

	AFTER THE VIOLENCE RECOVERY CENTRE	Date 01/07/2026
	CONSTITUTION	
	AFTER THE VIOLENCE RECOVERY CENTRE - MODEL	Approved By: HW
		1 of 5

CONSTITUTION OF AFTER THE VIOLENCE RECOVERY CENTRE LTD

Company Limited by Guarantee

1. PRELIMINARY

1.1 Name of the Company

The name of the Company is **After The Violence Recovery Centre Ltd** (the *Company*).

1.2 Legal Status

The Company is a public company limited by guarantee incorporated under the *Corporations Act 2001 (Cth)*.

1.3 Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the Company except where expressly stated in this Constitution.

1.4 Application of the Corporations Act

Except as permitted by law, the provisions of the Corporations Act apply to this Constitution as if they were expressly set out in it.

1.5 Definitions

In this Constitution:

- **ACNC** means the Australian Charities and Not-for-profits Commission.
- **Board** means the Board of Directors of the Company.
- **Chair** means the person appointed as Chair of the Board.
- **Company** means After The Violence Recovery Centre Ltd.
- **Corporations Act** means the *Corporations Act 2001 (Cth)*.
- **Director** means a person appointed to the Board.
- **Founder** means **Hallee Watts**, the sole initial Member of the Company.
- **Member** means a person admitted as a member of the Company.
- **Purpose** means the charitable purpose set out in clause 2.

1.6 Interpretation

In this Constitution:

- Words in the singular include the plural and vice versa.
- Headings are for convenience only and do not affect interpretation.
- A reference to legislation includes amendments, re-enactments, and replacements.

2. CHARITABLE PURPOSE

2.1 Statement of Purpose

The Company is established for the charitable purpose of advancing social and public welfare, including:

- providing trauma-informed recovery services for individuals affected by domestic and family violence;
- supporting stabilisation, safety, and long-term recovery;
- delivering programs, accommodation, and services that promote wellbeing, autonomy, and community connection;
- reducing the impact of violence on women, children, and families;
- undertaking advocacy, education, and community development activities aligned with the above purposes.

	AFTER THE VIOLENCE RECOVERY CENTRE	Date 01/07/2026
	CONSTITUTION	
	AFTER THE VIOLENCE RECOVERY CENTRE - MODEL	Approved By: HW
		2 of 5

2.2 Public Benefit

The Company must operate for the public benefit and not for the profit or gain of its Members.

3. NOT-FOR-PROFIT STATUS

3.1 Application of Income and Assets

The income and assets of the Company must be applied solely towards its Purpose. Any surplus generated must be reinvested into replication of the model in additional locations.

3.2 No Distribution to Members

No portion of the income or assets may be paid or transferred directly or indirectly to any Member, except for:

- reimbursement of reasonable expenses;
- payment for services rendered on arm's-length terms.

4. MEMBERSHIP

4.1 Initial Member

The Founder is the sole initial Member of the Company.

4.2 Admission of Additional Members

Additional Members may only be admitted with the written approval of the Founder.

4.3 Rights of Members

Members have the right to:

- receive notice of general meetings;
- attend and vote at general meetings;
- access Company documents as required by law.

4.4 Ceasing Membership

A Member ceases to be a Member if they:

- resign in writing;
- die;
- are removed by the Founder.

4.5 Liability of Members

Each Member undertakes to contribute \$10 to the assets of the Company if it is wound up.

5. FOUNDER PROVISIONS (ESTABLISHMENT CONTROL)

5.1 Founder Powers

For the establishment period, the Founder has exclusive power to:

- appoint Directors;
- remove Directors;
- appoint or remove Members;
- approve amendments to this Constitution;
- approve major strategic decisions including property acquisition, funding arrangements, and structural changes.

5.2 Duration of Founder Powers

The Founder provisions continue until the Founder provides written notice relinquishing these powers.

	AFTER THE VIOLENCE RECOVERY CENTRE	Date 01/07/2026
	CONSTITUTION	
	AFTER THE VIOLENCE RECOVERY CENTRE - MODEL	Approved By: HW
		3 of 5

5.3 Founder Vacancy

If the Founder dies or becomes permanently incapacitated, the Board may amend this Constitution to remove or modify the Founder provisions.

6. BOARD OF DIRECTORS

6.1 Composition

The Board must consist of:

- **at least three Directors**, and
- **at least seven total Board members**, including Directors.

6.2 Eligibility

A Director must:

- be at least 18 years old;
- meet ACNC Responsible Person criteria;
- hold a Director Identification Number.

6.3 Appointment of Directors

Directors are appointed by the Founder.

6.4 Removal of Directors

The Founder may remove a Director at any time by written notice.

6.5 Term of Office

Directors hold office until they resign, are removed, or become ineligible.

6.6 Casual Vacancies

The Founder may fill any vacancy on the Board.

7. POWERS AND DUTIES OF DIRECTORS

7.1 Powers of the Board

The Board is responsible for the governance, strategy, and oversight of the Company.

7.2 Duties of Directors

Directors must:

- act in good faith;
- act in the best interests of the Company;
- avoid conflicts of interest;
- act with care and diligence;
- comply with this Constitution and Company policies;
- maintain confidentiality.

8. BOARD MEETINGS

8.1 Frequency

The Board must meet at least **six times per year**.

8.2 Notice

At least **48 hours' notice** must be given unless all Directors agree otherwise.

	AFTER THE VIOLENCE RECOVERY CENTRE	Date 01/07/2026
	CONSTITUTION	
	AFTER THE VIOLENCE RECOVERY CENTRE - MODEL	Approved By: HW
		4 of 5

8.3 Quorum

A quorum is a **majority of Directors**.

8.4 Voting

Decisions are made by **majority vote**. The **Founder has a secondary (casting) vote** if votes are tied.

8.5 Circular Resolutions

The Board may pass resolutions without a meeting if **all Directors sign** the resolution.

8.6 Minutes

The Company must keep **minutes of all meetings and resolutions**, stored in accordance with legal and ACNC requirements.

9. COMMITTEES

The Board may establish committees, including but not limited to:

- **Finance and Audit Committee**
- **Risk and Compliance Committee**
- **Clinical Advisory Committee**

Committees must report to the Board. Delegation to a committee does not remove Board responsibility.

10. CEO / OPERATIONAL LEAD

10.1 Appointment

The Board may appoint a CEO or Operational Lead. The **Founder/Director will remain the Operational Lead** until they resign, are removed, or become ineligible.

10.2 Delegation

The Board may delegate day-to-day management to the CEO.

10.3 Accountability

The CEO is accountable to the Board.

11. FINANCIAL MANAGEMENT

11.1 Financial Records

The Company must keep financial records that:

- correctly record transactions;
- allow financial statements to be prepared.

11.2 Audit or Review

The Company must comply with **ACNC audit or review requirements**, based on its size classification.

11.3 Bank Accounts

The Board must approve authorised signatories for all Company bank accounts.

12. INDEMNITY AND INSURANCE

12.1 Indemnity

The Company may indemnify Directors and officers to the extent permitted by law.

	AFTER THE VIOLENCE RECOVERY CENTRE	Date 01/07/2026
	CONSTITUTION	
	AFTER THE VIOLENCE RECOVERY CENTRE - MODEL	Approved By: HW
		5 of 5

12.2 Insurance

The Company may purchase insurance for Directors and officers.

13. RECORDS AND REGISTERS

The Company must maintain:

- a **Register of Members**;
- a **Register of Directors**;
- **minutes** of meetings and resolutions;
- **financial records**;
- a **Conflict of Interest Register**.

14. NOT-FOR-PROFIT AND WINDING UP

The income and assets of the Company must be applied solely towards its Purpose.

No portion may be paid or transferred to any Member.

If the Company is wound up:

- any surplus assets must be transferred to another **registered charity with similar purposes**;
- the receiving charity must **not be carried on for the profit or gain of its members**;
- no assets may be distributed to Members.

15. AMENDMENT OF CONSTITUTION

This Constitution may only be amended by:

- the **Founder** (while Founder provisions apply); or
- a **special resolution of Members** (after Founder provisions cease).

16. DEFINITIONS AND INTERPRETATION

This section includes definitions and rules of interpretation consistent with:

- the **Corporations Act**;
- **ACNC legislation**;
- the Company's charitable Purpose.

END OF CONSTITUTION