



The Rule Book of



ICN: 7499

This rule book complies with the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act).

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Family Violence Legal Service Aboriginal Corporation (SA)

*A Corporation incorporated pursuant to
the Corporations(Aboriginal & Torres Strait Islander) Act 2006*

1. NAME:

The name of the Corporation is Family Violence Legal Service Aboriginal Corporation (SA) and is referred to as FVLSAC

2. GEOGRAPHICAL AREAS OF OPERATION

FVLSAC primarily services Port Augusta and surrounding communities including:
Davenport Aboriginal Community
Leigh Creek
Nepabunna Aboriginal Community
Umoona Aboriginal Community
Dunjiba Aboriginal Community and

Eyre Peninsula including:

Port Lincoln
Ceduna
Koonibba Aboriginal Community
Scotdesco Aboriginal Community
Yalata Aboriginal Community
Maralinga Tjarutja Aboriginal Community and
Whyalla
Adelaide

3. DEFINITIONS

In these rules unless the contrary intention appears-

“Aboriginal & Torres Strait Islander person” means

- (a) An Aboriginal person;
- (b) A Torres Strait Islander person;
- (c) An Aboriginal and Torres Strait Islander Person;
- (d) A body corporate prescribed by name in the regulations made under the Act
- (e) A body Corporation in which a controlling interest is held by any, or all of the following persons:
 - (i) Aboriginal persons
 - (ii) Torres Strait Islander persons
 - (iii) Aboriginal and Torres Strait Islander persons

“annual general meeting” means the meeting convened under rule 13(1)

“Applicant” means a person who has applied to become a member of FVLSAC

“Application for Membership Form” means the form included in Schedule 1 of the Rule Book

“Appointment of Proxy Form” means the form included in Schedule 3 of the Rule Book.

“Board meeting” means a meeting referred to in rule 10

“Board member” means a person referred to in rule 8

“Business day” means a day which is not Saturday or Sunday and is not a bank or public holiday

“Common Seal” means the common seal of the Corporation referred to in Rule 15

“Convene” means to call together a formal meeting

“Department” means the government department with responsibility for administering the Corporations (Aboriginal & Torres Strait Islander) Act 2006

“Dispute” means a difference of opinion or disagreement

“Dispute resolution process” means the process set out in Rule 17

“financial year” means a period commencing on the 1 July and ending on 30 June in the following year;

“FVLSAC” means the corporation referred to in Rule 1

“FVLSAC Region” means the Eyre and Western, Far North and Adelaide metropolitan regions of South Australia, as defined by the South Australian Government.

“general meeting” means a meeting to which all members are invited;

“Local Government Area” means one or all of the following, as the context may require; (a) Port Augusta (b) Port Lincoln (c) Ceduna

“member” means a member of the Corporation whose name appears on the Register of Members;

“Objectives” means the aims of the Corporation as set out in Rule 4.

“ordinary resolution” means a resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“Board Appointed Director” means an individual with expert and specialised knowledge and/or professional qualifications in their respective field, who is appointed by the elected Board as per Rule 8.4 to become a director of the Corporation

“proxy” means a person who has been appointed to attend, speak and vote at a general meeting on behalf of a member.

“Register of Members” means a list of members of the Corporation that is kept by the Secretary as per Rule 6.5

“special general meeting” means a general meeting other than the annual general meeting;

“special resolution” means, in relation to an Aboriginal and Torres Strait Islander corporation, a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

“the Act” means the Corporations (Aboriginal & Torres Strait Islander) Act 2006;

“the Board” means the Board of Directors of FVLSAC;

“the Chairperson” means in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 13;

“the Corporation” means the corporation referred to in rule 1;

“the Deputy Chairperson” means the Deputy Chairperson referred to in rule 8.7(A);

“the Registrar” means the Registrar of Aboriginal & Torres Strait Islander Corporations appointed in accordance to the Act

“the Rule Book” means the fundamental rules and established precedents according to which the Corporation is acknowledged to be governed.

“the Secretary” means the Secretary referred to in Rule 8.7 (B)

4. OBJECTIVES

4.1. The objectives of the Corporation are to:

- (a) To provide legal assistance, casework and client support to Aboriginal &/or Torres Strait Islander adults and children who are victim-survivors of family violence, including sexual assault/abuse, or who are at immediate risk of such violence.
- (b) To provide law reform and advocacy, in relation to legal issues that directly affect Aboriginal &/or Torres Strait Islander adults and children who are victim-survivors of family violence, including sexual assault/abuse, or who are at immediate risk of such violence.
- (c) To provide community legal education, including early intervention and prevention activities, to Aboriginal &/or Torres Strait Islander communities in order to reduce the incidence of family violence, including sexual assault/abuse,

4.2. The property and income of the Corporation will be applied solely towards the promotion of the objectives of the Corporation and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objectives.

5. POWERS OF THE CORPORATION

The powers conferred on FVLSAC are the same as those conferred by Division 96-1 of the Act; so that subject to the Act and any additions, exclusions or modifications inserted below, FVLSAC may do all things necessary or convenient for carrying out its objectives and purposes, and in particular may:

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Borrow money in such terms and conditions as the Corporation thinks fit;
- (c) Open and operate bank accounts;
- (d) Give such security for the discharge of liabilities incurred by the Corporation as the Corporation thinks fit;
- (e) Enter into, and carry out, any arrangement or contract with any government department, government authority, statutory corporation or person, upon terms as it considers appropriate
- (f) To allow any of its real or personal property to be used for any purpose it sees fit
- (g) Apply funds for any purpose it sees fit
- (h) Invest its money in any manner authorised by the rules of the Corporation
- (i) Enter into any contract it considers necessary and desirable
- (j) Appoint a Chief Executive Officer, who will also be the Secretary of the Board, and other salaried staff upon such terms and conditions as to remuneration or otherwise, as it considers appropriate;
- (k) Appoint agents to transact any business of the Corporation on its behalf;
- (l) Promote the services available at FVLSAC through the media and by any other lawful means;
- (m) From time to time, make such rules and policies as it considers are necessary or desirable for regulating the conduct and affairs of the FVLSAC, and to amend or terminate the operation of those rules and policies;
- (n) To do all such things as are incidental or conducive to the attainment of the above objectives of FVLSAC, or the exercise of any of the above mentioned powers;

The powers of the Corporation will be allocated to the Board of Directors under Rule 8.6 and the general meetings under Rule 13

6. MEMBERSHIP OF THE CORPORATION

6.1. Members on Registration

- (a) A person, body corporate or association only becomes a member when the Corporation is registered, as long as the registration complies with the Act;
- (b) Members names must be entered on the Register of Members

6.2. Members by Application

- (a) After registration membership of the Corporation is open to any body corporate, association or any private individual who makes an Application to join the Corporation
- (b) Membership of the Corporation is open to any individual who:
 - i. is at least 18 years of age;
 - ii. is an Aboriginal and/or Torres Strait Islander person or the spouse of an Aboriginal and / or Torres Strait Islander person; and
 - iii. Permanently resides in South Australia within the geographical areas of operation of FVLSAC.
 - iv. is prepared to full fill their responsibilities as set out in rule 7(32)
 - v. is not an employee of FVLSAC
- (c) A private individual making application must declare any pecuniary interest in any organisation, club, community group, corporation or association

6.3. Membership Application

- (a) An individual, body corporate or association who wants to become a member must apply in writing to the Corporation
- (b) The application must be made using the FVLSAC Application for Membership Form specified in Schedule 1 of these Rules
- (c) Organisations will nominate an individual person as their representatives

6.4. Deciding Membership Applications

- (a) The Directors will consider and decide Membership applications
- (b) Applications will be considered and decided in the order in which they are received by the Corporation
- (c) The Directors must not accept an Application for Membership of the Corporation unless the Applicant:
 - i. Applies according to Rule 6.3
 - ii. Meets all eligibility criteria as set out in Rule 6.2(b)
 - iii. If it results in the majority of Members of the Corporation being non-indigenous
- (d) The Directors may refuse to accept an application for Membership even if the applicant complies with Rules 6.2(b) and 6.3
- (e) The Directors must notify the Applicant in writing of their decision in regards to Application for Membership within 10 business days of the decision being made

6.5. Register of Members of the Corporation

- (a) The Board of Directors will ensure that a Members' Register is kept and updated on a regular basis. The register will be the basis of eligibility to vote at all general meetings and will contain:
 - i. The name of the member
 - ii. The date of approval of membership
 - iii. The address and contact details of the member for service of notices
 - iv. For organisational members the name of their appointed representative
- (b) The Register may be kept electronically, but must be easily accessible for inspection by members and kept at all FVLSAC offices
- (c) If the Directors accept an Application for Membership, the Applicant's name must be entered on the Register of Members within 10 business days of acceptance
- (d) However, if:
 - i. the Applicant applies for Membership after a notice has been given for the holding of a general meeting; and
 - ii. the general meeting has not been held when the Directors consider the Application for Membership;then the Corporation must not enter the person on the Register of Members until after the General Meeting has been held.

- (e) The Secretary must remove the name of a person who terminates their membership, or has their membership terminated, from the Register of Members within 10 business days of the membership being terminated
- (f) If the Registrar requests a copy of the Members Register, the Corporation must provide it within 10 business days or such other time period as specified in the Registrar's request.

6.6. Membership Fees

The Corporation must not impose fees for Membership of the Corporation

6.7. Termination of Membership of the Corporation

- (a) Any member may at any time, by giving notice to the Secretary, resign from their membership of the Corporation
- (b) A member may be terminated as a member of the Corporation if that member:
 - i. resigns by notice in writing to the Secretary. Membership will cease one month after the delivery of that notice.
 - ii. Dies
 - iii. ceases to be eligible for membership due to a breach of these Rules or of any policy or rule made by the Board of Directors
 - iv. ceases to meet the member obligations set out in Rule 7.2 or, in the opinion of the Board, behaves in a manner detrimental to FVLSAC, its members and its clients
 - v. behaves in a way that is in conflict with the goals and objectives of the organisation or brings the organisation into disrepute;
 - vi. is criminally prosecuted
 - vii. is an organisational member and goes into liquidation or bankruptcy
- (c) When the Corporation decides to terminate a member's membership under Rule 6.7(b) the Board of Directors must provide that member with:
 - i. a written Notice of the proposed termination
 - ii. full details of the grounds upon which the termination of membership is being proposed
 - iii. 10 business days to present a written objection to the Board stating reasons why the termination should not occur

- (d) If a member does not object to a proposed termination of membership as per Rule 6.7 (c) (iii), the Board of Directors will terminate the membership
- (e) If the Member does object as per Rule 6.7 (c) (iii) the membership must be terminated by the Corporation by resolution at a general meeting
- (f) When a membership is terminated, the Board of Directors must provide the terminated member a copy of the resolution which terminates the membership within 10 business days of the resolution being made

7. MEMBER ENTITLEMENTS AND RESPONSIBILITIES

7.1 Member Entitlements

Members of the Corporation are entitled to:

- (a) not to be terminated as a member unless the Corporation has complied with Rule 6.7
- (b) attend and speak at general meetings
- (c) be elected as a Director of the Corporation
- (d) move and second motions and vote at any general meeting and in the elections for membership of the Board of Directors
- (e) nominate a person to stand for election to the Board of Directors
- (f) inspect the records of the Corporation, including records of Office Bearers, but excluding confidential staff and client records
- (g) have access to the Members Register
- (h) request a copy of Corporation publications be distributed by any appropriate means

7.2 Members Responsibilities

Members of the Corporation are obliged to:

- (a) familiarise themselves with the Rule Book and the Policies and any other rules made by the Board
- (b) comply with the Act and these Rules
- (c) support and promote FVLSAC's objectives as set out in these Rules and the Policies of FVLSAC
- (d) subject to their right of challenge at an Annual General Meeting or Special Meeting, to comply with all decisions of the Board and with any rules and/or policies it makes.
- (e) promptly advise the Secretary of any change in their address
- (f) if an organisational member to promptly advise the Secretary of any change in their representative
- (g) provide informed and considered input into determining FVLSAC's direction and decisions
- (h) treat other Members and Directors with courtesy and respect

8. DIRECTORS OF THE CORPORATION

8.1 Structure of the Board

- (a) The affairs of FVLSAC are vested in the Board of up to nine (9) persons, six (6) of which are to be elected at an Annual General Meeting, and which is hereafter called the 'Board of Directors'.
- (b) The affairs of FVLSAC will be managed exclusively by the Board of Directors consisting of:
 - i. subject to paragraphs (g) –(h) below, one (1) elected representative from each of the Local Government Areas (Port Augusta, Port Lincoln and Ceduna), all of whom must be Members of the Corporation;
 - ii. three (3) elected representatives from any part of FVLSAC region, all of whom must be Members of the Corporation
 - iii. up to three (3) appointed board appointed directors, who have experience in a least one of the following areas: accounting/finance, legal, governance, public relations, grant writing or fundraising, management in the not-for-profit sector or media
- (c) Once elected the Board will appoint a Chairperson and a Vice Chairperson from the elected members and will co-opt the Board Appointed Directors in accordance with clause 8.4.
- (d) Board Appointed Directors will have full voting rights at Board meetings & General meetings of the Corporation.

- (e) If a Director of the Board becomes an employee of FVLSAC, they will resign from the Board of Directors.
- (f) The Chief Executive Officer of FVLSAC acts as the Secretary to the Board of Directors and the Public Officer of the Corporation and does not have voting rights.
- (g) If at an AGM, no nominations are received from representative(s) of one or more of the Local Government Areas, then a Member from any area may stand for, and be elected to, that position
- (h) If a casual vacancy occurs of one or more of the Port Augusta, Port Lincoln and Ceduna Director positions, the Board of Directors will endeavour to fill that vacancy with a representative from the relevant community, but if no suitable person can be found within eight (8) weeks, then a suitable person from outside the community, if they are a Member, should be appointed to fill the vacancy until the next Annual General Meeting.

8.2 Remuneration

- (a) The Directors of the Board will not receive monetary remunerations for their services
- (b) The Corporation may pay a Director travel and other expenses that he or she incurs:
 - i. Attending meetings of the Board of Directors
 - ii. Attending any General Meeting of the Corporation
 - iii. In connection with the Corporation's business

8.3 Nominations and Election of the Board of Directors

- (a) Any individual, who is a member of the Corporation may nominate or be nominated by someone else for a position on the Board of Directors
- (b) All nominations will be made utilising the Board of Directors Nomination Form as detailed in Schedule 2 of these Rules and lodged with the Secretary by the close of business no later than seven (7) days prior to the Annual General Meeting.
- (c) Any nominee, duly elected to the Board of Directors, takes office at the close of the Annual General Meeting
- (d) If vacancies remain on the Board of Directors after the declaration under sub rule 8.3(c), additional nominations of the Board members may be accepted from the floor of the Annual General Meeting:
 - i. If such nominations from the floor are accepted by the respective nominees and do not exceed the number of vacancies, the Chairperson must declare those persons to be duly elected as members of the Board
 - ii. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections by poll, for those positions must be conducted
- (e) If vacancies still remain on the Board of Directors, the Board may appoint a member to fill that vacancy at the first meeting of the Board of Directors, as per Rule 12.2
- (f) Past/previous employees of FVLSAC are ineligible to be appointed to the Board of Directors for a period of 2 years following the separation of employment with FVLSAC

8.4 Appointment of Board Appointed Directors

- (a) The Board of Directors, once established in accordance with Rules 8.1(b) (i) & 8.1 (c), will have the discretion to appoint up to three (3) Board Appointed Directors.
- (b) When appointing Board Appointed Directors the Board will consider:
 - i. The objectives of the Corporation;
 - ii. Any skill gaps in the elected representatives from each Local Government Area;
 - iii. The particular expertise required to further the objectives of the Corporation;
 - iv. The particular expertise required to enhance the governance structure of the Corporation;
- (c) An individual will be eligible to be appointed as a Board Appointed Director if:
 - i. They are at least eighteen (18) years of age;
 - ii. Their respective field of expertise is directly related to the objectives of the Corporation or the area of corporate governance;
 - iii. They possess expert and specialised knowledge and/or professional qualifications in their respective field;
 - iv. They are considered by the elected Board to have cultural sensitivity and the desire to work with and for the Aboriginal/Torres Strait Islander community;
- (d) An individual need not be:
 - i. An Aboriginal and/or Torres Strait Islander person;
 - ii. A member of the Corporation;to be eligible for appointment as a Board Appointed Director.
- (e) Subject to Rule 8.4(a) a Board Appointed Director will be appointed for a two (2) year term;
- (f) An individual must declare their consent to being appointed as a Board Appointed Director of the Corporation by completing and signing the “Board of Directors Consent to Act as Board Appointed Director” Form as detailed in Schedule 4 of these Rules; and returning it to the Secretary;
- (g) A Board Appointed Director whose term of office expires is eligible for re- appointment to the Board provided that she or he has not been absent from 50% or more of the total number of meetings held since their appointment.
- (h) Past/previous employees of FVLSAC are ineligible to be appointed to the Board of Directors for a period of 2 years following the separation of employment with FVLSAC

8.5 Term of Office & Rotation of Elected Directors

- (a) Subject to Rule 8.5(c) a Director will be elected for a maximum two (2) year term, with a rotational system implemented so that the appointment of half of the Directors expires each year
- (b) A Director whose term of office expires is eligible for re-election to the Board provided that she or he has not be absent from 50% or more of the total number of meetings held since their appointment.
- (c) If the term of office of all Directors of the Corporation expire so that there are no Directors at a particular time, the terms of office of the outgoing Directors will be extended until the next Annual General Meeting

8.6 Responsibilities & Powers of the Board of Directors

- A. The Board of Directors will ensure that:
 - (a) All governance, financial, industrial and other appropriate laws, regulations and standards are adhered to;
 - (b) An appropriate person is employed as the FVLSAC Chief Executive Officer
 - (c) Appropriate strategic plans are developed and implemented; and
 - (d) Appropriate operating policies and procedures are developed and implemented
- B. The Board of Directors will do all things necessary to manage the operations of FVLSAC and to further FVLSAC's objectives in accordance with the Rule Book and the Strategic Plan, and in particular:
 - (a) Ensure that all FVLSAC's obligations under law are met;
 - (b) Employ such staff as are necessary to assist the Board of Directors to carry out its responsibilities;
 - (c) Acquire, hold, deal with and dispose of any real personal property;
 - (d) Open and operate bank accounts
 - (e) Ensure that sufficient bank signatories are authorised to make payments from the FVLSAC bank account(s). Daily operating accounts may include staff and Directors as signatories
 - (f) Ensure that only authorised Directors are able to make payments from the FVLSAC's cash management accounts
 - (g) Appoint agents to transact any business of the Corporation on its behalf;
 - (h) Enter into any other contract it considers necessary or desirable;
 - (i) Take any other action to further the objectives of the Corporation consistent with the general provisions of these Rules
 - (j) Delegate any of its powers as it sees fit

- C. Once elected, the Board of Directors must, as soon as practicable, select from itself the office bearers for the forthcoming year.
- D. The Board of Directors may collectively exercise all or any of the powers of FVLSAC and may, from time to time, delegate the exercise of all or any of such powers to all or any of the office bearers and may, from time to time, revoke, modify the right of any office bearer to exercise any power.
- E. If a vacancy remains on the Board of Directors after the application of Rule 8.3 or when a casual vacancy within the meaning of Rule 12.1 occurs in the membership of the Board
 - (a) the Board of Directors may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will
 - i. hold office until the election referred to in Rule 8.3; and
 - ii. be eligible for election to membership of the Board of Directors, at the next following annual general meeting

The exercise by the Board of Directors, or any delegate, of any power of the Corporation is subject to disallowance, or modification, by resolution of any general meeting of the members of the Corporation

8.7 Duties of office bearers

In addition to the responsibilities outlined in Rule 8.6 as members of the Board of Directors, Office bearers have the following responsibilities:

- A. Chairperson and Deputy Chairperson
 - 1. The Chairperson will preside at all general meetings and Board meetings and will conduct all meetings in a proper manner, but may delegate that function to the Deputy Chairperson.
 - 2. In the event of the absence from a general meeting or a Board meeting of
 - (a) the Chairperson, the Deputy Chairperson; or
 - (b) both the Chairperson and the Deputy Chairperson,
 a member elected by the other members present at the meeting will preside.

B. The Secretary

1. The Chief Executive Officer will also act as the Secretary, and not have any voting rights at Board meetings; or any general meetings of the Corporation
2. Subject to the direction and control of the Board of Directors, the Secretary will:
 - (a) co-ordinate the correspondence of the Corporation
 - (b) keep full and correct minutes of the proceedings of the Board of Directors and of the Corporation
 - (c) comply on behalf of the Corporation with
 - i. Division 180 of the Act with respect to the Register of Members of the Corporation, as referred to in Rule 6.5
 - ii. Division 72 of the Act by keeping and maintaining in an up- to-date condition the Rule Book of the Corporation and, upon the request of a member of the Corporation, must make available the Rule Book for the inspection of the member and the member may make a copy of or take an extract from the Rule Book, but will not have the right to remove the Rule Book for that purpose;
 - iii. Division 322-5 of the Act by maintaining a record of
 - a. the names and postal addresses of the persons who hold the offices of the Corporation provided for by these rules, including all offices held by the persons who constitute the Board of Directors and persons who are authorised to use the common seal of the Corporation under Rule 15
 - b. the names and postal addresses of any persons who are appointed to act as trustees on behalf of the Corporation; and
 - iv. the Secretary must, upon the request of a member of the Corporation, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Corporation, including those referred to in Rule 9.1(f), and that they are kept and maintained in accordance with the legal obligations of FVLSAC; and
 - (e) Perform such other duties as are imposed by these rules on the Secretary.

C. The Public Officer

The Chief Executive Officer will also act as the Public Officer, and not have any voting rights at Board meetings; or any general meetings of the Corporation.

Subject to the direction and control of the Board of Directors the Public Officer will:

- (a) Be the person with whom the Registrar corresponds
- (b) Be the person on who documents are served;
- (c) Have the power to sign documents on behalf of the Corporation; and
- (d) Perform such other duties as are imposed by these rules on the Public Officer.

9. FINANCIAL OPERATIONS OF THE CORPORATION

9.1 Financial Duties of the Board of Directors

All members of the Board of Directors undertake the duties of the Corporations financial operations, and these duties are to:

- (a) Be responsible for ensuring processes are in place for the receipt of all moneys paid to or received by the Corporation and for the issue of receipts for those monies in the name of the Corporation;
- (b) Ensure payment of all moneys referred to in sub-rule (a) into such account or accounts of the Corporation as the Board of Directors may from time to time direct;
- (c) Ensure that payments from the funds of the Corporation are made with the authority of the Board of Directors and in so doing ensure that all cheques are signed by any two signatories as authorised by the Board of Directors;
- (d) Comply on behalf of the Corporation with Division 322-10 of the Act with respect to the accounting records of the Corporation by
 - i. keeping such accounting records as a correct record that explain the financial transactions and financial position of the Corporation;
 - ii. keeping all accounting records in such manner as will enable true and fair accounts of the Corporation to be prepared from time to time
 - iii. keeping all accounting records in such manner as will enable true and fair accounts of the Corporation to be conveniently and properly audited; and
 - iv. submitting to members at each annual general meeting of the Corporation accounts of the Corporation showing the financial position of the Corporation at the end of the immediately preceding financial year.
- (e) Ensure a report, balance sheet or financial statement is submitted to the Board of Directors at each meeting
- (f) Unless the members resolve otherwise at a general meeting, ensure safe custody of all securities, books and documents of a financial nature and

accounting records of the Corporation, including those referred to in clauses (d) and (e) are kept at the FVLSAC central office.

9.1 Income

The income of FVLSAC, however derived, will be applied solely for the promotion of the objectives of the Corporation and none will be distributed among any of the members.

9.2 Payments

In relation to FVLASC's general funds:

- (a) an annual budget will be prepared and authorised by the Board of Directors. This budget will be used to monitor payments
- (b) any payment proposed to be made out of the general funds up to the amount of \$10 000 must be approved by the Chief Executive Officer, and
- (c) any payment proposed to be made out of the general funds of an amount exceeding \$10 000 must be approved by the Board of Directors
- (d) In relation to FVLSAC's general funds accounts, all cheques will be signed by any two of the signatories authorised to do so by the Board of Directors

9.3 Audited Accounts

At the end of each financial year, the Board of Directors will cause the accounts of FVLSAC for that period, to be audited by an auditor compliant with the CATSI ACT & Regulations, who will be appointed by resolution of the members at an Annual General Meeting, and who will not be a member of the Board of Directors.

10. MEETINGS OF THE BOARD OF DIRECTORS

10.1 Quorum

The quorum necessary for each meeting will be at least $\frac{1}{2} + 1$ of the members of the Board of Directors.

10.2 Frequency of meetings

From time to time, the Board of Directors will set their own standing orders regarding participation arrangements and meeting intervals; with the Board meeting on no less than five (5) occasions per year.

10.3 Convening & giving notice of meetings

- (a) The Secretary will be the convener of all regular meetings of the Board of Directors, and will give adequate prior notice of each meeting to each member of the Board.
- (b) A meeting of the Board of Directors may also be convened by a Director, giving adequate prior notice to the Secretary and each member of the Board
- (c) Notice of meetings may be given verbally or in writing, to the last known contact provided by each Director.

10.4 Chairing meetings

All meetings of the Board of Directors will be chaired by:

- (a) The Chairperson or Vice –Chairperson
- (b) Where neither the Chairperson nor Vice-Chairperson is present at a meeting of the Board of Directors, the Directors present will appoint one of the Directors to act as Chairperson at that meeting.

10.5 Declaration of pecuniary interests

A Director having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in contemplation of, the Board of Directors, must:

- (a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board of Directors; and
- (b) Not take part in any deliberations or decision of the Board of Directors with respect to that contract

10.6 Records of declarations of pecuniary interests

- (a) The Secretary must cause every disclosure made under Rule 10.5 (a) by a Director to be recorded in the minutes of the meeting of the Board at which it is made.
- (b) The Secretary must record any instance in which a Director behaves discourteously, disrespectfully or in an abusive or threatening manner towards any other Director, member or employee of the FVLSAC (including the CEO) – if the conduct occurs during a meeting, then in the minutes of that meeting, if the conduct occurs outside of a meeting, then on the agenda and in the minutes of the next meeting of Directors after the conduct occurs. The Chairperson (or the Deputy Chairperson if the perpetrator is the Chairperson) must refer any Director who engages in disrespectful conduct on a second or subsequent occasion during their term to (in the Chair or Deputy’s discretion) either mediation in accordance with rule 17(d) or to a General Meeting to consider the Director’s removal in accordance with rule 11.2(b).

10.7 Voting Procedures at Board Meetings

At all meetings of the Board of Directors:

- (a) Each Director, including Board Appointed Directors, the Chairperson or his or her deputy, is entitled to one vote on each proposed resolution or decision with the Chief Executive Officer attending to perform secretarial duties without voting rights;
- (b) A simple majority of votes is sufficient to pass a proposed resolution
- (c) Where the Board of Directors is evenly divided on any proposed resolution or decision, the proposal is lost. The Chairperson or his or her deputy is entitled to
 - i. a casting vote additional to one conferred on him or her by Rule 10.7(a)

10.8 Leave of Absence

- (a) A Director who fails to attend four three (3) consecutive Board meetings without leave of absence from the Board of Directors may have his or her position declared vacant at the subsequent by operation of rule 11.2(a) at the relevant (third missed) meeting of the Board, which then may co-opt another person to fill the vacancy until the next Annual General Meeting.
- (b) Non-attendance by a Director for three or more consecutive meetings cannot be approved by the Board. A leave of absence may be granted for one, or at most two, consecutive meetings if in the opinion of the members of the Board of Directors the Director concerned has demonstrated a compelling reason for her or his absence, and having regard to the expectation that Directors will exercise their right to appoint an alternate director in accordance with rule 10.9.
- (c) For the avoidance of doubt a Director is not absent if she or he participates in a meeting by telephone or video conference, nor if she or he appoints an alternate director in accordance with rule 10.9 and that person attends in their place.

10.9 Delegations to CEO and Board Responsibilities

- (a) The day-to-day management of the Corporation is delegated to, and the responsibility of, the CEO. Her or his responsibilities include:
- i. Approving the purchase of goods and services up to the value specified in rule 9.3;
 - ii. The hiring of employees (other than in the positions of CEO or principal solicitor) including setting and reviewing salaries within the budget set by the Board of Directors without any Director participating in the recruitment/review process (including interviews);
 - iii. The termination of employment of employees (other than the CEO and principal solicitor);
 - iv. The management (including allocation of work, office or other work location, approval of leave) and discipline of all employees except her/himself;
 - v. The advertising and promotion of services offered by the Corporation, including the maintenance of websites, social media, newsletters and other communications with clients, media and the general public;
 - vi. The content, timing and location of educational programs delivered by the Corporation;
 - vii. Determining whether to apply for grants and other funding, and making such applications save where the entity offering funding requires the Board to pass a resolution and/or the signature of a Director;
 - viii. Obtaining legal or accounting advice on behalf of the Corporation provided the cost is under the limit referred to in rule 9.3.
- (b) The CEO need not seek approval from the Board of Directors in relation to any of the matters listed in rule 10.9(a).
- (c) Where the CEO requires and seeks approval from the Board to take any action in relation to the affairs of the Corporation, but neither approval nor disapproval is communicated to her/him within eight (8) weeks of the request, the CEO may proceed to take the action if in her/his opinion to do so is in the best interests of the Corporation, provided that any associated expenditure does not exceed the amount specified in rule 9.3.

- (d) The Board has responsibility for overall management of the Corporation which includes:
- i. Hiring of the CEO and, in consultation with the CEO, the principal solicitor;
 - ii. Termination of the CEO's employment and in consultation with the CEO, the termination of the principal solicitor's employment;
 - iii. Approving expenditure where the cost to the Corporation exceeds the sum specified in rule 9.3;
 - iv. Setting the budget each financial year and monitoring the financial performance of the Corporation;
 - v. Causing financial reports to be prepared and audited each financial year;
 - vi. Setting and reviewing a strategic plan for the Corporation;
 - vii. Leasing premises;
 - viii. Fundraising;
 - ix. Maintaining appropriate insurance;
 - x. Occupational Health Safety and Welfare;
 - xi. Compliance with taxation laws;
 - xii. Overseeing the acquittal of grants and government funding;
 - xiii. Compliance with the Act.

11. RESIGNATION FROM MEMBERSHIP OF THE BOARD OF DIRECTORS & REMOVAL OF DIRECTORS

11.1 Resignation from the Board

Any member of the Board of Directors may, upon giving notice of the fact to the Chairperson or the Secretary, resign from membership of the Board.

11.2 Removal of a Director from the Board

- (a) A Director will be automatically removed from office if they fail to attend three (3) consecutive meetings of the Board
- (b) The Corporation may by resolution in a General Meeting, remove a Director from office
- (c) If a Director fails to attend two consecutive meetings, the Secretary will remind her/him in writing of the effect of Rule 11.2(a) and of their responsibility to attend.
- (d) Prior to a Director being removed from the Board as per sub-rule 11.2(b):
 - i. A notice of intention to move a resolution to remove a Director must be given to the Corporation at least twenty-one (21) days before the General Meeting is to be held
 - ii. The Corporation must give the Director concerned a copy of the notice within seven (7) days of it being received
 - iii. The Director concerned is entitled to object to the notice:
 - A. Via a written statement provided for circulation to all Members
 - B. By attending at the General Meeting and speaking against the motion (iv).
 - iv. The Corporation is to circulate the written statement provided as per sub-rule 11.2 (f) (iii)(a) to Members by:
 - A. forwarding a copy to all members along with the Notice of General Meeting, if time allows
 - B. If sub-rule 11.2(f)(iii)(a) cannot be complied with due to time constraints, the written statement is to be distributed to all members present at the General Meeting and read out at the meeting, prior to a resolution being passed.

12. CASUAL VACANCIES ON THE BOARD OF DIRECTORS

12.1 When a casual vacancy occurs

A casual vacancy occurs in the office of a Director of the Board and that office becomes vacant if the Board member

- (a) dies
- (b) resigns by notice in writing to the Chairperson or, if the Director is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health
- (e) is absent from four (4) consecutive Board meetings without being granted leave of absence by the Board
- (f) ceases to be a member of the Corporation; or
- (g) is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a Director on the Board

12.2 Replacements fulfilling casual vacancies on the Board

In appointing a replacement of any member of the Board of Directors during their term on the Board or as required by Rule 12.1, the Board of Directors will select a replacement, having regard to the principle that the Board of Directors should, at all times, be as broadly representative as possible of the communities in which FVLSAC operates.

13. GENERAL MEETINGS

13.1 Annual General Meetings

- A. The Annual General Meeting [AGM] of the Corporation will normally be held in November each year, at such time and place as the Board of Directors determines
- B. The Corporation may apply to the Registrar to extend the period within which the AGM is held, provided the application is made no later than the last day of November of a particular year
- C. If a request filed with the Registrar as per sub-rule 13.1B is granted, the Corporation must hold its AGM within the extended period specified by the Registrar
- D. The Secretary must give all members not less than 21 days' notice of the AGM and that notice must specify-
 - a) When and where the AGM is to be held
 - b) The particulars and order in which business is to be transacted, as follows-
 - i. First, the consideration of the accounts and reports of the Board;
 - ii. Second, the election of members of the Board to replace outgoing Directors
 - iii. Third, any other business requiring consideration by the Corporation at the AGM
- E. The agenda for the AGM will be restricted to:
 - a) Attendances & receipt of apologies
 - b) Acceptance of the Minutes of the previous AGM
 - c) Presentation and receipt of the Annual Report
 - d) Presentation and receipt of the Audited Financial Statements for the previous financial year
 - e) Appointment of the Auditor
 - f) Election of the Board of Directors for the ensuing year
 - g) Any items of special business for which 21 days' notice has been received
- F. AGMs will be in all other respects conducted in the same manner as ordinary General Meetings as set out in Rule 13.4

13.2 Special General Meetings

- a) The Board of Directors may call a Special General Meeting when any question of importance arises.
- b) The Board of Directors will hold a Special General Meeting when more than half the number of members of the Corporation, have delivered a request to that effect signed by them to the Secretary. The members making such a request must state in that request the purpose for which the special general meeting concerned is required and sign that request
- c) Subject to sub-rule 13.2(b), the Secretary must give all members not less than 21 days' notice of a special general meeting and that notice must specify:
 - i. When and where the general meeting concerned is to be held; and
 - ii. Particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted
- d) A special resolution may be moved either at a special general meeting or at an annual general meeting; however, the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 13.2(c), the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

13.3 Notice of General Meetings

- a) The Secretary will cause at least twenty-one (21) days clear notice in writing of any General Meeting, to be given to each member of the Corporation.
- b) Such notice will contain the following information:
 - i. The time and date
 - ii. The venue
 - iii. The nature of the business to be transacted
- c) Notice is duly given if sent by prepaid post addressed, or delivered in person to each member, at his or her last known address as shown in the Register of Members

13.4 Quorum, Voting & Proceedings at General Meetings

- a) No business can be transacted at a general meeting, unless at least five (5) members of the Corporation or their proxies/representative(s) are present
- b) If within one hour of the time specified for the holding of a general meeting in a notice given under Rule 13.3
 - i. as a result of a request or notice referred to in Rule 13.2(a) or as a result of action taken under Rule 13.2(b) a quorum is not present the general meeting will stand adjourned to the same time on the same day in the following week and to the same venue, unless otherwise specified by the Directors
 - ii. if within one hour of the time appointed by Rule 13.4(b)(i) for the resumption of an adjourned general meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that general meeting as if a quorum were present.
- c) There must not be transacted at an adjourned meeting any business other than the business left unfinished or on the agenda at the time when the general meeting was adjourned
- d) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 13.3 of the adjourned general meeting as if that general meeting were a fresh general meeting
- e) Each member, including the Chairperson, is entitled to one vote on each proposal, resolution or decision.
- f) Except in the case of a constitutional amendment:
 - i. a simple majority of votes, by a show of hands, is sufficient to enact, or give effect to, a proposed resolution or decision
 - ii. before a vote is taken on a proposed resolution or decision, the chairperson or his or her deputy, must inform the meeting whether any proxy votes have been received and how these are to be cast
- g) Where the general meeting is evenly divided on any proposed resolution or decision, the chairperson or his or her deputy, who will chair such a meeting, is entitled to a casting vote additional to the one conferred on him or her by Rule 13.4 (e)

- h) Before a vote is taken on any proposed resolution or decision; or immediately following a vote on any proposed resolution or decision, a poll may be demanded:
 - i. By at least five members entitled to vote on the resolution
 - ii. Members with at least 5% of the votes that may be cast on the resolution or decision
 - iii. The chairperson
- i) If a Poll is demanded as per Rule 13.4 (h) it must be:
 - i. Undertaken immediately in regards to the election of the Chair-person of the Board, or an adjournment of the general meeting
 - ii. Undertaken in the manner the chairperson directs, in regards to all other matters

14. ALTERATIONS TO THE RULE BOOK

- a) The Corporation may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Division 69 of the Act, which is as follows
 - i. Subject to Division 69-5 (1)(a) of the Act, the Corporation may alter its rules by special resolution but not otherwise;
 - ii. Within twenty-eight (28) days of the passing of a special resolution altering its rules, or such further times as the Registrar may in a particular case allow (on written application by the Corporation), the Corporation must lodge with the Registrar notice of the special resolution setting out particulars of the alteration(s) together with a certificate given by at least two (2) Directors of the Board, certifying that the resolution was duly passed as a special resolution and that the rules of the Corporation as so amended/altere conform to the requirements of the Act;
 - iii. An alteration to the rules of the Corporation does not take effect until Rule 14(a)(ii) is complied with;
 - iv. An alteration to the rules of the Corporation having effect to change the name of the Corporation does not take effect until Rule 14(a)(i) to 14(a)(iii) are complied with and the approval of the Registrar is given to the change of name;
 - v. An alteration of the rules of the Corporation having effect to alter the objects or purposes of the Corporation does not take effect until sub-rules 14(a)(i) to 14(a)(iii) are complied with and the approval of the Registrar is given to in the alteration to the objects or purposes

- b) These rules bind every member and the Corporation to the same extent as if every member and the Corporation had signed and sealed these rules and agreed to be bound by all their provisions.

15. COMMON SEAL OF THE CORPORATION

- a) There will be a Common Seal legibly engraved with the name of the Corporation
- b) The Common Seal will not be used except pursuant to, and in accordance with, the resolution of the Board of Directors and in the presence of any two (2) members of the Board, both of whom will subscribe their name as witnesses. The use of the Common Seal will be recorded in the minutes of the Board of Directors meeting
- c) The Common Seal will be kept securely in the FVLSAC central office in the custody of the Secretary or of such other person as the Board from time to time decides.

16. ACCESS TO COPY OF THE RULE BOOK

- a) A copy of the FVLSAC Rule Book and of any amendments thereto, will be available at each FVLSAC office at all times.
- b) The Secretary will, without charge, supply a copy of the FVLSAC Rule Book, to any member of the Corporation who requests it.

17. DISPUTE RESOLUTION PROCESS

- a) The grievance procedure set out in this rule applies only to disputes under these rules between
 - i. A member and another member; or
 - ii. A member and a Director; or
 - iii. A member and the Corporation; or
 - iv. The Directors of the Corporation
- b) If a dispute arises the parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within ten (10) business days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute as per Rule 17(b), or if one of the parties fails to comply with Rule 17(b), then the parties must within ten (10) working days, hold a meeting in the presence of a mediator.
- d) The mediator must
 - i. Be a person chosen by agreement between the parties;
 - ii. In the absence of agreement between the parties, be a person chosen by the Board of Directors
 - iii. Not be a party to the dispute in any way
 - iv. Not determine the dispute

- v. Ensure that the mediation process is confidential and without prejudice;
 - vi. Give the parties to the mediation process every opportunity to be heard; and
 - vii. Allow due consideration by all parties of any written statement submitted by any party.
- e) If a dispute is not resolved as per rule 17(c) any of the parties to the dispute may, within a further ten (10) business days, lodge a written Dispute Notice, with the Board, outlining in detail the issues in dispute.
 - f) Should a Dispute Notice be received by the Board, the Board will, within twenty (20) business days of receiving the notice, do all things necessary to assist the parties to resolve the dispute.
 - g) If a dispute cannot be resolved by the Board as per Rule 17(f), within twenty (20) business days of receiving a Dispute Notice, the Board must call a general meeting of the Corporation, to be held within three (3) months and put the dispute to the members to resolve.
 - h) If a dispute relates to any issue arising out of the meaning of any provision of the Act or the Corporation's Rule Book, the Directors or any of the parties to the dispute may seek an opinion and/or guidance from the Registrar in relation to the correct interpretation of the relevant provisions of the Act or the Rule Book.
 - i) Should the opinion of the Registrar be sought as per Rule 17(h), the opinion given will not be binding on any party to the dispute, nor will it determine the dispute in any way.

18. DISSOLUTION OF THE CORPORATION & WINDING UP

- a) The members of the Corporation may at a special general meeting, duly convened for that purpose, resolve to dissolve the Corporation.
- b) A resolution to dissolve the Corporation must be passed by at least seventy five percent (75%) of the votes held by the members present at the special general meeting and subsequently confirmed by a similar majority at a second meeting held no less than fifteen (15) business days nor more concluded five (5) business days after the first meeting
- c) If a resolution as per Rule 18(b) shall be duly passed and confirmed, the members present at the second meeting shall appoint two (2) or more persons to be trustees for the purposes of winding up the business of the Corporation.
- d) Following the passing of a resolution as per Rule 18(b) the Corporation shall be deemed to exist only for the purposes of winding up the business of FVLSAC, and distributing the assets therein after provided.
- e) If upon winding up of the Corporation there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid or distributed among its members or former members.
- f) Upon winding up, any surplus property must be given or transferred to another organisation incorporated under the Act which has similar objectives and which business is not carried out for the purposes of profit or gain to its individual

members, and which organisation shall be determined by resolution of the members

Schedule 1

Application for Membership Form



Family Violence Legal Service
Aboriginal Corporation (SA)

APPLICATION FOR MEMBERSHIP OF FVLSAC

Please note the Application Form must be completed and signed by the Applicant and returned to Family Violence Legal Service Aboriginal Corporation (SA), 26 Jervois Street, Port Augusta, SA 5700

Name of individual or Organisation: _____

If an Organisation, name of delegate: _____

Contact Address: _____

Contact Phone: _____

Other Phone: _____

Fax: _____

Email: _____

DECLARATION

I declare that I am eligible for membership and that:

- I am 18 years of age or over, and
- I am an Aboriginal &/or Torres Strait Islander person, and
- I am a resident of South Australia within the geographical areas of operation of FVLSAC.
- I have read and do support the objectives of Family Violence Legal Service Aboriginal Corporation as contained in the FVLSAC Rule Book, and
- I agree to abide by the Rule Book of FVLSAC

Signed: _____ Date: _____

Office use only:

Date received: _____

Membership confirmed by the Board on: _____

Membership denied due to: _____

Signature of Chairperson/Board Member: _____

Entered on Register of Members on: _____

Letter confirming of membership sent on: _____

Schedule 2

Board of Directors Nomination Form



Family Violence Legal Service
Aboriginal Corporation (SA)

FVLSAC BOARD OF DIRECTORS NOMINATION FORM

Please note the Nomination Form must be signed by the Nominee as well as the Proposer and Seconder.
This Nomination Form is to be completed and returned to Family Violence Legal Service Aboriginal Corporation (SA), 26 Jervois Street, Port Augusta, SA 5700 by _____ {DATE }

WE THE UNDERSIGNED HEREBY NOMINATE (Please use BLOCK letters):

(First or given name)

(Surname)

As a director of Family Violence Legal Service (FVLSAC) appointment at the Annual General Meeting to be held on _____ {INSERT DATE}

PROPOSING MEMBER

Name: _____

Signed: _____ Date: _____

SECONDING MEMBER

Name: _____

Signed: _____ Date: _____

NOMINATION ACCEPTANCE, CONSENT AND DISCLOSURE DETAILS

I, _____
(First or given name) _____
(Surname)

1. Accept the nomination as a Director of FVLSAC
2. Consent to be appointed as a Director of FVLSAC at the Annual General Meeting to be held on _____ {INSERT DATE HERE}
3. Am not subject to any formal insolvency administration proceedings,
4. Am not an undisclosed bankrupt
5. Have not been convicted of any offence referred to in the Corporations Act (2001) and/or Corporations(Aboriginal & Torres Strait Islander) Act 2006, which would preclude me from becoming a Director of FVLSAC
6. Am not precluded by any Court Order from becoming a Director of an incorporated body,
7. Will Advise the Board should there be any change in relation to the matters in clause 5 and/or 6 above

Signature of Nominee _____ Date _____ / /

Schedule 3
Appointment of Proxy Form



FVLSAC APPOINTMENT OF PROXY FORM

Please note the Proxy Form must be completed and returned to Family Violence Legal Service Aboriginal Corporation (SA), 26 Jervois Street, Port Augusta, SA 5700 by _____ {DATE }

Name or Organisation: _____

If an Organisation name of delegate: _____

Contact Address: _____

Being a member of the Family Violence Aboriginal Corporation, hereby appoint:

Name: _____

Contact Address: _____

As my proxy, to vote on my behalf at the **(please select by circling)** General Meeting/
Annual General Meeting of the Corporation to be held on _____ **(insert date)**
and at any adjournment of that meeting.

Optional - Manner in which Proxy is to vote

If you wish to provide particulars in regards to the way the proxy will vote on a particular resolution, please provide additional information in this section

Signed: _____

Date: _____

Schedule 4

Board of Directors – Consent to Act as a Board Appointed Director Form



FVLSAC BOARD OF DIRECTORS

Consent to act as a Board Appointed Director

Please note this form must be completed & signed by any person appointed as a Board Appointed Director of the Corporation and returned to Family Violence Legal Service Aboriginal Corporation (SA), 26 Jervois Street, Port Augusta, SA 5700.

I THE UNDERSIGNED (Please use BLOCK letters):

(First or given name)

(Surname)

- 1) Hereby accept my appointment as a Board Appointed Director of Family Violence Legal Service Aboriginal Corporation (SA) [FVLSAC] for the _____ **{INSERT YEAR: eg: 2013/14 }** year.
- 2) I have read and do support the objectives of Family Violence Legal Service Aboriginal Corporation (SA) as contained in the FVLSAC Rule Book;
- 3) I agree to abide by the Rule Book of FVLSAC;
- 4) I am not subject to any formal insolvency administration proceedings;
- 5) I am not an undisclosed bankrupt;
- 6) I have not been convicted of any offence referred to in the Corporations Act (2001) and/or Corporations(Aboriginal & Torres Strait Islander) Act 2006, which would preclude me from becoming a Professional Director of FVLSAC;
- 7) I am not precluded by any Court Order from becoming a Director of an incorporated body;
- 8) I will Advise the Board should there be any change in relation to the matters in clause (6) and/or (7) above

Signature of
Appointee

Date / /