appointments consistent with the Transitional Arrangements; and

Victim-Survivor means a person who has experienced family and/or sexual violence, including child sexual abuse, and who may contribute to the governance or leadership of the Association in line with its representational principles.

3. Association's Office

3.1. The office of the Association is to be at the following place or at any other place the Board determines:

66 York Street, Launceston, 7250, Tasmania

4. Purpose

4.1. Our purpose is to transform the culture and systems that hold gender inequity and violence in place. We provide a coordinated, strategic response to family violence, sexual violence and child sexual abuse in lutruwita / Tasmania.

4.2. We achieve this purpose by:

- a. building the capability of specialist and mainstream workforces and industries to prevent and respond to family and sexual violence through:
 - i. providing leadership on specialist practice across the four interconnecting domains of primary prevention, early intervention, response, healing and recovery;
 - ii. ensuring the expertise of lived experience, research and the practice wisdom of specialist services is embedded in policy development, services and other decision making; and
 - iii. streamlining engagement between the government and the family violence and sexual violence services sector.
- b. being a public benevolent institution for the relief of all people experiencing, recovering from or at risk of, family and sexual violence; and
- c. providing cultural, social and community leadership to address the drivers of family and sexual violence.

5. Principles of the Association

5.1. We are inclusive and aware of power and privilege. We work from an intersectional feminist approach. By this we mean that we centre the voices of those who experience concurrent, overlapping forms of oppression and recognise the generational impact of long histories of violence and systematic discrimination.

5.2. We are accountable to the children, young people and adults affected by violence and their voices are at the heart of our work.

- 5.3. We honour practice expertise and engage with organisations through open dialogue.
- 5.4. We are committed to the self-determination of Aboriginal and Torres Strait Islander peoples, aligning our practices with the principles of decolonisation as outlined in the UN Declaration on the Rights of Indigenous Peoples. We prioritise working with, learning from, and honouring community-led solutions, recognising the deep knowledge and leadership within Aboriginal communities. We acknowledge the need for ongoing, meaningful consultation with the Tasmanian Aboriginal community. This will ensure that the voices, needs, and aspirations of Tasmanian Aboriginal people are central to our work and are actively reflected in our policies, actions, and outcomes.
- 5.5. We have a trauma informed approach that promotes healing by ensuring safety, trust, choice, collaboration and empowerment in all that we do.
- 5.6. We recognise that gender intersects with multiple forms of oppression and inequality including but not limited to those associated with race, migration status, religion, language, regional/remote location, class, disability, Aboriginality, sex work, sexuality and gender diversity.
- 5.7. We recognise that all people are to be treated equally and without discrimination. We acknowledge that children and young people hold their own rights as set out in the United Nations Convention on the Rights of the Child, and that child safety is everyone's responsibility.
- 5.8. Our work is informed by evidence of what drives violence and what works, and we will build evidence from practice and lived experience.
- 5.9. We focus on abilities, knowledge and capacities rather than deficits, and accept that everyone has the capacity to learn and grow.
- 5.10. We prioritise the safety and wellbeing of survivors, including adults, young people and children, as well as their pets. We recognise that animals are victims in their own right, and that pets often play an important role in healing and recovery for victim-survivors.
- 5.11. We hold perpetrators, systems and institutions accountable and responsible for their use of violence.
- 5.12. We work to change the social norms, systems and institutions that enable and condone a culture where family and sexual violence exists.

6. Roles and Functions of the Association

- 6.1. Research, policy development, advice to government and the sector;
- 6.2. Advocacy and representation to government and other decision-makers;
- 6.3. Information gathering and dissemination within the sector and to the community;
- 6.4. Sector consultation and collaboration; and
- 6.5. Sector capacity-building to forge new ways and enable better service delivery.

7. Legal Capacity, Objects and Powers

- 7.1. The Association must pursue charitable purposes only and must apply its income in promoting those purposes.
- 7.2. The Association has:
 - a. the legal capacity and powers of an individual; and
 - b. all the powers of an incorporated body.
- 7.3. The Association may only:
 - a. exercise its powers; and
 - b. use its income, assets and profit consistent with its purpose, roles and functions.
- 7.4. Subject to rule 7.6, the Association must not distribute any of its profit, income or assets directly or indirectly to its members.
- 7.5. Rule 7.4 does not prevent the Association from paying its members:
 - a. reimbursement for expenses properly incurred by them in carrying out activities on behalf of the Association; and
 - b. for goods and services supplied by them to the Association, if this is done in good faith on terms no more favorable than if the member were not a member.
- 7.6. The Association may:
 - a. pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and

- b. pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee.

Part 2: Membership

8. Membership of the Association

- 8.1. All members agree to abide by the Association's rules and commit to the purpose, principles and roles and functions of the Association.
- 8.2. Conditions of membership of the Association shall be in accordance with the Board's relevant policies, as amended from time to time.
- 8.3. The Association has the following membership classes available:

a. Full (voting rights)

All Full Members must endorse the purpose and principles of the Association and agree to adhere to relevant Code of Practice and quality standards, as endorsed by the Board. There are two classes of Full Members:

- i. The Full Member (Organisational) class of membership is open to specialist family and sexual violence organisations and organisations that deliver services specific to family and/or sexual violence prevention, early intervention, response and/or healing and recovery in Tasmania.
- ii. The Full Member (Individual) class of membership is for Individual Directors sitting on the Board only. A person who is a Full Member (Individual) Director has full voting rights for their term on the Board.

b. Associate (non-voting rights)

There are two classes of Associate Members:

- i. Associate Member (Organisational). Organisational Associate Members are organisations and government departments that endorse the purpose and guiding principles of the Association and have an interest in the work of the Association.
- ii. Associate Member (Individual). Individual Associate Members are individuals that endorse the purpose and guiding principles of the Association and have an interest in the work of the Association who are also:

- a. victim-survivors and other people with lived experience of family and sexual violence;
- b. engaged in specialist professional roles in family and/or sexual violence prevention, early intervention, response and/or recovery;
- c. students, researchers, academics, educators or practitioners with an interest in family and/or sexual violence prevention, early intervention, response and/or recovery; or
- d. community allies.

8.4. Application for membership shall be made in writing to the Public Officer appointed by the Association and admission to membership shall be by a simple majority vote of the Board.

8.5. The Board shall have the power to determine which membership class will be assigned to the applicant.

8.6. An applicant for membership becomes a Member and is entitled to exercise the rights of membership pertaining to their membership class once approved by the Board.

9. Annual Membership Fee

9.1. The annual membership fee payable by each class of Member shall be determined from time-to-time by the Board. The annual membership fee is due and payable on or before the first day of the financial year. Membership fees are not refundable.

9.2. If a member of the Association has not paid their annual membership fee for a financial year of the Association within 5 months after the first day of the financial year, they cease to be a Member and are not entitled to attend, or vote at, the next Annual General Meeting of the Association.

10. Rights, Obligations and Liability of Members

10.1. Any right, privilege or obligation of an organisation or person as a Member of the Association:

- a. is not capable of being transferred to another organisation or person; and
- b. terminates when the organisation or person ceases to be a member of the Association.

- 10.2. If the Association is wound up, each Full Member immediately before the Association is wound up, and each Full Member of the Association within the period of twelve (12) months immediately preceding the commencement of the winding-up, is liable to contribute:
 - a. to the assets of the Association for payment of the liabilities of the Association; and
 - b. for the costs, charges and expenses of the winding-up; and
 - c. for the adjustment of the rights of the contributors among themselves.
- 10.3. Any liability under rule 10.2 is not to exceed the annual membership fee.
- 10.4. Despite rule 10.2, a former Full or Associate Member of the Association is not liable to contribute under that rule in respect of any liability of the Association incurred after they ceased to be a member.
- 10.5. Members must at all times comply with this constitution and must support the purpose and principles of the Association.
- 10.6. Each Full Member (Organisational) must appoint a Representative who will exercise the Full Member's voting rights.

11. Expulsion of Members

- 11.1. The Board may expel a Member from the Association if, in the opinion of the Board, the Member is guilty of conduct detrimental to the interests of the Association.
- 11.2. The expulsion of a Member under rule 11.1 does not take effect until whichever of the following occurs later:
 - a. the fourteenth day after the day on which a notice is served on the member under rule 11.3;
 - b. if the Member exercises their right of appeal under this rule, the conclusion of the Special General Meeting convened to hear the appeal.
- 11.3. If the Board expels a member from the Association, the Public Officer, without undue delay, is to cause to be served on the Member a notice in writing:
 - a. stating that the Board has expelled the Member;

- b. specifying the grounds for the expulsion; and
- c. informing the Member of the right to appeal against the expulsion under rule 12.

12. Appeal Against Expulsion

- 12.1. A Member may appeal against an expulsion under rule 11 by serving on the Public Officer, within fourteen (14) days after the service of a notice under rule 11.3, a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- 12.2. On receipt of a requisition for an appeal against expulsion, the Public Officer is to notify the Board of the appeal within one (1) business day.
- 12.3. The Chair is to cause a Special General Meeting to be held within twenty-one (21) days after the day on which the requisition is received.
- 12.4. At a Special General Meeting convened for the purpose of hearing an appeal against expulsion:
 - a. no business other than the question of the expulsion is to be transacted;
 - b. the Board may table before the meeting the grounds for the expulsion; and
 - c. the expelled Member must be given an opportunity to be heard; and
 - d. Full Members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be rescinded or confirmed.
- 12.5. If at the Special General Meeting a majority of the Full Members present vote in favour of the lifting of the expulsion:
 - a. the expulsion is rescinded; and
 - b. the expelled Member is entitled to continue as a member of the Association, and the Member will be considered to be a Member for the time period that includes the now-rescinded expulsion.
- 12.6. If at the Special General Meeting a majority of the Full Members present vote in favour to confirm the expulsion:-
 - a. the expulsion continues indefinitely; and
 - b. the expelled member ceases to be a Member of the Association.

13. Resignation

- 13.1. Members may resign by providing written notice to the Public Officer.
- 13.2. Members whose membership fees are five (5) months in arrears are taken to have resigned unless the Board expressly determines otherwise.
- 13.3. After the expiry of the period referred to in rule 13.2:
 - a. the Member ceases to be a Member; and
 - b. the Public Officer must record in the Register of Members the date on which the member ceased to be a Member.

14. Cessation

- 14.1. Members cease to be Members on resignation, expulsion or ceasing to have legal capacity.
- 14.2. If a Member ceases to be a Member, the date of ceasing to be a Member must be entered without delay by the Public Officer in the Register of Members.

15. Register of Members

- 15.1. The Public Officer must ensure that a register is kept in which are entered:
 - a. the name of each Member the address for notices last given by the Member;
 - b. The name of the nominated Representative of any Full Member (Organisational) if relevant;
 - c. a current email address;
 - d. the date of becoming a Member;
 - e. the class of membership;
 - f. in the case of former Members, the date of ceasing to be a Member.

Part 3: General Meetings

16. Annual General Meeting

- 16.1. The Association is to hold an Annual General Meeting each year.

- 16.2. An Annual General Meeting is to be held on any day (being not later than five months after the end of the financial year of the Association) the Board determines.
- 16.3. An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- 16.4. The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- 16.5. The Ordinary Business of an Annual General Meeting is to be as follows:
 - a. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - b. to consider the annual report on the activities of the Association, prepared by the Executive Officer and Board;
 - c. to receive from the Board, Auditor and staff the audited financial accounts of the Association for the preceding financial year
 - d. to declare the ballot for the elected Directors;
 - e. to appoint the Auditor;
 - f. to approve the remuneration of the Board in accordance with the Board Remuneration Policy;
 - g. any special business of which notice is given in accordance with these rules.

17. Special General Meeting

- 17.1. The Board may convene a Special General Meeting of the Association at any time.
- 17.2. The Board, on the requisition in writing of at least ten (10) Full Members or twenty-five per cent (25%) of all Full Members of the Association, whichever is less, is to convene a Special General Meeting of the Association.
- 17.3. A requisition for a Special General Meeting:
 - a. is to state the objects of the meeting; and
 - b. is to be signed by each of the Full Member Representatives requesting the meeting; and
 - c. is to be provided in writing to the Public Officer.

- 17.4. If the Board does not cause a Special General Meeting to be held within twenty-one (21) days after the day on which a requisition is received by the Public Officer, any one or more of the Full Member Representatives may convene the meeting within ninety (90) days after the day on which the requisition is received.
- 17.5. A Special General Meeting convened by Full Member Representatives is to be convened in the same manner, as nearly as practicable, as the manner in which a Special General Meeting would be convened by the Board.
- 17.6. All reasonable expenses incurred by Full Member Representatives in convening a Special General Meeting are to be refunded by the Association.

18. Notices of General Meetings

- 18.1. At least twenty-one (21) days before the day on which a general meeting of the Association is to be held, the Public Officer is to publish a notice to all Members specifying:
 - a. the place, day and time at which the meeting is to be held; and
 - b. the nature of the business that is to be transacted at the meeting.
- 18.2. A notice is published for the purposes of rule 18.1 if the notice:
 - a. is sent to the Member's postal or residential address or address of business or employment; or
 - b. is sent to an email address that the Member has nominated as the email address to which notices from the Association may be sent; or
 - c. is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the Members of the Association will be notified of the notice.
- 18.3. The accidental omission to give due notice of a meeting or the nonreceipt of notice of a meeting by any person entitled to receive it does not invalidate the proceedings at that meeting.

19. Proxies

- 19.1. Proxies are acceptable at Annual General Meetings but are not allowable for Special General Meetings.
- 19.2. A Full Member (Organisational) may appoint a proxy who is also an employee of the same Full Member to represent them at Annual General Meetings. A

Full Member (Individual) may appoint another Director to represent them at Annual General Meetings. An appointment of a proxy must be:

- a. made in writing on the Association's required form;
- b. signed by the Full Member appointing the proxy; and
- c. received by the Chair at least 24 hours prior to the relevant Annual General Meeting.

20. Use of Technology

20.1. Special General Meetings, Annual General Meetings and Board Meetings may be held at more than one place, provided that the technology that is used enables each attendee present at all places at which the meeting is held to clearly and simultaneously communicate with every other attendee.

21. Business and Quorum at General Meetings

21.1. All business transacted at a General Meeting, other than the Ordinary Business of an Annual General Meeting, is special business.

21.2. Business is not to be transacted at a General Meeting unless a quorum of Full Members are present at the time when the meeting considers that business.

21.3. A quorum for the transaction of the business of a General Meeting is ten (10) Full Members or twenty-five per cent (25%) of the Full Members of the Association, whichever is lower.

21.4. If within thirty (30) minutes after the appointed time for the meeting a quorum is not present, the meeting;

- a. if convened by request of Full Members, shall be dissolved, and
- b. notwithstanding rule 23, in any other case, it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and at such adjourned meeting those present shall form a quorum for the purpose of considering the business set out in the notice of meeting convening the adjourned meeting.

22. Chairperson at General Meetings

22.1. The Chair will act as the Chairperson at Special General Meetings and Annual General Meetings.

- 22.2. If the Chair is unable to act as the Chairperson at Special General Meetings and Annual General Meetings, the Deputy-Chair shall be the Chairperson.
- 22.3. In the absence of the Chair and the Deputy-Chair, the Board shall nominate a Director to act as Chairperson for that meeting.

23. Adjournment of General Meetings

- 23.1. The Chairperson of a General Meeting at which a quorum is present may adjourn the meeting with the consent of the Full Members of the Association who are present, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 23.2. If a meeting is adjourned for twenty-one (21) days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 23.3. Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

24. Decision Making

- 24.1. Wherever possible, decisions at Special General Meetings or Annual General Meetings are to be made by consensus, that is, with the agreement of all Full Members present.
- 24.2. If a consensus cannot be achieved, the Chairperson must call for a vote.
- 24.3. Each Full Member has one vote. Associate Members are not entitled to vote.
- 24.4. Unless a poll is demanded:
 - a. voting is by show of hands; and
 - b. the declaration by the Chairperson of the result of a vote as recorded in the minutes is conclusive evidence of that result.
- 24.5. If an equal number of votes are cast for and against a motion, the Chairperson must declare the motion lost.
- 24.6. A Special Resolution is passed if (at the Annual General Meeting or Special General Meeting) not less than three quarters of the Full Members of the Association voting at the meeting, whether in person or by proxy in accordance with Rule 19, vote in favour of the resolution.

24.7. Any Full Member may demand a poll before or immediately after the declaration of the result on a show of hands.

24.8. The poll must be taken as directed by the Chairperson.

Part 4 – The Board

25. Powers and Responsibilities of the Board

25.1. The affairs of the Association are to be directed by a Board of Directors constituted as provided in this Part 4.

25.2. The Board –

- a. will control and manage the business and affairs of the Association;
- b. may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by General Meeting of Members of the Association;
- c. subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
- d. may delegate any of its powers to committees consisting of such Directors or such other person or persons as they think fit, and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any directions that may from time to time be imposed upon it by the Board.

26. Composition of the Board

26.1. The Board must represent the voices of the people we seek to represent. To this end in determining the composition of the Board:-

- a. we will adhere to the Tasmanian Family and Sexual Violence Alliance Inc. Victim-Survivor Engagement Guidelines to bring forward the victim-survivor voice.
- b. we uphold the principle of self-determination for the Tasmanian Aboriginal community, embedding this commitment throughout our work. We acknowledge the lasting impacts of colonisation and systemic discrimination on Tasmanian Aboriginal people and are dedicated to building our understanding of these truths to create a

culturally safe, inclusive family and sexual violence service system. In alignment with the principles of treaty and truth-telling specific to the Tasmanian Aboriginal community, we are committed to supporting Aboriginal sovereignty and honouring the unique histories, rights, and leadership of Tasmania's First Peoples. We will prioritise the composition of the Board to ensure that Tasmanian Aboriginal voices actively guide our strategies and shape practices that reflect the community's needs, priorities, and cultural heritage, reinforcing our dedication to meaningful Aboriginal leadership and truth-telling.

26.2. The Association Board will comprise of a minimum of 7 and a maximum of 11 Directors. All Directors have full voting rights.

- a. Full Member (Organisational) Directors. At least 51% of Directors on the Board are Representatives employed by Full Member (Organisational) members of the Association, or (during the period of the Transitional Arrangements) are Family and Sexual Violence Alliance Steering Committee Directors.
- b. Full Member (Individual) Directors. At least two (2) Full Member (Individual) Directors will be appointed to the Board.
- c. At all times there must be at least two Directors of the Board that identify as victim-survivors of family and/or sexual violence.
- d. A Board Director position will be reserved to be held by a member of the Tasmanian Aboriginal Community.
- e. Further, the Board must endeavour to appoint at least one additional person from the Tasmanian Aboriginal community as a Director.

27. Officers of the Association

27.1. The Board will appoint Directors to hold the Executive Positions of:

- a. Chair (also referred to as the President);
- b. Deputy-Chair (also referred to as the Secretary);
- c. Public Officer, who must be a resident of Tasmania

28. Election of Directors

28.1. The Board must, by resolution, set a policy in respect of the procedure for the nomination and election of Directors which will be published on the Association website within fourteen (14) days of the resolution being passed (Nomination and Election Policy). The Board may amend the Nomination and

Election Policy from time to time and make available such amended Nomination and Election Policy on the Association website.

- 28.2. If the Board determines that a nominee does not satisfy the requirements of the Nomination and Election Policy, then that person is not eligible to be nominated as a Director.
- 28.3. Nominations can be made by any Full Member.
- 28.4. Nominations must be prepared and submitted in accordance with the Nomination and Election Policy.
- 28.5. If insufficient nominations are received to fill all vacancies on the Board the candidates nominated are taken to be elected.
- 28.6. If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- 28.7. If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held in the manner determined by the Nomination and Election Policy.

29. Term of Office and Casual Vacancies

- 29.1. The term of office for all Directors of the Board shall be three (3) years unless the Director is appointed to fill a casual vacancy, in which case rules 29.4 and 29.5 apply.
- 29.2. Each Director shall not serve more than two (2) successive terms. This limitation shall not apply to any Directors already serving at the commencement of this Constitution (Part 7- Transitional Arrangements), where any such Directors must not serve more than three (3) successive terms.
- 29.3. Where a term of office is to expire under rule 29.1, that expiry is to occur at the close of the Annual General Meeting that year.
- 29.4. The Board may, pursuant to sub-rule 30.3, appoint a Director to fill a casual vacancy.
- 29.5. Any person so appointed in accordance with rule 29.4 shall hold office until the next Annual General Meeting.

30. Vacation of Office

- 30.1. For the purposes of these rules, the Board may decide that the office of a Director has become vacant if the Director:

- a. dies;
- b. breaches the Board Code of Conduct of the Association;
- c. becomes an insolvent under administration within the meaning of the Corporations Act;
- d. becomes a represented person within the meaning of the [Guardianship and Administration Act 1995](#), or they are no longer capable of performing the role due to illness or mental capacity;
- e. resigns office in writing addressed to the Board;
- f. fails to attend three consecutive meetings of the Board without leave of absence granted by the Board;
- g. fails to pay, within fourteen (14) days after receiving a notice in writing signed by the Public Officer stating that the Full Member themselves (in the case of an Individual Director) or for which the Director works (in the case of an Organisational Director) has failed to pay one or more amounts of annual membership fees, all such amounts due and payable.

30.2. A Director will become ineligible to remain a Director (and the office of that Director will become vacant) if:

- a. they or their employing organisation ceases to be a Full Member
- b. in the case of Full Member (Organisational) Representatives, they cease to be employed by the Full Member organisation.

30.3. For the avoidance of doubt, all Director positions are deemed to be held personally. Therefore, if a Full Member (Organisational) Director exits the Board prior to the end of their term, they will not be replaced by another person from their employing organisation; instead the position will be deemed vacant and will be filled by casual vacancy by a suitable person until the next Annual General Meeting.

Part 5 – Board Meetings

31. Meetings of the Board

31.1. The Board is to meet at least six times in a calendar year at any place and time the Board determines, including via telephone or video conferencing facilities.

- 31.2. A meeting of the Board, other than a meeting referred to in rule 31.1, may be convened by the Chair or with the written agreement of any four (4) Directors of the Board.
- 31.3. Notice shall be given to Directors of the Board of any meeting at least five (5) days before that meeting setting out at least the time and place of the meeting.
- 31.4. A quorum for the transaction of the business of a meeting of the Board is fifty per cent (50%) of the number of Directors plus one. Business is not to be transacted at a meeting of the Board unless a quorum is present.
- 31.5. If a quorum is not present within half an hour after the time appointed for the commencement of:
 - a. a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned and reconvened at the earliest possible time and place; or
 - b. a Special Board Meeting, the meeting is dissolved.
- 31.6. At each meeting of the Board, the Chairperson is to be –
 - a. the Chair; or
 - b. in the absence of the Chair, the Deputy-Chair; or
 - c. in the absence of the Chair and Deputy-Chair, a member of the Board elected to preside as Chairperson by the members of the Board present at the meeting.

32. Decision Making and Consensus

- 32.1. Wherever possible, decisions of the Board are to be made through consensus, that is, by the agreement of all Directors present and entitled to vote.
- 32.2. If a consensus cannot be achieved, the Chairperson must call for a vote.
- 32.3. Each member of the Board (whether elected or appointed) present at the meeting in person has one vote and a resolution of the Board must be passed by a majority of the members present and entitled to vote on the resolution.
- 32.4. Unless a written poll is demanded:
 - a. voting is by show of hands; and
 - b. the declaration by the Chairperson of the result of a vote as recorded in the minutes is conclusive evidence of that result.

32.5. If an equal number of votes are cast for and against a resolution, the Chairperson of the meeting must declare the resolution lost.

33. Circular Resolutions (Decisions Out of Session)

33.1. The Board may pass a circular resolution without a meeting being held if fifty per cent (50%) of the number of Directors plus one state in writing (including by email) that they are in favour of passing the resolution.

33.2. For the avoidance of doubt, a circular resolution cannot be used to circumvent or avoid a requirement specified in this Constitution.

34. Disclosure of Interests

34.1. If a Director of the Board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Board or subcommittee at a meeting, the Director is to, as soon as practicable after the relevant facts come to the Director's knowledge, disclose the nature of the interest to the Board.

34.2. If at a meeting of the Board or a subcommittee a Director votes in respect of any matter in which the Director has a direct or indirect pecuniary interest, that vote is not to be counted.

35. Subcommittees

35.1. The Board may –

- a. appoint a subcommittee of the Board; and
- b. prescribe the powers and functions of that subcommittee.

35.2. The Board may co-opt any person as a member of a subcommittee, whether or not the person is a Member of the Association.

35.3. A quorum for the transaction of the business of a meeting of the subcommittee is fifty per cent (50%) of the number of subcommittee members plus one.

35.4. After each Annual General Meeting, the subcommittee/s will elect one of their members to be the Chairperson of the subcommittee and convene all subsequent meetings for the year.

35.5. Any decision-making arising at a meeting of a subcommittee is to be determined, where possible through consensus decision-making. If the Chairperson determines that a consensus view is not possible then the decision must be determined:

- a. on a show of hands; or
- b. if demanded by a member, by a poll taken at that meeting in the manner the Chairperson determines.

35.6. On any decision arising at a meeting of a subcommittee, a member of the subcommittee (including the Chairperson) has one vote only.

35.7. Notice shall be given to members of the Board subcommittee of any meeting at least five (5) days before that meeting setting out at least the time and place of the meeting.

Part 6 – Administration

36. Executive Officer

36.1. Appointment

- a. The Board may appoint any person, not being a Director, to the position of Executive Officer for the period and on the terms (including as to remuneration) the Board sees fit;
- b. The Executive Officer must not be a Director of the Board of the organisation but may attend meetings of the Board and subcommittees except where the Board otherwise requests. The Executive Officer does not have a right to vote.

36.2. Powers

- c. The Board may, upon terms and conditions and with any restrictions it sees fit, confer on an Executive Officer any of the powers that the Board can exercise;
- d. Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors; and
- e. The Board may revoke or vary an appointment; or any of the powers conferred on an Executive Officer by the Board.

37. Accounts of Receipts and Expenditure

37.1. True and fair accounts shall be kept:

- a. of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

- b. of the property, assets, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- 37.2. The Board or the Board's nominee shall ensure that all accounting books, and general records and records of receipts and payments, connected with the business of the Association shall be kept in such form and manner the Board determines.
- 37.3. The accounts, books and records referred to in rule 37.1 and 37.2 are to be kept at the Association's office or at any other place the Board determines.

38. Banking and Finance

- 38.1. The Board or the Board's nominee shall, on behalf of the Association, receive all monies paid to the Association and promptly after receiving any payments issue an official receipt.
- 38.2. The Board shall cause to be opened with such bank as the Board selects a banking account or accounts in the name of the Association into which all monies received shall be paid by the Board or the Board's nominee, as soon as possible after receipt thereof.
- 38.3. Except with the authority of the Board, no payment of a sum exceeding one hundred dollars (\$100.00) or such amount as the Board shall from time to time determine shall be made from the funds of the Association otherwise than by cheque or electronic funds payment drawn on the Association's bank account.
- 38.4. Cheques and/or electronic funds payments shall be drawn on the Association's bank accounts only for the payment of expenditure to be authorised by the Board.
- 38.5. All expenditure or incurring of liabilities will be authorised for and on behalf of the Association by any two of the following, so long as at least one of the signatories is a Director or the Executive Officer:
 - a. Director;
 - b. Executive Officer; or
 - c. Member of staff as authorised in writing by the Board.

39. Auditor

- 39.1. At each Annual General Meeting of the Association, the Full Members present shall appoint a person, registered by ASIC as a Registered Company Auditor, as the Auditor of the Association.
- 39.2. A person so appointed shall hold office until the end of the Annual General Meeting next after that at which appointed and is eligible for reappointment for a maximum term of five (5) years.
- 39.3. The Auditor may only be removed from office by Special Resolution of the Board.
- 39.4. If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Association, the Board may appoint a suitably qualified person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting.

40. Audit of Accounts

- 40.1. Once at least in each financial year of the Association the accounts of the Association shall be examined by the Auditor.
- 40.2. The Auditor shall report as to the truth and fairness of the accounts of the Association to the Members at the Annual General Meeting.
- 40.3. In reporting, the Auditor shall state:
 - a. whether the information required for the purposes of the audit has been obtained;
 - b. whether the rules relating to the administration of the funds of the Association have been observed; and
 - c. whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of the Association according to the information available and explanations given and as shown by the books of the Association.
- 40.4. The Public Officer of the Association shall deliver to the Auditor a list of all the accounts, books and records of the Association.

41. Custody and inspection of records

- 41.1. Full Members may request to inspect, free of charge at the Association's registered office with reasonable notice:
 - a. the register of members;

- b. the minutes of general meetings;
- c. financial statements submitted at a general meeting; and
- d. subject to rule 41.2, the records of the Association, including the minutes of Board meetings.

41.2. At the discretion of the Association, items for inspection may be provided electronically.

41.3. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, educational, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

42. Minutes

42.1. The Chairperson must ensure that minutes are taken and kept of all formal meetings of the Board and its subcommittees.

43. Common Seal

43.1. A document may only be sealed with the common seal of the Association if authorised by the Board.

43.2. The sealing must be witnessed by the signatures of two (2) Directors of the Board.

43.3. The Board may nominate a list of individuals or positions to be signatories for the purpose of rule 43.2.

43.4. The Board must provide for the safe keeping of the common seal of the Association.

44. Notices

44.1. Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- a. giving it to the person;
- b. leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- c. emailing it to the person's email address.

45. Disputes

- 45.1. A dispute between a Member of the Association, in their capacity as a Member, and the Association is to be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 2011](#) .
- 45.2. This rule does not affect the operation of rule 12.

46. Alteration to Constitution

- 46.1. The Constitution of the Association may be altered by Special Resolution of the Members of the Association. The alterations shall be considered at a General Meeting of the Association the notice for which shall set out all changes proposed and the reasons, therefore.

47. Winding up or dissolution

- 47.1. If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - a. gifts of money or property for the principal purpose of the organisation
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c. money received by the organisation because of such gifts and contributions.

Part 7 – Transitional Arrangements

48. Transitional Board

It is intended that the Board moves in a progressive and steady manner from the representation of the Family and Sexual Violence Alliance Steering Committee Directors to a Board composed of Directors elected in accordance with the Elections and Nomination Policy where Full Members (Organisational) Directors of the Association are complemented by Full Member (Individual) Directors.

Family and Sexual Violence Steering Committee members immediately prior to incorporation included seven organisational members - Engender Equality, Huon Domestic Violence Service, Laurel House, No to Violence, Sexual Assault Support Service, Women's Legal Service Tasmania and Yemaya Women's Support Service, and one individual member, who was a victim-survivor representative (name withheld).

These transitional arrangements do not diminish in any way the requirements for the Board to include victim-survivor and Tasmanian Aboriginal representation as outlined in rule 26.2.

Casual vacancies may arise and if so, will be managed in accordance with rule 29.4. The table below sets out the intended approach to ensure corporate knowledge is retained whilst the longer-term Board composition and structure is implemented with a measured approach.

Period	Year 1 of Incorporation (2024-25)	First AGM 2025 (2025-26)	Second AGM 2026 (2026-27)	Third AGM 2027 (2027-28)	Fourth AGM 2028 (2028-9)
Full Member (Organisational) Directors	Organisational Members of the Family and Sexual Violence Alliance Steering Committee are appointed to 1, 2 or 3 year terms to allow for a staggered process of appointing future Directors.	End of term for Steering Committee Directors with 1 year term. (Note these Directors are eligible for reelection if they are nominated in accordance with the Nominations and Election Policy.) Election of 2 Full Member Organisational Directors.	End of term for Steering Committee Directors with 2 year term. (Note these Directors are eligible for reelection if they are nominated in accordance with the Nominations and Election Policy.) Election of 2 Full Member Organisational Directors.	End of term for Steering Committee Directors with 3 year term. (Note these Directors are eligible for reelection if they are nominated in accordance with the Nominations and Election Policy.) Election of 2 Full Member Organisational Directors.	End of term for Full Member (Organisational) Directors appointed in 2025.

Period	Year 1 of Incorporation (2024-25)	First AGM 2025 (2025-26)	Second AGM 2026 (2026-27)	Third AGM 2027 (2027-28)	Fourth AGM 2028 (2028-9)
Full Member (Individual) Directors	Individual Members of the Family and Sexual Violence Alliance Steering Committee are appointed to 1, 2 or 3 year terms to allow for a staggered process of appointing future Directors. Additional Individual Directors are appointed as per rule 29.4 (until next AGM) with consideration to increasing victim-survivor and Aboriginal representation.	The number of Full Member (Individual) Directors to be appointed are determined by the Board.	The number of Full Member (Individual) Directors to be appointed are determined by the Board.	The number of Full Member (Individual) Directors are appointed to be determined by the Board.	The number of Full Member (Individual) Directors appointed are determined by the Board.
Individual Aboriginal Director	The Board reserves a position for a Tasmanian Aboriginal Board Director. In addition, the Board must endeavour to appoint at least one additional person from the Tasmanian Aboriginal community as a Director.				
Summary of composition during transition	<ul style="list-style-type: none"> • A minimum of 7 and no more than 11 Directors • 51% or more of Directors are from the Family and Sexual Violence Alliance Steering Committee and/or are Full Member (Organisational) Directors. • 2 or more Full Member (Individual) Directors sit on the Board. • In addition, at all times victim-survivor and Tasmanian Aboriginal Board representation as outlined in rule 26.2 must be met. Note this may be achieved should Full Member (Organisational) Directors identify, however if necessary, Full Member (Individual) Directors may be appointed to ensure these quotas are achieved. 				