

**ASSOCIATION FOR
SERVICES TO TORTURE
AND TRAUMA SURVIVORS
(ASeTTS) INC.
(ABN 83 460 231 835)**

An Incorporated Association

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PART 1 - PRELIMINARY MATTERS

1. NAME OF ASSOCIATION

The name of the association is Association for Services to Torture and Trauma Survivors (ASeTTS) Inc. (ABN: 83 460 231 835).

2. TYPE OF ENTITY

The Association is a not-for-profit association incorporated under the *Associations Incorporation Act 2015* (WA).

3. DEFINITIONS

In this Constitution, unless the contrary intention appears, words and phrases have the following meaning:

ACNC means the Australian Charities and Not-for-profits Commission.

Act means the *Associations Incorporation Act 2015* (WA).

Associate Member means a member with rights referred to in rule 8.3(1)(b), but which does not include any voting rights.

Association means the Association for Services to Torture and Trauma Survivors (ASeTTS) Inc. (ABN: 83 460 231 835).

Association's books mean the Association's registers, Minutes, documents, securities, Financial records, Financial statements and Financial reports as defined in section 62 of the Act and any other record of information, however compiled, stored or recorded.

Board means the group of people, called Board Members, with the responsibility and power to manage and strategically direct the affairs of the Association.

By laws means by-laws made by the Association under rule 21.1.

Chairperson means a Board Member holding office as the Chairperson of the Association under rule 13.1.

Circular Resolution, which may be a Members' Circular Resolution or a Board Circular Resolution, means a resolution that is passed without a face-to-face General Meeting or Board meeting being held. Separate copies of the Circular Resolution may be used for signing by Members or Board Members provided the wording of the Circular Resolution and statement of agreement to the Circular Resolution is identical in each copy. The Circular Resolution is passed when the last Member or Board Member signs the Circular Resolution.

Commissioner means the person designated as the Commissioner from time to time under the Act.

Constitution means this document as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Deputy Chairperson means a Board Member holding office as the Deputy Chairperson of the Association under rule 13.1

Financial records mean:

- (1) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (2) Documents of prime entry such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (3) Working papers and other documents needed to explain:
 - (a) The methods by which financial statements are prepared, and
 - (b) Adjustments to be made in preparing financial statements.

Financial report refers to the financial report for a financial year of a Tier 1, 2 or 3 association and comprises:

- (1) The financial statements for the financial year of a Tier 1, 2 or 3 association,
- (2) The notes to the financial statements for the financial year of a Tier 1, 2 or 3 association, and
- (3) The declaration about the financial statements and notes made by the board of a Tier 1, 2 or 3 association.

Financial statements mean:

- (1) If the Association uses the cash basis of accounting:
 - (a) A statement of receipts and payments for the financial year,
 - (b) A reconciled statement of bank account balances as at the end of the financial year, and
 - (c) A statement of assets and liabilities as at the end of the financial year.
- (2) If the Association uses the accrual basis of accounting:
 - (a) A statement of income and expenditure for the financial year, and
 - (b) A balance sheet.

Financial year means:

- (1) In relation to the Association's first financial year, the period ending twelve (12) months from the date of incorporation of the Association, and
- (2) After the Association's first financial year, a period of twelve (12) months commencing on 1 July and ending on 30 June of each year.

General Meeting means a meeting of the Association that all members are entitled to receive notice of and to attend, including the Annual General Meeting and Special General Meetings.

Life Member means a member with rights referred to in rule 8.3(1)(c) including voting rights.

Member means a person (including a body corporate) who is an Ordinary Member, Associate Member or a Life Member of the Association, and "**Members**" means more than one Member.

Minutes means a permanent and detailed record of the deliberations of, and resolutions adopted at General Meetings and Board meetings and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.

Ordinary Member means a member with rights referred to in rule 8.3(1)(a) including voting rights.

Register of Members mean the register of members referred to in section 53 of the Act.

SAT means the State Administrative Tribunal of Western Australia.

Secretary means a Board Member holding office as the Secretary of the Association under rule 13.1.

Special General Meeting means a General Meeting of the Association other than the Annual General Meeting.

Special Resolution means a resolution proposed at a meeting and passed in accordance with section 51 of the Act, which requires the resolution to be passed by the votes of not less than seventy-five (75) % of the persons who are entitled to cast a vote at that meeting.

Tier 1 association means an incorporated association to which section 64(1) of the Act applies.

Tier 2 association means an incorporated association to which section 64(2) of the Act applies.

Tier 3 association means an incorporated association that, in a financial year, has revenue of \$1,000,000 or more or such other amount that is prescribed from time to time under section 64(3) of the Act.

Treasurer means a Board Member holding office as the Treasurer of the Association under rule 13.1.

3.1. **Relationship between Constitution and Act**

The Act overrides any provision in this Constitution, which is inconsistent with the Act.

3.2. **Interpretation**

In this Constitution:

- (1) The words '**including**', '**for example**', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (2) Reference to an '**Act**' includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act.

PART 2 – PURPOSE, OBJECTIVES AND POWERS OF THE ASSOCIATION

4. PURPOSE OF THE ASSOCIATION

- (1) The purpose of the Association is to promote and provide a culturally sensitive service that responds to the psychosocial and physical needs of people who have experienced torture and trauma in their country of origin, during their journey to Australia and while in detention including their families and others who have been impacted directly or indirectly by such torture or trauma and who are living in Western Australia.

5. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are:

- (1) To ensure the right to rehabilitation with the delivery of services, research, training and advocacy and in doing so:
 - (a) To establish, develop and maintain services:
 - (i) which respond to the specific cultural and spiritual needs, as well as the gender-related, linguistic and age specific needs of torture and trauma survivors (who are often refugees or from a refugee type background and may be from culturally and linguistically diverse (CALD) populations) and their families living in Western Australia;
 - (ii) which facilitate the ability of torture and trauma survivors to heal themselves;
 - (iii) which promote overall well-being of all torture and trauma survivors in whatever way is appropriate to the individuals concerned;
 - (iv) of a professional standard which is affordable and accessible to all torture and trauma survivors and their families regardless of age, sex, race, religion, political beliefs or lifestyle; and
 - (v) guided by the expressed needs of the service users arising out of the Constitution as identified by the service users themselves and developed with input from those service users.
- (2) To carry out training, advocacy and raising awareness and in doing so: -
 - (a) work with other organisations to carry out and encourage research and collect information, based on sound ethical guidelines, about the needs of torture and trauma survivors and their families in the community.
 - (b) educate, train and sensitise service providers and promote public awareness on the needs of and difficulties experienced by torture and trauma survivors and their families;
 - (c) inform and to reinforce the rights of the service users as members of Australian society; and
 - (d) act as a human and material resource.

- (3) To do all things as the Association deems incidental and/or conducive to the attainment of accessible services for torture and trauma survivors and their families.

6. POWERS

- (1) Subject to the Act, and the rules set out in this Constitution, the Association may do all things necessary or convenient to lawfully pursue:
- (a) its objectives;
 - (b) charitable purposes;
 - (c) to raise, aid or contribute in the raising of funds for the use and benefit of the Association;
 - (d) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (e) appoint agents to transact business on its behalf;
 - (f) acquire, hold, deal with and dispose of any real or personal property or any rights or privileges;
 - (g) join, subscribe to, or found associations having objects wholly or in part relating to the welfare of the community;
 - (h) invest any monies of the Association not immediately required in any security in which trust monies may lawfully be invested;
 - (i) open and operate accounts with financial institutions;
 - (j) enter into any lawful contracts it considers necessary or desirable;
 - (k) do any other things as may be necessary, incidental or conducive to the attainment of the objects of the Association; and
 - (l) the Association may only exercise its powers and use its income and assets (including any surplus) for its purposes and objectives.

7. NOT-FOR-PROFIT

7.1. Property and income

- (1) The property and income of the Association shall be applied solely to promoting its objectives and purposes and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting such object and purposes.
- (2) A payment may be made to a Member out of the funds of the Association only if it is authorised under sub rule 3.

- (3) A payment to a Member out of the funds of the Association is authorised if it is:
- (a) a payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association,

provided that any payment out of the funds of the Association must be compliant with any guide published by the ACNC.

PART 3 - MEMBERSHIP OF THE ASSOCIATION

8. MEMBERSHIP

8.1. Eligibility for membership

- (1) Any person or organisation who supports the purpose and objectives of the Association is eligible to apply for the class of membership which that person or organisation is eligible to apply.
- (2) A person under the age of eighteen (18) years and an organisation cannot belong to a class of Members that confers full voting rights.

8.2. Liability

- (1) Members (except Life Members) are to pay any membership fees set by the Association.
- (2) Members are not liable to pay, by reason of that Member's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

8.3. Classes of Membership

- (1) There shall be three (3) categories of members:
 - (a) **Ordinary Members**, who shall be individuals 18 years or over who have agreed to accept the purpose and objectives of the Association. An Ordinary Member has voting rights and any other rights conferred on Ordinary Members by these rules or approved by resolution at a General Meeting or determined by the Board;
 - (b) **Associate Members** (Friends of ASeTTS), who shall be individuals or organisations who have agreed to accept the purpose and objectives of the Association but who are not eligible to or do not wish to take up ordinary membership. An Associate Member has the rights conferred on Ordinary Members but does not have any voting rights;

- (c) **Life Members**, the Board may nominate any member, who is eligible for membership pursuant to rule 8.1 and in the opinion of the Board has rendered outstanding service to the Association, to be a Life Member. The Board's nomination must be approved by the members in a General Meeting in order for the nominated member to be elected to life membership. A Life Member has full voting rights and any other rights conferred on Ordinary Members.
- (2) An individual who has not reached the age of eighteen (18) years is only eligible to be an Associate Member (Friends of ASeTTS).
- (3) A person or organisation can only belong to one class of membership.
- (4) The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting.
- (5) The association will have a minimum of six (6) Members with full voting rights.

9. APPLYING FOR MEMBERSHIP

9.1. Application

- (1) A person or organisation who wishes to become a Member shall:
 - (a) apply in writing to the Association in the membership application form approved by the Board;
 - (b) be nominated for membership by a current Member;
 - (c) the membership application form must be signed by the applicant and the Member nominating the applicant; and
 - (d) if the Association has more than one class of Members, the membership application form must specify the classes of membership available and the criteria for eligibility. The applicant must in the application form specify the class of membership to which the application relates.

9.2. Consideration of membership application

- (1) The Board shall consider and decide whether to approve or reject a membership application.
- (2) Subject to sub rule (3), the Board must consider membership applications in the order in which they are received by the Association and no later than three (3) months from the date when the application was received.
- (3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Board shall not approve a membership application unless the applicant:
 - (a) meets all the membership qualifications and is eligible for the class of membership to which the application relates under rule 8, and

- (b) makes a written membership application in accordance with rule 9.1(1)(a).
- (5) The Board may refuse to accept a membership application even if the applicant has applied in writing and meets all membership eligibility requirements under rule 8.1
- (6) As soon as is practicable after a decision is made under rule 9.2(1), the Board shall give written notification to the applicant of the outcome of the membership application.
- (7) The Board is not obliged to provide reasons to the applicant or to any other person for its decision to accept or reject a membership application.
- (8) If the applicant's membership application is rejected by the Board, the applicant may, within two (2) weeks of the notification of the rejection, submit a request in writing to the Board that the application be reviewed by the Members at a General Meeting. In this event, the Board must convene a General Meeting to be held no later than three (3) months from the date when the request was made by the applicant. At this General Meeting, the Board may present its reasons for rejecting the application and the applicant may provide written submissions in support of the application. The applicant does not have the right to attend the General Meeting but may do so when invited by the Board. At the General Meeting, the Members are required to pass a resolution approving or rejecting the application. Thereafter, the Board shall give written notification of the outcome to the applicant.
- (9) An applicant becomes a Member if:
 - (a) the Board accepts the application or if a resolution is passed at a General Meeting accepting the application, and
 - (b) the applicant pays any membership fees due under rule 9.3.
- (10) An applicant will not be accepted as an Ordinary Member if:
 - (a) they are a current employee of the Association.
 - (b) the applicant is a current client of the organisation.

9.3. **Membership fees**

- (1) The Board must determine the annual membership fee (if any) to be paid for membership of the Association except that Life Members are not required to pay any membership fees.
- (2) The fees determined under sub rule (1) may be different for different classes of membership.
- (3) A Member must pay the annual membership fee to the Treasurer, or another person authorised by the Board to accept payments, by the date ("**Due Date**") determined by the Board.
- (4) If a Member has not paid the annual membership fee within the period of three (3) months after the Due Date, the Member ceases to be a Member on the expiry of that period.

- (5) If a person who has ceased to be a Member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired:
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

10. TERMINATION OF MEMBERSHIP

10.1. Circumstances when membership terminates

- (1) A Member's membership terminates if the Member:
 - (a) does not renew their membership at the time of annual renewal within the time period set out in rule 9.3(3);
 - (b) resigns as a Member under rule 10.2;
 - (c) is expelled as a Member under rule 10.3;
 - (d) is a body corporate and the body corporate is wound up; or
 - (e) is an individual and the individual dies.
- (2) The Secretary or a person authorised by the Board must within twenty-eight (28) days after a person or organisation ceases to be a member, make a record of this change and keep this record, for at least one (1) year of:
 - (a) the date on which the Member's membership had terminated under rule 10.1(1); and
 - (b) the reason for the termination of the Member's membership.

10.2. Resignation of Member

- (1) A Member may resign as a Member by giving written notice of their resignation to the Secretary.
- (2) The Member's resignation is effective as at:
 - (a) the time of receipt by the Secretary of the person's written notice of resignation; or
 - (b) if a later time is stated in the notice, at that later time.

10.3. Expulsion of Member

- (1) The Association may, by Board resolution, expel a Member from membership if:
 - (a) the Member contravenes any of the rules of the Constitution; or
 - (b) the Member's conduct or behaviour is detrimental to the interests of the Association.

- (2) The Secretary shall, not less than twenty-eight (28) days before the Board meeting at which the expulsion resolution is to be considered, give written notice to the Member:
 - (a) of the proposed expulsion and the grounds on which it is based;
 - (b) of the date, place and time of the Board meeting at which the expulsion resolution is to be considered;
 - (c) that the Member, or the Member's representative, may attend the Board meeting at which the expulsion resolution is to be considered; and
 - (d) that the Member, or the Member's representative, may address the Board at the Board meeting at which the expulsion resolution is to be considered and shall be given a full and fair opportunity to state the Member's case orally or in writing, or both.
- (3) At the Board meeting at which the-expulsion resolution is to be considered, the Board shall:
 - (a) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) determine whether the Member should be expelled as a Member.
- (4) Once the Board has decided to expel a Member, the Member is immediately expelled.
- (5) Within seven (7) days of the Board meeting at which the expulsion resolution was considered, the Secretary shall ensure that the Member is informed in writing of the Board's decision and the reasons for the Board's decision.

10.4. **Member's right of appeal against expulsion**

Within fourteen (14) days of receiving notice of the Board's decision under rule 10.3(5) an expelled Member may appeal the Board's expulsion decision by giving written notice to the Board of the expelled Member's intention to seek:

- (1) the appointment of a mediator under rule 24; and/or
- (2) an appeal against the expulsion to the Members at a General Meeting. In this event, the Board must convene a General Meeting to be held no later than three (3) months from the date when the notice was received by the Board. At this General Meeting, the Board may present its reasons for expelling the Member and the Member or the Member's representative may provide written or oral submissions in support of the appeal following which the Members are required to pass a resolution approving or rejecting the appeal. Thereafter, the Board shall give written notification of the outcome to the Member.

10.5. **Reinstatement of Member**

If the Board's decision to expel a Member is revoked, any act performed by the Board or Members in a General Meeting during the period that the Member was expelled from membership under rule 10.3, is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of a Member, including the right to vote.

10.6. **Rights not transferable**

The rights of a Member are not transferable and end when membership ceases.

11. **REGISTER OF MEMBERS**

11.1. **Records of the Register of Members**

- (1) The Secretary or another person authorised by the Board, is responsible for the requirements imposed on the Association under Section 53 of the Act to maintain the Register of Members and record any change in membership within twenty-eight (28) days after the change occurs.
- (2) The Secretary or other person authorised by the Board, shall ensure that the Register of Members is kept and maintained at such place as the Board decides.

11.2. **Content of Register of Members**

- (1) The Register of Members must include the following:
 - (a) full name of each Member,
 - (b) contact postal, residential or email addresses of each Member,
 - (c) class of membership held by each Member, and
 - (d) date upon which membership occurred.

11.3. **Inspection of Register of Members**

- (1) A Member shall be entitled to inspect the Register of Members free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (2) A Member shall contact the Secretary in writing to request an inspection of the Register of Members.
- (3) A Member inspecting the Register of Members may copy details or make a copy from the Register of Members but has no right to remove the Register of Members.
- (4) A Member may make a request in writing to the Secretary for a copy of the Register of Members for which the Association may charge a reasonable fee, which is to be determined by the Board from time to time.

- (5) The Board must require a Member who wishes to copy details or make a copy of the Register of Members under rule 11.3(3) or who requests for a copy of the Register of Members under rule 11.3(4) to provide a statutory declaration to the Secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

11.4 Prohibited use of information on Register of Members

A Member shall not use or disclose the information contained in the Register of Members;

- (1) to gain access to information that a Member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter Member);
- (2) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (3) for any other purpose unless the use of the information:
 - (a) is approved by the Board; or
 - (b) for a purpose directly connected to:
 - (i) the Association's affairs; or
 - (ii) the provision of information to the Commissioner under the Act.

PART 4 - THE BOARD OF THE ASSOCIATION

12. ROLE AND POWERS

- (1) The Board Members are the persons who, as the Board of the Association, have the power to strategically direct the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

13. BOARD MEMBERS

13.1. Composition of Board

- (1) The Board Members consist of:
 - (a) the four (4) office holders of the Association and up to six (6) Ordinary or Life Members elected by the Members in accordance with Rules 15.3 and 15.4 respectively; and
 - (b) up to an additional two (2) Ordinary Members or Life Members co-opted by the Board in accordance with Rule 15.9;

of which at least two (2) of any of the abovementioned Board Members must be from a refugee or refugee-like background with lived experience of torture or trauma in their country of origin, during their journey to Australia or while in detention, or with lived experience of intergenerational trauma. In the rest of these rules, this requirement shall be referred to as, “the required lived experience”.

- (2) The Board may continue to act without meeting the requirement of having at least two (2) Board Members with the required lived experience for no more than six (6) months.
- (3) The following are the office holders of the Association:
 - (a) the Chairperson;
 - (b) the Deputy Chairperson;
 - (c) the Secretary;
 - (d) the Treasurer.
- (4) A person may be a Board Member if the person is:
 - (a) an individual who has reached 18 years of age; and
 - (b) an Ordinary or Life Member.
- (5) A person must not hold two (2) or more of the offices mentioned in sub rule (2) at the same time.
- (6) Board members must have completed governance training before commencing as a member of the Board or within six (6) months of being appointed.
- (7) A person cannot be a Board Member if:
 - (a) they are a current employee of the Association or within two (2) years of post-employment;
 - (b) they are a current client of the Association or has been a client in the last two (2) years.
 - (c) they have a conflict of interest due to relationships with staff, clients, or stakeholders of the Association.
 - (d) In the previous five (5) years, they have been convicted of, or imprisoned for:
 - (i) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of three (3) months or more under the laws of any state or territory of the Commonwealth of Australia.
 - (e) They are:
 - (iii) an undischarged bankrupt, or

- (iv) unless the person has obtained the consent of the Commissioner, a person whose affairs are under insolvency laws.
- (f) Unless they have obtained the consent of the Commissioner, a person who has committed a breach of their director's duties pursuant to the Act and the *Corporations Act*.

14. DUTIES OF BOARD MEMBERS AND OFFICERS

14.1. General duties

Board Members and officers (as defined in Section 3 of the Act) must comply with the following duties:

- (1) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member of the Association;
- (2) Act in good faith in the best interests of the Association;
- (3) Act for a proper purpose;
- (4) Act to further the objectives of the Association;
- (5) Act in the best interests of the Association;
- (6) Disclose any perceived or actual material conflicts of interest;
- (7) Ensure that the financial affairs of the Association are managed responsibly;
- (8) Not allow the Association to operate while insolvent; and
- (9) Not improperly use:
 - (a) Information obtained in their role as Board Member or officer; or
 - (b) Their position as Board Member, to:
 - (i) gain an advantage for themselves or another person, or
 - (ii) cause detriment to the Association.

14.2. Conflict of interest

- (1) A Board Member or officer shall disclose to all the Board Members present at the Board meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Board meeting.
- (2) A Board Member or officer shall disclose the nature and extent of the interest at the next General Meeting of the Association.
- (3) The disclosure of a conflict of interest by a Board Member or officer shall be recorded in the Minutes of the Board meeting. A disclosure of a material personal interest required by rule 14.2(1) or 14.2(2) must give details of:
 - (a) the nature and extent of the interest; and

- (b) the relation of the interest to the Association.
- (4) Each Board Member or officer who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a Board Circular Resolution) shall not, except as provided under rule 14.2(5):
 - (a) be present at the Board meeting while the matter is being discussed, or
 - (b) vote on the matter.
- (5) A Board Member or officer may still be present and vote if:
 - (a) their interest relates to an insurance contract that insures, or would insure, the Board Member or officer against liabilities incurred by the Board Member or officer as a Board Member or officer.

14.3. Chairperson

- (1) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board meeting and General Meeting.
- (2) The Chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at General Meetings provided for in these rules.

14.4. Secretary

- (1) The Secretary has the following duties:
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the Chairperson regarding the business to be conducted at each Board meeting and General Meeting;
 - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the Register of Members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
 - (f) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (g) ensuring the safe custody of the books of the Association, other than the Financial records, Financial statements and Financial reports, as applicable to the Association;
 - (h) maintaining full and accurate Minutes of Board meetings and General Meetings;

- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

14.5. **Treasurer**

- (1) The Treasurer has the following duties:
 - (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
 - (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a General Meeting are made on time;
 - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (e) ensuring the safe custody of the Association's Financial records, Financial statements and Financial reports, as applicable to the Association;
 - (f) if the Association is a Tier 2 association or Tier 3 Association, coordinating the preparation of the Association's Financial report before its submission to the Association's Annual General Meeting;
 - (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial statements or Financial report under Part 5 Division 5 of the Act;
 - (h) carrying out any other duty given to the Treasurer under these rules or by the Board.

PART 5 - ELECTION TO THE BOARD, FILLING OF CASUAL VACANCIES AND CO-OPTION TO THE BOARD

15. APPOINTMENT OF BOARD MEMBERS

15.1. How Members become Board Members

- (1) A Member becomes a Board Member if the Member —
 - (a) is elected to the Board at a General Meeting; or
 - (b) is appointed to the Board by the Board to fill a casual vacancy under rule 15.8.
 - (c) is co-opted to the Board under rule 15.9.

15.2. Nomination of Board Members

- (1) At least forty-two (42) days before an Annual General Meeting, the Secretary must send a written notice to all the Members:
 - (a) calling for nominations for election to the Board; and

- (b) stating the date by which nominations must be received by the Secretary to comply with sub rule (2).
- (2) A Member who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least twenty-eight (28) days before the Annual General Meeting.
- (3) The written notice must include a statement by another Member in support of the nomination.
- (4) A Member may nominate for one specified position of office holder of the Association or to be an ordinary Board Member.
- (5) A Member whose nomination does not comply with this rule is not eligible for election to the Board unless the Member is nominated under rule 15.3(2) or 15.4(2)(b).

15.3. Election of office holders

- (1) At the Annual General Meeting, a separate election must be held for each position of office holder of the Association.
- (2) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary or Life Members at the meeting.
- (3) If only one Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
- (4) If more than one Member has nominated for a position, the Ordinary and Life Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (5) Each Ordinary and Life Member present at the meeting may vote for one Member who has nominated for the position.
- (6) A Member who has nominated for the position may vote for himself or herself.
- (7) On completion of the election of the Board Members, the new Chairperson of the Association may take over as the Chairperson of the meeting.

15.4. Election of ordinary Board Members

- (1) At the Annual General Meeting, the Association must decide by resolution the number of ordinary Board Members (if any) to hold office for the next year.
- (2) If the number of Members nominating for the position of ordinary Board Member is not greater than the number to be elected, the Chairperson of the meeting:
 - (a) must declare each of those Members to be elected to the position; and
 - (b) may call for further nominations from the Ordinary and Life Members at the meeting to fill any positions remaining unfilled after the elections under sub rule 2(a).
- (3) If —

- (a) the number of Members nominating for the position of ordinary Board Member is greater than the number to be elected; or
- (b) the number of Members nominating under sub rule (2)(b) is greater than the number of positions remaining unfilled,

the Ordinary and Life Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the Members who are to be elected to the position of ordinary Board Member.

- (4) A Member who has nominated for the position of ordinary Board Member may vote in accordance with that nomination.

15.5. Term of office

- (1) The term of office of a Board Member begins when that Board Member:
 - (a) is elected at an Annual General Meeting under rule 15.3 or rule 15.4;
 - (b) is elected at a Special General Meeting under rule 15.6(3)(b); or
 - (c) is appointed to fill a casual vacancy under rule 15.8.
- (2) Subject to Rule 15.7:
 - (a) The term of office of a Board Member appointed to fill a casual vacancy under rule 15.8 or elected at a Special General Meeting under rule 15.6(3)(b) shall end at the next Annual General Meeting when the position will be declared vacant.
 - (b) The term of office of a Board Member elected at an Annual General Meeting shall end at the third successive Annual General Meeting following the election of the Board Member when the position will be declared vacant. For example, a Board Member is elected at the Annual General Meeting held in November 2021. Thereafter, Annual General Meetings were held in November 2022, November 2023 and November 2024. The term of office of the Board member elected at the Annual General Meeting in November 2021 will end at the third successive Annual General Meeting being the meeting held in November 2024.
 - (c) the term of office of Board Member co-opted to the Board under rule 15.9 shall end at the next Annual General Meeting when the position will be declared vacant.
- (3) Board Members shall hold office for no more than two (2) terms when elected at an Annual General Meeting or in any other event, a total period of seven (7) years, whichever is longer.

15.6. Resignation and removal from office

- (1) A Board Member may resign from the Board by written notice given to the Secretary or, if the resigning Member is the Secretary, given to the Chairperson.
- (2) The resignation takes effect:
 - (a) when the notice is received by the Secretary or Chairperson; or

- (b) if a later time is stated in the notice, at the later time.
- (3) At a General Meeting, the Association may by resolution:
 - (a) remove a Board Member from office; and
 - (b) elect a Member who is eligible under rule 13.1(3) to fill the vacant position.
- (4) A Board Member who is the subject of a proposed resolution under sub rule (3)(a) may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the Members.
- (5) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the General Meeting at which the resolution is to be considered.

15.7. When membership of Board ceases

- (1) A person ceases to be a Board Member if the person:
 - (a) dies or otherwise ceases to be a Member; or
 - (b) resigns from the Board or is removed from office under rule 15.6; or
 - (c) becomes ineligible to accept an appointment or act as a Board Member pursuant to section 39 of the Act;
 - (d) becomes permanently unable to act as a Board Member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
- (2) Where a person ceases to be a Board Member, that person (or in the case of death, that person's personal representative) must, as soon as practicable, deliver to a Board Member of the Association all documents and records that the person holds pertaining to the management of the Association's affairs and if stored on a computer, a copy of all such documents and records.

15.8. Filling casual vacancies

- (1) The Board may appoint a Member who is eligible under rule 13.1(3) to fill a position on the Board that:
 - (a) has become vacant under rule 15.7; or
 - (b) was not filled by election at the most recent Annual General Meeting or under rule 15.6(3)(b).
- (2) If the position of Secretary becomes vacant, the Board must appoint a Member who is eligible under rule 13.1(3) to fill the position within fourteen (14) days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 16.6, the Board may continue to act despite any vacancy in its membership.

- (4) If there are fewer Board Members than required for a quorum under rule 16.6 the Board may act only for the purpose of:
 - (a) appointing Board Members under this rule; or
 - (b) convening a General Meeting.

15.9. Co-option to the Board

- (1) The Board has the power to co-opt up to two (2) additional Members to the Board, each of whom shall have full voting rights on the Board. This power to co-opt may be exercised by the Board at its sole discretion.
- (2) When co-opting Members, the priority of the Board is to ensure that there are at least two (2) Board Members with the required lived experience in compliance with Rule 13.1.
- (3) If the requirement of having at least two (2) Board Members with the required live experience has been met, the purpose of the Board having the power to co-opt Members is to ensure that the Board has: -
 - (a) gender balance; and/or
 - (b) persons with the required skills, experience, or background to contribute to the Association.
- (4) Co-option of members of the Board shall take place at such other time as the Board deems appropriate.
- (5) The term of office for co-opted Board Members shall expire at the next Annual General Meeting.
- (6) In the event of the resignation of a co-opted Board Member, the Board may co-opt another Member to fill the position with the term expiring at the next Annual General Meeting.
- (7) Subject to Rule 15.5(3), the Board may co-opt the same Member to the Board when the term of office of the co-opted Board Member ends.

15.10. Validity of acts

The acts of a Board or committee, or of a Board Member or Members of a committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board Member or Member of a committee.

15.11. Payments to Board Members

- (1) In this rule:

Board Member includes a Member of a committee; and

- (2) A Board Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation approved by the Board and properly incurred in connection with the Association's business.

PART 6 - BOARD MEETINGS

16. BOARD MEETINGS

16.1. Date, time and place of Board Meetings

- (1) The Board must meet at least three (3) times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board Members as soon as practicable after the Annual General Meeting at which the Board Members are elected.
- (3) Special Board meetings may be convened by the Chairperson or any two (2) Board Members.

16.2. Notice of Board Meetings

- (1) Notice of each Board meeting must be given to each Board Member at least forty-eight (48) hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

16.3. Procedure and order of business

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each Board meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board Members at the meeting.
- (5) A Member or other person who is not a Board Member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under sub rule (5) to attend a Board meeting:
 - (a) has no right to any agenda, Minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and

- (c) cannot vote on any matter that is to be decided at the meeting.

16.4. **Use of Technology to be present at Board meetings**

- (1) The presence of a Board Member at a Board meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a Board meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

16.5. **Client Reference Group Meetings**

The Board shall use its best efforts to support and engage clients and people with lived experience of torture or trauma and their families and seek their input into strategic planning, and advice to the Board regarding client and community needs and service-related matters. The client reference group structure may change from time to time and its structure will be determined by the Board.

16.6. **Quorum for Board Meetings**

- (1) Subject to rule 15.8(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) A quorum for a Board meeting shall be a majority (more than 50%) of the total Board Members.
- (3) If a quorum is not present within thirty (30) minutes after the notified commencement time of a Board meeting:
 - (a) in the case of a special board meeting, the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If:
 - a. a quorum is not present within thirty (30) minutes after the commencement time of a Board meeting held under sub rule (3)(b); and
 - b. at least two (2) Board Members are present at the meeting,those members present are taken to constitute a quorum.

16.7. **Voting at Board Meetings**

- (1) Each Board Member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board Members present at the Board meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chairperson of the meeting

will not have a second or casting vote, and the motion is lost.

- (4) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a question.
- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

16.8. Voting by Circular Resolution

Where the Board is out of session, the Chairperson or, in the Chairperson's absence, the Deputy Chairperson may initiate a resolution for consideration by the Board by electronic means (being SMS, WhatsApp, email or similar platform) and a vote taken by the current Board Members under this provision shall be carried when at least 75% of all Board Members respond in the affirmative to the resolution. The initial message will include a time limit for decision-making and evidence of the Board Members' votes shall be included in the minutes of the next Board meeting.

16.9. Minutes of Board meetings

- (1) The Board must ensure that Minutes are taken and kept of each Board meeting.
- (2) The Minutes must record the following:
 - (a) the names of the Board Members present at the meeting;
 - (b) the name of any person attending the meeting under rule 16.3(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The Minutes of a Board meeting must be entered in the Association's minute book within thirty (30) days after the meeting is held.
- (4) The Chairperson must ensure that the Minutes of a Board meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Board meeting.
- (5) When the Minutes of a Board meeting have been signed as correct, they are, until the contrary is proved, evidence that:
 - (a) the meeting to which the Minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

PART 7 - GENERAL MEETINGS OF THE ASSOCIATION

17. GENERAL MEETING

17.1. **Types of General Meetings**

There are two types of general meetings, namely:

- (1) an Annual General Meeting; and
- (2) a Special General Meeting.

17.2. **Purpose of Annual General Meeting**

- (1) An Annual General Meeting shall be held on a date, and at a time and place, decided by the Board.
- (2) The Association shall hold an Annual General Meeting each calendar year:
 - (a) within six (6) months after the end of the financial year; or
 - (b) if the Annual General Meeting is to be held more than six (6) months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months after the end of the financial year.
- (3) If the Association requires the approval from the Commissioner to hold its Annual General Meeting within a longer period under rule 17.2(2)(b) the Secretary shall ensure that application is made to the Commissioner for such approval no later than four (4) months after the end of the financial year.
- (4) The ordinary business of the Annual General Meeting is as follows:
 - (a) To confirm the minute of the previous Annual General Meeting and of any Special General Meeting held since the previous Annual General Meeting (if the Minutes of that Special General Meeting have not yet been confirmed);
 - (b) To receive and consider:
 - (i) the Board's annual report on the Association's activities during the preceding financial year; and
 - (ii) the Financial report of the Association for the previous financial year;
 - (iii) if required to be presented for consideration under Part 5 of the Act, the report of the review or auditor's report on the Financial statements or Financial report for the previous financial year.
 - (c) Elect office holders of the Association and other Board Members;
 - (d) If applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) To confirm or vary the membership fees (if any) to be paid by members;
 - (f) Any other business of which notice has been given in accordance with these rules may be conducted at an Annual General Meeting.
- (5) As a Tier 3 association:

- (a) Within six (6) months from the end of a financial year, the Association shall prepare a Financial report for the financial year; and
- (b) The Association shall ensure that:
 - (i) the Financial report is audited and that an audit report is prepared; and
 - (ii) copies of the auditor's report are submitted to the Annual General Meeting.
- (c) As required by the Association's regulations and/or the ACNC, lodge the annual return with the Commissioner and/or the ACNC.

17.3. Special General Meeting

- (1) The Board may convene a Special General Meeting.
- (2) The Board must convene a Special General Meeting if at least 20% of the Members require a Special General Meeting to be convened.
- (3) The Members requiring a Special General Meeting to be convened must:
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The Special General Meeting must be convened within twenty-eight (28) days after notice is given under sub rule (3)(a).
- (5) If the Board does not convene a Special General Meeting within that 28-day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (6) A Special General Meeting convened by Members under sub rule (5):
 - (a) must be held within three (3) months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
 - (c) may only consider matters relevant to the Members and only in alignment with the powers and responsibilities outlined in Part 4 of these rules.
- (7) The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub rule (5).

17.4. Notice of General Meetings

- (1) The Secretary or, in the case of a Special General Meeting convened under rule 17.3(5), the Members convening the meeting, must give to each Member:
 - (a) at least twenty-one (21) days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or

- (b) at least fourteen (14) days' notice of a General Meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under rule 15.2; and
 - (d) if a Special Resolution is proposed:
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a Special Resolution; and
 - (iii) comply with rule 17.5(7).

17.5. Proxies

- (1) Subject to sub rule (2), an Ordinary and Life Member may appoint an individual who is an Ordinary or Life Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (2) An Ordinary or Life Member may be appointed the proxy for not more than two (2) other members.
- (3) The appointment of a proxy must be in writing, in the form as set out in **Schedule 1 to this Constitution ("Proxy Form")**, and shall be signed by the appointing Member and shall contain the:
 - (a) appointing Member's name and address;
 - (b) Association's name;
 - (c) proxy's name or the name of the office held by the proxy; and
 - (d) Annual General Meeting(s) and Special General Meeting(s) at which the appointment may be used by the proxy.
- (4) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (6) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form:
 - (a) that clearly identifies the person appointed as the Member's proxy; and
 - (b) that has been signed by the Member.

- (7) Notice of a General Meeting given to an Ordinary and Life Member under rule 17.4 must:
 - (a) state that the Member may appoint an individual who is an Ordinary or Life Member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the Secretary before the commencement of the General Meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than twenty-four (24) hours before the commencement of the meeting.

17.6. Use of technology to be present at General Meetings

- (1) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A Member who participates in a General Meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

17.7. Presiding Member and quorum for General Meetings

- (1) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.
- (2) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) No business is to be conducted at a General Meeting unless a quorum is present.
- (4) A quorum means the presence of at least 20% of Members, including at least two Board Members, at the General Meeting in person or by proxy who can evidence their current membership of the Association.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) in the case of a Special General Meeting - the meeting lapses; or
 - (b) in the case of the Annual General Meeting - the meeting is adjourned to:
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.
- (6) If:

- (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub rule (5)(b); and
- (b) at least two (2) Ordinary Members are present at the meeting, those Members present are taken to constitute a quorum.

17.8. Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Ordinary Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 17.4.

17.9. Voting at General Meeting

- (1) On any question arising at a General Meeting:
 - (a) subject to sub rule (3), each Ordinary and Life Member has one vote; and
 - (b) only Ordinary and Life Members may vote personally or by proxy.

- (2) Except in the case of a Special Resolution, a motion is carried if a majority of the Ordinary and Life Members present at a General Meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) If the question is whether to confirm the Minutes of a previous General Meeting, only Ordinary and Life Members who were present at that meeting may vote.
- (5) For a person to be eligible to vote at a General Meeting as an Ordinary or Life Member, the Ordinary or Life Member:
 - (a) must have been an Ordinary or Life Member at the time notice of the meeting was given under rule 17.4; and
 - (b) must have paid any fee or other money payable to the Association by the Ordinary Member.

17.10. When Special Resolutions are required

- (1) A Special Resolution is required if it is proposed at a General Meeting:
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the SAT under section 109 of the Act for the appointment of a statutory manager.
 - (c) it relates to a matter requiring a Special Resolution under the Act
- (2) Sub rule (1) does not limit the matters in relation to which a Special Resolution may be proposed.

17.11. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to sub rule (4), the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a Special Resolution, the declaration under sub rule (2) must identify the resolution as a Special Resolution.
- (4) If a poll is demanded on any question by the Chairperson of the meeting or by at least 3 other Ordinary or Life Members present in person or by proxy:

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson;
 - (b) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
 - (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
 - (7) A declaration under sub rule (2) or (4) must be entered in the Minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

17.12. Minutes of General Meeting

- (1) The Secretary, or a person authorised by the Board from time to time, must take and keep Minutes of each General Meeting.
- (2) The Minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the Minutes of each Annual General Meeting must record:
 - (a) the names of the Ordinary and Life Members attending the meeting; and
 - (b) any proxy forms given to the Chairperson of the meeting under rule 17.5(9); and
 - (c) the Financial statements or Financial report presented at the meeting, as referred to in rule 17.2(4)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the Financial statements or Financial report presented at the meeting, as referred to in rule 17.1(4)(b)(iii).
- (4) The Minutes of a General Meeting must be entered in the Association's minute book within thirty (30) days after the meeting is held.
- (5) The Chairperson must ensure that the Minutes of a General Meeting are reviewed and signed as correct by:
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next General Meeting.
- (6) When the Minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) the meeting to which the Minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

18. MEMBERS' CIRCULAR RESOLUTION

- (1) The Board may put a circular resolution to the Members ("**Members' Circular Resolution**").
- (2) A Members' Circular Resolution cannot be used:
 - (a) to remove an auditor;
 - (b) to appoint or remove a Board Member; or
 - (c) where the Act or this Constitution requires an Annual General Meeting or Special General Meeting to be held.
- (3) The Secretary may arrange for a Members' Circular Resolution to be sent by email to Members and Members may agree to the Members' Circular Resolution by sending a reply email to that effect to the Secretary including the text of the Members' Circular Resolution in their reply.
- (4) A Members' Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Members' Circular Resolution by:
 - (a) signing a single document setting out the Members' Circular Resolution and containing a statement that the Members agree to the Members' Circular Resolution; or
 - (b) signing separate copies of the document setting out the Members' Circular Resolution and containing a statement that the Member agrees to the Members' Circular Resolution, provided that the wording in each copy of the document is identical, or forwarding an email referred to in rule 18(3).
- (5) The Secretary shall ensure that the Association's auditor is:
 - (a) Notified as soon as possible that a Members' Circular Resolution has or is to be put to Members; and
 - (b) Provided with a copy of the Members' Circular Resolution.

PART 8 – COMMITTEES, DELEGATION, PAYMENTS AND FUNDS

19. COMMITTEES AND DELEGATION

19.1. Establishment

- (1) The Board may establish committees from time to time to assist with the conduct of the Association's object [and charitable] purposes.
- (2) The Board shall specify and approve the terms of reference for these committees.
- (3) The committee may comprise (in such numbers as the Board determines) Members and non-Members.

- (4) Subject to this Constitution, committee members shall determine the procedure to be followed at committee meetings.

19.2. Delegation

- (1) The Board may delegate, in writing, to any or all committee members, any authority, power or functions, and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (2) Despite any delegation under rule 19.2(1), the Board may continue to exercise all its functions, including any function that has been delegated to a committee and remains responsible for the exercise of those functions at all times.

19.3. Delegation to others

- (1) The Board may delegate, in writing, to any person any authority, power or function and may cancel any authority, powers or functions, as the Board sees fit from time to time.
- (2) Despite a delegation under this rule, the Board may continue to exercise all its functions, including any delegated functions, and at all times remains responsible for the exercise of those functions.

20. FUNDS

20.1. Source of funds

- (1) The funds of the Association may be derived from:
 - (a) Entrance fees;
 - (b) Annual membership fees;
 - (c) Donations;
 - (d) Fundraising activities;
 - (e) Grants;
 - (f) Interest;
 - (g) Annual membership fees; and
 - (h) Any other sources approved by the Board.
- (2) The Association shall, as soon as practicable:
 - (a) deposit all money received to the credit of the Association's bank account, without deduction; and
 - (b) after receiving any money, issue an appropriate receipt.

20.2. Control of funds

- (1) The funds of the Association shall be kept in an account in the name of the Association in a financial institution determined by the Board.

- (2) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) The Association shall use its funds in carrying out the Association's purposes.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association shall be signed by:
 - (a) two (2) Board Members; or
 - (b) one (1) Board Member and a person authorised by the Board.
- (6) All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
- (7) Any expenditure above the maximum amount set by the Board from time to time shall be approved or ratified at a Board meeting.

20.3. **Financial records**

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under the Act relating to the preparation, auditing and disclosure of Financial statements or Financial reports of the Association are met.
- (2) Without limiting sub rule (1), these requirements include:
 - (a) the preparation of the Financial report; and
 - (b) if required, the review or auditing of the Financial statements or Financial report, as applicable; and
 - (c) the presentation to the Annual General Meeting of the Financial statements or Financial report, as applicable; and
 - (d) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial statements or Financial report.
- (3) The Association shall keep Financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable true and fair Financial statements to be prepared.
- (4) The Association shall retain its Financial records for at least seven (7) years after the transactions covered by the Financial records are completed.

PART 9 - GENERAL MATTERS

21. GENERAL MATTERS

21.1. By-laws

- (1) The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.
- (2) By-laws may:
 - (a) provide for the rights and obligations that apply to any class of membership; and
 - (b) impose restrictions on the committee's powers, including the power to dispose of the Association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - (d) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting sub rule (3), a by-law made for the purposes of sub rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- (5) At the request of a Member, the Association must make a copy of the by-laws available for inspection by the Member.

21.2. Execution of Documents

- (1) The Association shall not have a common seal and is to execute a document by having the document signed by:
 - (a) two (2) Board Members; or
 - (b) one (1) Board Member and a person authorised by the Board.

21.3 Giving notices to Members

- (1) In this rule:

recorded means recorded in the Register of Members.

- (2) A notice or other document that is to be given to a Member under these rules is taken not to have been given to the Member unless it is in writing and:
 - (a) delivered by hand to the recorded address of the Member; or
 - (b) sent by prepaid post to the recorded postal address of the Member; or

- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

21.4 Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- (2) The Financial records and, as applicable, the Financial statements or Financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association must be retained for at least seven (7) years.

21.5 Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule:

surplus property, in relation to the Association, means property remaining after satisfaction of:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.

21.6 Alteration of the rules

If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

22. RECORDS

22.1 Record of office holders

The record of Board Members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

22.2 Inspecting the Association's books

- (1) Subject to this Constitution and the Act, a Member can inspect the Association's books free of charge at such time and place as is mutually convenient to the Association and the Member.
- (2) A Member shall contact the Secretary to request to inspect the Association's books.

- (3) The Member may copy details or make a copy of or take an extract from the Association's books but has no right to remove the Association's books for that purpose.
- (4) A Member has the right to inspect a document that records the Minutes of a Board meeting.

22.3 Prohibition on use of information in Association's books and record of Officeholders

A Member shall not use or disclose information in the Association's books and record of Officeholders except for a purpose:

- (1) That is directly connected with the affairs of the Association; or
- (2) Related to a requirement of the Association to provide information to the Commissioner; and
- (3) A Board Member must not publish or cause to be published, any statement about the business conducted by the Association at a General Meeting unless the:
 - (a) Board Member has been authorised to do so at a Board meeting; and
 - (b) authority given to the Board Member has been recorded in the Minutes of the Board meeting at which it was given.

22.4 Returning the Association's books

Outgoing Board Members are responsible: -

- (1) for transferring all relevant assets and Association's books to the new Board within fourteen (14) days of ceasing to be a Board Member.
- (2) providing written declarations that all electronic records and documents relating to the Association have been properly disposed or destroyed.

PART 10 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

23. DISPUTES ARISING UNDER CONSTITUTION

23.1 Resolving disputes

- (1) In this part the following terms are used:
 - (a) ***grievance procedure*** means the procedures set out in this Part;
 - (b) ***party to a dispute*** includes a person:
 - (i) who is a party to the dispute; and
 - (ii) who ceases to be a Member within six (6) months before the dispute has come to the attention of each party to the dispute.

- (2) The procedure set out in this Part (the grievance procedure) applies to disputes:
 - (a) between Members; or
 - (b) between one or more Members and the Association.

23.2 Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

23.3 How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23.2, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within twenty-eight (28) days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (3) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- (4) The notice given to each party to the dispute must state:
 - (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (5) If:
 - (a) the dispute is between one or more Members and the Association; and
 - (b) any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 24.2,

the Board must not determine the dispute.

23.4 Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must:
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and

- (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within seven (7) days after the Board meeting at which the determination is made.
 - (3) A party to the dispute may, within fourteen (14) days after receiving notice of the Board's determination under sub rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator under rule 24.2.
 - (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

24. MEDIATION

24.1 Commencing mediation process

- (1) This rule applies if written notice has been given to the Secretary requesting the appointment of a mediator by:
 - (a) a Member; or
 - (b) a party to a dispute under rule 23.3(5)(b)(ii) or 23.4(3).
- (2) If this rule 24 applies, a mediator must be chosen or appointed under rule 24.2.

24.2 Appointment of mediator

- (1) The mediator must be a person chosen:
 - (a) if the appointment of a mediator was requested by a Member under rule 24.1(1)(a) by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 23.3(5)(b)(ii) or 23.4(3) by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of sub rule (1)(a) or (b), then, subject to sub rules (3) and (4), the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
 - (a) a Member; or
 - (b) a party to a dispute under rule 23.3(5)(b)(ii); or
 - (c) a party to a dispute under rule 23.4(3) and the dispute is between one or more Members and the Association.
- (4) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not:

- (a) have a personal interest in the matter that is the subject of the mediation; or
- (b) be biased in favour of or against any party to the mediation.

24.3 Mediation process

- (1) The parties to the dispute shall attempt to settle the dispute by mediation in good faith.
- (2) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the date of the mediation.
- (3) The mediator, in conducting the mediation, shall:
 - (a) Give the parties to the mediation every opportunity to be heard;
 - (b) Allow all parties to consider any written statement submitted by any party; and
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation shall be confidential.
- (6) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.
- (7) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

24.4 Inability to resolve the dispute

If a dispute cannot be resolved under the procedures set out in rules 23 and 24, any party to the dispute may apply to the SAT to determine the dispute in accordance with the Act or otherwise at law.

24.5 If mediation results in decision to expel being revoked

- (1) If:
 - (a) mediation takes place because a Member who is expelled from the Association gives notice under rule 10.4(1); and
 - (b) as the result of the mediation, the decision to expel the Member is revoked;
- the revocation does not affect the validity of any decision made at a Board meeting or General Meeting during the period of expulsion.

PART 11 – OTHER MATTERS

25. SERVICE ON MEMBERS

Any notice given to a Member under this Constitution shall be sent to the Member's address as recorded in the Register of Members.

26. INDEMNITY

- (1) The Association shall indemnify each Board Member out of the assets of the Association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Board Member:
 - (a) when the Association is not prevented by law from doing so; and
 - (b) for an amount for which the Board Member is not entitled to be indemnified by another party (including an insurer under an insurance policy).
 - (2) The indemnity in rule 26(1) is a continuing obligation and is enforceable by a Board Member even though that person is no longer a Board Member of the Association.
-

27. BOARD MEMBER'S INSURANCE

To the extent permitted by law, and if the Board considers it appropriate, the Association will pay a premium for a contract insuring a person who is or has been a Board Member against any liability incurred by that person as a Board Member.

28. INSURANCE COVERING WORKERS, CONTRACTORS, VOLUNTEERS AND VISITORS

The Association shall ensure that appropriate insurance is obtained for:

- (1) The Association's workers;
 - (2) The Association's contractors;
 - (3) The Association's volunteers;
 - (4) The Association's visitors.
-

29. CONSTITUTION

29.1 Binding

This Constitution imposes a legally binding obligation upon the Association and upon each Member to observe all its rules.

29.2 Amendment

- (1) The Association may amend the Constitution or replace it with a new Constitution by passing a Special Resolution.

- (2) The Association shall not pass a Special Resolution amending the Constitution if passing it causes the Association to no longer be a charity.
- (3) An amendment to the Constitution changing:
 - (a) The Association's name; or
 - (b) The Association's object or purposes;does not become effective until:
 - (c) The required documents are lodged with the Commissioner; and
 - (d) The Commissioner's written approval to the changes is received by the Association.

29.3 Copies

- (1) The Association shall always maintain a current copy of the Constitution.
- (2) The Association shall provide, free of charge, a copy of the Constitution then in force, to each Member at the time their membership commences.

ASSOCIATION OF SERVICE FOR TORTURE AND TRAUMA SURVIVORS (ASeTTS)
SCHEDULE 1 – PROXY VOTING FORM

(For use by a Member with voting rights who is unable to attend an annual or special general meeting)

A. Appointing a Proxy

I, of
[Member's full name]

.....
[Member's residential address]

.....
[Member's telephone number]

.....
[Member's email address]

being a Member of the above-named incorporated association (**Association**) and authorised to vote at a general meeting, hereby appoint:

Please Tick [✓] ONLY ONE (1) of the following:

- 1. Chairperson of general meeting OR
- 2. Secretary of Association OR
- 3. Proxy identified below

..... of
[Proxy's full name]

.....
[Proxy's residential address]

to vote on my behalf at the annual/special (strike out '**annual**' OR '**special**') general meeting (**general meeting**) of the Association to be held on:

.....
Date of general meeting

.....
Address of general meeting

and at any adjournment of the general meeting.

B. Proxy's Voting Directions

My proxy is authorised to vote:

Please Tick [✓] ONLY ONE (1) of the following:

- 1. As the proxy deems fit OR
- 2. According to the specific directions to my proxy identified below

Specific directions to proxy (please add further page if needed)

.....
Signature of Member

.....
Date