



Flat Out Inc. Constitution

First constituted: October 7, 1988
Revised: December 13, 2005
Revised: December 9, 2008
Revised: November 11, 2011

Flat Out Inc.
CONSTITUTION

1. NAME

The name of the incorporated association is Flat Out Inc. (**Flat Out**).

2. STATEMENT OF PURPOSE

Flat Out is incorporated with the following objectives:

- (a) To pursue the following vision:
 - Women are not imprisoned*
 - Women's rights are understood and upheld*
 - There is a compassionate response to personal and social trauma*
- (b) To support women who are exiting prison or who are at risk of being imprisoned, by providing access and referrals to appropriate and affordable transitional, supported, private, public or community housing.
- (c) To provide and link women to appropriate support, education and information to re-establish them in the community post-release.
- (d) To work with women to prevent their re-incarceration.
- (e) To educate other service providers and general community about the needs of women who experience criminalisation and/or imprisonment.

3. DEFINITIONS

The following definitions apply in this document:

Act means the *Associations Incorporation Act 1981 (Vic)*.

Management Collective means the Committee of Management of Flat Out.

Member means an Individual, Organisation or Associate Member of Flat Out.

Membership means membership of Flat Out.

Regulations means the regulations under the Act.

Voting Member means an Individual Member or an Organisation Member.

4. MEMBERSHIP

4.1 Individual Members

Individual women are eligible to be Individual Members of Flat Out subject to the provisions of this constitution.

4.2 Organisation Members

Incorporated associations or organisations which are women's organisations, managed by and providing services to women consistent with the objectives of Flat Out are eligible to be Organisation Members of Flat Out, subject to the provisions of this constitution.

4.3 Associate Members

Flat Out employees, women and organisations not otherwise eligible to be Individual Members or Organisation Members are eligible to be Associate Members. Associate Members are entitled to attend and participate in meetings of Flat Out but, subject to applicable law, do not have a right to vote.

5. APPLYING FOR MEMBERSHIP

- (a) Every application to become a Member of Flat Out must be made in writing and in such a form as the Management Collective shall, from time to time, prescribe and be lodged with the Management Collective.
- (b) Applications for Organisation Membership must attach the organisation's rules and objectives and indicate the organisation's functions, which should be consistent with the objectives of Flat Out.
- (c) The Management Collective will consider whether to accept or reject an application for Membership at its next meeting. In considering whether to accept or reject an application for Membership, the Management Collective will consider, among other things, the applicant's support for Flat Out's statement of purpose set out in rule 2.
- (d) If the Management Collective approves the application, it must, as soon as practicable:
 - (i) notify the applicant in writing of the approval for Membership; and
 - (ii) request payment within 28 days after receipt of the notification of the Membership fee payable, if applicable.
- (e) The Management Collective must, within 28 days after receipt of the amounts referred to in rule 5(d)(ii), or if no amount is payable under that rule, within 28 days of notifying the applicant, enter the applicant's name in the register of Members.
- (f) If the Management Collective rejects an application, the Management Collective must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Management Collective is not required to provide any reasons for its decision.

6. MEMBERSHIP FEES

- (a) Each year, the Management Collective must determine the amount of the annual Membership fee (or any other applicable fees the Management Collective determines) for Individual Members, Organisation Members and Associate Members.
- (b) The Management Collective has the absolute discretion to waive the annual Membership fee (or any other applicable fees the Management Collective determines) in respect of a particular Member, having regard to the capacity of the Member or prospective Member to pay or other in kind contribution.

7. CESSATION OF MEMBERSHIP

7.1 Resignation

- (a) A Member may, at any time, by giving notice in writing to the Management Collective, resign as a Member of Flat Out.
- (b) On a Member providing notice under rule 7.1(a):
 - (i) the Member ceases to be a Member; and
 - (ii) the Management Collective must record in the register of Members, the date on which the Member ceased to be a Member.

7.2 Discipline, suspension and expulsion of Members

- (a) If the Management Collective is of the opinion that a Member has wilfully refused or neglected to comply with this constitution or has been guilty of any conduct which, in the opinion of the Management Collective, is unbecoming of a Member or is prejudicial to the interests of Flat Out, the Management Collective or Flat Out in general meeting may by resolution censure, suspend or expel the Member from Flat Out.
- (b) A meeting of the Management Collective to consider a resolution to censure, suspend or expel a Member under rule 7.2(a) must be held not earlier than 7 days, and not later than 14 days, after notice has been given to the Member in accordance with rule 7.2(c).
- (c) For the purposes of giving notice in accordance with rule 7.2(b), the Management Collective must, as soon as practicable, cause to be given to the Member a written notice:
 - (i) setting out the opinion of the Management Collective and the grounds on which it is based;
 - (ii) stating that the Member, or her representative, may address the Management Collective at a meeting to be held not earlier than 7 days and not later than 14 days after the notice has been given to that member;
 - (iii) stating the date, place and time of that meeting;
 - (iv) informing the Member that she may do one or both of the following:
 - (A) attend that meeting; and

- (B) give a written statement to the Management Collective before the date of that meeting; and
- (v) informing the Member that, she may, not later than 24 hours before that meeting, give the Management Collective a notice to the effect that she wishes to have the question considered by the Members in a general meeting.
- (d) At a meeting of the Management Collective to consider a resolution to censure, suspend or expel a Member under rule 7.2(a), the Management Collective must:
 - (i) give the Member, or her representative, an opportunity to be heard; and
 - (ii) give due consideration to any written statement submitted by the Member.
- (e) If the Management Collective receives a notice from the Member under rule 7.2(c)(v), the Management Collective must convene a general meeting of Flat Out to be held within 21 days after the date on which the Management Collective received the notice.
- (f) At a general meeting of Flat Out convened under rule 7.2(e):
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Management Collective may place before the meeting details of the grounds for the resolution to censure, suspend or expel the Member and the reasons for the passing of the resolution;
 - (iii) the Member, or her representative, must be given an opportunity to be heard; and
 - (iv) the Members present must vote by secret ballot on the question whether the resolution should be passed.
- (g) A resolution is passed if, at the general meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution will fail.

8. REGISTER OF MEMBERS

- (a) The Management Collective must keep and maintain a register of Members containing:
 - (i) the name and address of each Member, and
 - (ii) the date on which each Member was entered in the register.
- (b) The register is available for inspection, free of charge by any Member upon request.
- (c) A Member may make a copy of entries in the register.

9. MANAGEMENT COLLECTIVE

9.1 Responsibilities and powers generally

The Management Collective:

- (a) is responsible for the management of the business and affairs of Flat Out;
- (b) may exercise the powers and functions of Flat Out, other than those powers and functions that are required by law or this constitution to be exercised by Members; and
- (c) subject to this constitution, the Act and the Regulations, the Management Collective has power to perform all such acts and things as appear to the Management Collective to be essential for the proper management of the business and affairs of Flat Out and may delegate any of its powers to employees of Flat Out (or other persons) as it considers appropriate.

9.2 Number of Management Collective Representatives

There must be at least five Management Collective Representatives, and unless otherwise decided by an ordinary resolution of Voting Members, not more than seven Management Collective Representatives.

9.3 Eligibility

A Management Collective Representative must be a Member.

9.4 Appointment by Management Collective

Subject to this constitution, and to the number of Management Collective Representatives for the time being fixed under rule 9.2 not being exceeded, the Management Collective may appoint a person to be a Management Collective Representative at any time except during a general meeting. Any Management Collective Representative so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting.

9.5 Election by general meeting

- (a) Subject to this constitution and to the number of Management Collective Representatives for the time being fixed under rule 9.2 not being exceeded, the Voting Members may elect Management Collective Representatives by ordinary resolution.
- (b) Nominations of candidates for election by the Voting Members as Management Collective Representatives must be:
 - (i) made in writing, signed by two Members of Flat Out and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Management Collective of Flat Out not less than 7 days before the date fixed for the holding of the general meeting.
- (c) If insufficient nominations are received to fill all vacancies on the Management Collective, the candidates nominated shall be deemed to be elected and further nominations may be received at the general meeting.

- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot of the Voting Members must be held.
- (f) The ballot for the election of Management Collective Representatives must be conducted at the general meeting in such manner as the Management Collective may direct.

9.6 Retirement of Management Collective Representatives

- (a) A Management Collective Representative must retire from office as a Management Collective Representative (but not in any other capacity) at the second annual general meeting after the Management Collective Representative was elected or last re-elected.
- (b) A Management Collective Representative who retires under this rule 9.6 is eligible for re-election.

9.7 Time of retirement

A Management Collective Representative's retirement under rule 9.6 takes effect at the end of the relevant annual general meeting unless the Management Collective Representative is re-elected at that meeting.

9.8 Vacancies

A woman will cease to be a Management Collective Representative where that woman:

- (a) ceases to be a Member of Flat Out; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns by notice in writing given to the Management Collective.

10. SECRETARY AND PUBLIC OFFICER

10.1 Appointment of Secretary

The Management Collective must appoint at least one Management Collective Representative to be a Secretary either for a specified term or without specifying a term. Unless the Management Collective determines otherwise, the Secretary will act as the public officer of Flat Out.

10.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Management Collective decides. The Management Collective may vary any decision previously made by it in respect of a Secretary.

10.3 Cessation of Secretary's appointment

The woman automatically ceases to be a Secretary if the woman:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary;
- (b) resigns by notice in writing to Management Collective; or
- (c) is removed from office under rule 10.4.

10.4 Removal from office

The Management Collective may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

11. MANAGEMENT COLLECTIVE MEETINGS

11.1 Convening Management Collective meetings

- (a) A Management Collective Representative may at any time, and the Management Collective must on request from a Management Collective Representative, convene a Management Collective meeting, provided that there are a minimum of six meetings per year.
- (b) Management Collective Representatives are required to attend at least four Management Collective meetings each year.

11.2 Notice of Management Collective meetings

- (a) Notice of Management Collective meetings and any changes shall be sent via email and/or ordinary post, as notified by the relevant Management Collective Representative at least five business days before the date of the meeting.
- (b) If emergency Management Collective meetings have to be called reasonable attempts will be made to contact all Management Collective Representatives by telephone or other means.

11.3 Chairing Management Collective meetings

- (a) The Management Collective may elect a Management Collective Representative to chair its meetings and decide the period for which that Management Collective Representative holds that office.
- (b) If there is no chairperson of Management Collective or the chairperson is not present within 15 minutes after the time for which a Management Collective meeting is called or is unwilling to act, the Management Collective Representatives present must elect a Management Collective Representative present to chair the meeting.

11.4 Quorum

Unless the Management Collective decides otherwise, the quorum for a Management Collective meeting is four Management Collective Representatives and a quorum must be present for the whole meeting.

11.5 Majority decisions

- (a) Subject to this constitution and the law, each Management Collective Representative is entitled to one vote.
- (b) A resolution of the Management Collective must be passed by a majority of the votes cast by Management Collective Representatives entitled to vote on the resolution. The chairperson of a Management Collective meeting does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.
- (c) A Management Collective Representative is not entitled to vote on a resolution:
 - (i) to consider their censure, suspension or expulsion under rule 7.2(a); or
 - (ii) on a contract in which the Management Collective Representative has a direct or indirect pecuniary interest.

11.6 Minutes

The Management Collective must cause minutes of all Management Collective meetings to be kept and be made available for inspection by all Management Collective Representatives.

12. MEETINGS OF MEMBERS

12.1 Annual General Meeting

- (a) Flat Out must hold an annual general meeting of the Members each calendar year.
- (b) The Management Collective may determine the date, time and place of the annual general meeting.
- (c) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (d) The ordinary business of the annual general meeting shall be:
 - (i) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (ii) to receive from the Management Collective reports upon the transactions of Flat Out during the last preceding financial year;
 - (iii) to elect Management Collective Representatives; and
 - (iv) to receive and consider the statement submitted by Flat Out in accordance with section 30(3) of the Act.
- (e) The annual general meeting may conduct any special business of which notice has been given in accordance with this constitution.

12.2 Calling meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Management Collective or a Management Collective Representative; and
- (b) must be convened by the Management Collective when requested by Voting Members entitled to 25% of the votes that may be cast at the meeting. The request must state the objects of the meeting and be signed by the Members requesting the meeting.

12.3 Notice of meeting

- (a) At least 14 days', or if a special resolution has been proposed, at least 21 days', written notice of a meeting of Members must be given individually to each Member (whether or not the Member is entitled to vote at the meeting).
- (b) The notice must state the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (c) The notice of meeting may be sent:
 - (i) by prepaid post to the address appearing in the register of Members; or
 - (ii) if the Member requests, by facsimile transmission or electronic transmission.
- (d) No business other than the business set out in the notice of meeting may be conducted at the meeting.
- (e) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Management Collective of that business, who must include that business in the notice calling the next general meeting.

12.4 Minutes

The Management Collective must cause minutes of all meetings of the Members to be kept and be made available for inspection by all Members on request.

13. PROCEEDINGS AT MEETINGS OF MEMBERS

13.1 Member present at meeting

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

13.2 Quorum

The quorum for a meeting of Members is Voting Members entitled to 25% of the votes that may be cast at the meeting.

13.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members, the meeting is dissolved; and
- (b) in any other case:

- (i) the meeting is adjourned to the day, time and place that the Management Collective decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
- (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

13.4 Chairing meetings of Members

- (a) The Management Collective Representative elected by the Management Collective to chair its meetings may also chair meetings of Members.
- (b) If the person referred to in rule 13.4(a) is not present at the time for which a meeting of Members is called or is not willing to chair the meeting, the Members present must elect a Member or a Management Collective Representative present to chair the meeting.

13.5 Attendance at general meetings

- (a) Every Member has the right to attend all meetings of Members.
- (b) Every Management Collective Representative has the right to attend and speak at all meetings of Members.

13.6 Adjournment

The chairperson of a meeting of Members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

13.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

14. ENTITLEMENT TO VOTE

14.1 Number of votes

- (a) Each Individual Member is entitled to one vote on a show of hands or on a poll.
- (b) Each Organisation Member is entitled to one vote on a show of hands or on a poll. The Organisation Member must nominate a representative of the organisation to vote at general meetings of Flat Out and notify the Management Collective in writing of such nomination.
- (c) Subject to applicable law, Associate Members are not entitled to vote at a general meeting of Flat Out.

14.2 Casting vote of chairperson

The chairperson of a meeting of Members does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

15. HOW VOTING IS CARRIED OUT

15.1 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded under rule 15.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairperson's declaration of a decision on a show of hands is final.

15.2 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least three Members entitled to vote on the resolution; or
- (b) the chairperson.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

15.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting or the election of the chairperson, the poll must be taken immediately and in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and in the manner that the chairperson of the meeting directs.

16. PROXIES

- (a) Each Member is entitled to appoint another Member as a proxy by notice given to the Management Collective no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy must contain the following information:
 - (i) the Member's name and address;
 - (ii) the proxy's name or the office held by the proxy; and
 - (iii) the meeting(s) at which the appointment may be used,

and must otherwise be in a form and mode that is, and is signed or otherwise authenticated by the Member, in a manner satisfactory to the Management Collective.

17. FUNDS

17.1 Sources of funds

The funds of Flat Out shall be derived from government funding, donations, Membership fees and such other sources as the Management Collective determines.

17.2 Managing funds

- (a) The Management Collective:
 - (i) must coordinate the receipt of all funds by Flat Out;
 - (ii) may make payments as authorised by the Management Collective; and
 - (iii) must keep an accurate record of all financial transactions of Flat Out.
- (b) All monies received by Flat Out must be deposited in the Flat Out bank account and all payments from such account must be made either by way of direct transfer of immediately available funds, by cheque, from the petty cash account supervised by the Management Collective or by any other means the Management Collective determines.
- (c) All cheques and other negotiable instruments must be signed by any two designated as signatories determined by the Management Collective.
- (d) The income and property of Flat Out shall be used solely to achieve the objectives of Flat Out and no part of it shall be paid or transferred indirectly or by way of dividend, bonus or otherwise by way of profit to Members of Flat Out except in payment or remuneration to any person in return for any service rendered to Flat Out, payment of out of pocket expenses, or reasonable rent for premises.
- (e) The auditor (to be appointed by the Management Collective) shall be a member of a recognised institute of accountants and shall not be a Member of the Management Collective.

18. CUSTODY AND INSPECTION OF BOOKS

- (a) The books, documents and securities of Flat Out shall be held in the custody or under the control of the Management Collective and shall be available for inspection on request by all Members at all reasonable times.
- (b) The financial reports of Flat Out shall be made available as determined by the Management Collective.

19. COMMON SEAL

- (a) The common seal of Flat Out must be kept in the custody of the Management Collective and must only be used with the authority of the Management Collective.

- (b) The affixing of the common seal must be attested by the signatures of any two Management Collective Representatives authorised by the Management Collective to act as signatories to the Flat Out bank account.

20. ALTERATIONS TO THE CONSTITUTION AND STATEMENT OF PURPOSE

This constitution and the Statement of Purposes may only be altered in accordance with the Act.

21. LIABILITY

Members of Flat Out shall not by reason of only being Members be liable to contribute towards payment of debts and liabilities of Flat Out.

22. WINDING UP

- (a) The Voting Members may resolve by special resolution to voluntarily wind up Flat Out.
- (b) After payment of all debts and liabilities of Flat Out, including the costs, charges and expenses of winding up, any assets or property remaining shall be distributed to not for profit organisations having similar objectives to Flat Out, as determined by the Management Collective.

23. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this rule applies to disputes under this constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and Flat Out or an employee or Management Collective Representative(s) of Flat Out.
- (b) The parties to the dispute must meet and discuss the matter in dispute within 14 days after the dispute come to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Management Collective of Flat Out; or

- (B) in the case of a dispute between a Member and Flat Out or an employee or Management Collective Representative(s) of Flat Out, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (e) A Member of Flat Out can be mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must-
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.