



VICTIM  
SUPPORT  
SERVICE  
INCORPORATED

**VICTIM SUPPORT SERVICE INC.**  
**CONSTITUTION**

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VICTIM SUPPORT SERVICE INCORPORATED

CONSTITUTION

***NAME***

1. The name of the association shall be “Victim Support Service Incorporated” (referred to in this constitution as “VSS”).

***OBJECTIVES***

2. The objectives of VSS shall be:
  - (a) to identify and understand the needs of victims of crime;
  - (b) to represent the interests of victims of crime throughout South Australia;
  - (c) to ensure that victims of crime have access to specialised counselling and other specialised support;
  - (d) to ensure that information about victims’ rights and services is published throughout South Australia;
  - (e) to promote understanding of the impact of crime among the community, the government and other agencies which may interact with victims of crime;
  - (f) to advocate for reforms and services which will provide more safety, healing and justice for victims of crime;
  - (g) to do what is incidental to any of the above objectives.

***MEMBERSHIP***

- 3.1 Individuals or incorporated bodies subscribing to the objectives of VSS may apply to be members of VSS.
- 3.2 Applications for membership shall be in writing in the form prescribed by the Board of VSS from time to time. The Board has the right to refuse membership of any person or body without providing any reason.
- 3.3 The Board may determine various classes of membership, such as annual members, life members, and honorary life members. The Board may determine fees and the conditions of any such membership.
- 3.4 Membership shall expire through resignation in writing, death, non-payment of subscriptions, or expulsion at the discretion of the Board.
- 3.5 Any member in arrears for subscriptions of any kind for more than three (3) months from the due date shall be “un-financial” and the membership shall lapse.

***BOARD***

- 4.1 There shall be a Board consisting of up to nine (9) members of VSS. Subject to the authority of the members in General Meeting the Board shall be the governing body of VSS and shall formulate the policies of VSS in conformity

with the objectives set out in this Constitution. The Board shall have all powers, authorities and discretions necessary to further the objects of VSS between General Meetings.

- 4.2 Any individual who has been a member of VSS for at least one (1) month preceding the Annual General Meeting shall be eligible for election to the Board. Corporate members of VSS shall not be eligible to be elected as a member of the Board.
- 4.3 At the 2015 Annual General Meeting, three (3) members shall be elected to the Board for a three (3) year term, three (3) members shall be elected to the Board for a two (2) year term and three (3) members shall be elected for a one (1) year term. After expiry of the terms of Board members elected in 2015, the term of Board members shall expire at the Annual General Meeting held in the third year after their election, such that one third of the Board positions shall become vacant at each Annual General Meeting. Board members shall be eligible for re-election.
- 4.4 The Board should consist of members with experience, skills or expertise in: having been a victim of crime; accounting; the law; community services; rural areas; police; government processes and funding; cultural and linguistic diversity; Aboriginal culture; business; media; marketing; and fundraising. If a contested election is to take place at the Annual General Meeting, members shall be invited to consider these criteria. If an appointment is being made to fill a casual vacancy, the Board shall consider these criteria.
- 4.6 There shall be a Chairperson, Vice Chairperson and Treasurer, elected (by secret ballot) by the Board members present at the first meeting of the Board after the Annual General Meeting or as soon as possible thereafter.
- 4.7 A casual vacancy occurs in the Board if the Board member:
- (a) Dies;
  - (b) Resigns by notice in writing delivered to the Board;
  - (c) Is convicted of an offence punishable by imprisonment;
  - (d) Is permanently incapacitated by mental or physical ill health;
  - (e) Is absent for more than:
    - (i) three consecutive Board meetings without seeking leave of absence; or
    - (ii) three Board meetings in the same financial year of which he/she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
  - (f) Ceases to be a financial member of VSS.
- 4.8 The Board may appoint a member of VSS to fill a casual vacancy. A person appointed to fill a casual vacancy shall hold office until the expiry for the term for which the departing Board member was elected or appointed.
- 4.9 The Board shall meet at least 6 times per year.
- 4.10 The Board may request or permit any employee of VSS to attend and contribute to Board meetings.

## ***QUORUM***

- 5.1 A Quorum for Board Meetings shall be the nearest whole number above half of those eligible to attend and vote at such meetings.
- 5.2 A Quorum for General Meetings shall be twenty members present in person, or 20% of the membership, whichever is the lesser.

## ***GENERAL MEETINGS***

- 6.1 There shall be an Annual General Meeting of members held within four (4) months of the end of the financial year.
- 6.2 If twenty or more financial members of VSS request in writing a Special General Meeting, then the Chairperson shall call such Special General Meeting; but if it is not held within two months of the date of the request being delivered to the registered office of VSS, then the members themselves may call such a Special General Meeting by taking reasonable steps to publicise the Special General Meeting throughout South Australia; and the meeting shall be empowered to conduct any business not contrary to this Constitution.
- 6.3 Notice of an Annual General Meeting or a Special General Meeting shall be given to members not less than two weeks prior to the date fixed for the said meeting in a manner determined by Board.
- 6.4 The Annual General Meeting of members or any other General Meeting or Special General Meeting of members shall take decisions by simple majority on all matters other than changes to this Constitution and the dissolution of VSS.

## ***ELECTIONS AND VOTING***

- 7.1 Elections for the Board shall be conducted by secret ballot and determined by simple majority (“first past the post”) at the Annual General Meeting of VSS.
- 7.2 Any equality of voting shall be resolved in favour of the retiring candidate.
- 7.3 Nominations shall be called for at least one (1) month before the Annual General Meeting and shall close *fourteen* (14) days before that meeting.
- 7.4 The ballot paper shall show the candidate’s names by lot without any indication as to which are the retiring office bearers, if any.
- 7.5 If at any election there shall be less nominations than vacancies to be filled, additional nominations may be called for and accepted at the meeting at which the election is to take place.
- 7.6 Each member shall be entitled to one vote provided that they have been a financial member of VSS for not less than one (1) month preceding the Annual General Meeting at which they are voting. In the event of an equality of voting on any question it shall be resolved so as to preserve the status quo. The

person chairing the meeting shall vote only if he or she does so before the result is known.

- 7.7 A member unable to attend a meeting may lodge a postal vote (in writing sent electronically or otherwise), in elections and on all matters other than changes to this Constitution and the dissolution of VSS, sent to the returning officer or Chairperson at least three (3) working days before the date of the meeting.

### ***CHAIRPERSON AND DEPUTY CHAIRPERSON***

- 8.1 The Chairperson shall chair Board and General Meetings.
- 8.2 The person who chairs any meeting shall have a personal deliberative vote.
- 8.3 The person who chairs a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 8.4 The Chairperson shall authorise the agenda for Board and General Meetings after consulting the Chief Executive.
- 8.5 The Deputy Chairperson shall act in place of the Chairperson if the Chairperson is absent, or unable to act for any reason.

### ***TREASURER***

- 9.1 The Board shall determine membership of a Finance Committee which shall have regular oversight of the financial affairs of VSS. The Treasurer shall chair meetings of the Finance Committee.
- 9.2 The Treasurer shall ensure that all monies received are paid into an account authorised by the Board in the name of the Association.
- 9.3 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions.
- 9.4 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Board Meeting.
- 9.5 The Treasurer shall ensure that annual Financial Statements shall be prepared, and audited, as soon as practicable at the end of every financial year.
- 9.6 The Treasurer shall report to members at each Annual General Meeting. The report shall include a copy of the audited accounts of VSS. The report shall identify the auditor and whether the auditor has been changed.

### ***CHIEF EXECUTIVE***

- 10.1 The senior VSS employee (“Chief Executive”) from time to time shall be registered as the public officer of VSS and shall be responsible for the general oversight and administration of its programs and the day to day working of any voluntary or paid staff.

- 10.2 The Chief Executive shall arrange for one or more employees to provide adequate administrative support for the Board, which shall include taking and distribution of minutes, and the timely distribution of meeting notices and agendas.

### ***FINANCES AND POWERS OF THE ASSOCIATION***

- 11.1 The financial year of VSS shall end on the 30th of June each year.
- 11.2 The income of VSS shall only be used for the purposes of achieving the objectives of VSS as set out in this Constitution.
- 11.3 The income of VSS shall not be paid to any member of VSS unless such payment is:
- (a) reasonable remuneration of a member of the association for work done by the member for or on behalf of the association; or
  - (b) incidental to activities carried on by the association in accordance with its objectives.
- 11.4 The Board shall from time to time decide on levels of Delegated Authority for expenditure decisions to be made by the Board, the Chief Executive or any other employee. Payments shall be made strictly within the limits of Authority Delegated by resolution of the Board.
- 11.5 The Board shall appoint a suitably qualified auditor to audit the financial affairs of VSS.
- 11.6 The Association shall have all the powers conferred by Section 25 of the Associations Incorporation Act (SA).

### ***COMMON SEAL***

- 12.1 VSS shall have a Common Seal which shall remain in the custody of the Chief Executive.
- 12.2 The Common Seal of VSS shall only be affixed to any instrument by authority or resolution of the Board.
- 12.3 The Chairperson, Treasurer and Chief Executive from time to time shall be the sealholders. The Common Seal shall be affixed to an instrument by and in the presence of two of the three sealholders who shall each sign the instrument to attest the proper affixing of the Seal.

### ***THE CONSTITUTION - AMENDMENTS AND INTERPRETATION***

- 13.1 Changes to this Constitution shall only be made upon the decision of the members in General Meeting by not less than a two thirds majority of members present and voting. The details of the proposed changes to the Constitution and an explanation of their effect shall be available for scrutiny and perusal of members:
- (a) On the website of VSS; and

- (b) In written form at the registered office of VSS for two (2) calendar weeks prior to the date of the Meeting.

13.2 A decision of the Board interpreting this Constitution shall be conclusive and binding on all members unless and until it is overruled by the decision of an Annual General Meeting or a Special General Meeting called for that purpose.

***DISSOLUTION AND WINDING UP***

14.1 VSS may be dissolved by General Meeting of members by a special resolution. Special resolution means a resolution passed at a duly convened General Meeting provided:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- (b) it is passed at the General Meeting by a majority of not less than **three quarters** of such members of the association as, being entitled to do so, vote in person at that General Meeting.

14.2 Members shall not receive any share of the assets or income of VSS and upon dissolution and winding up all assets of VSS shall pass to organisations with objectives which are consistent with those of VSS and having equivalent taxation status to that of VSS.

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