

NOT JUST A STATISTIC LTD

A not-for-profit company limited by guarantee

Document name

Company Constitution

Organisation

NOT JUST A STATISTIC LTD

Version

1.0

Approved by

Jolie Kucinkas

Madelyn Agius

Salani Mila

Date approved

05/07/2026

Review date

05/01/2027

Document owner

Board of Directors

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1. Name of Company

The name of the company is **NOT JUST A STATISTIC LTD.**

The company operates as a not-for-profit organisation supporting individuals, families, carers and communities affected by the justice system, social disadvantage, trauma, incarceration, reintegration and complex social circumstances.

2. Legal Structure

2.1 The company is a company limited by guarantee.

2.2 The company does not have share capital.

2.3 The liability of each member is limited to the amount the member undertakes to contribute under this Constitution if the company is wound up.

2.4 The company is not established for the private gain or profit of its members, directors, officers or related parties.

3. Mission

3.1 The mission of the company is to ensure that no person is defined by their past, reduced to a number, or treated as though their life is beyond change.

3.2 The company exists to prevent justice system involvement through early intervention, support people during incarceration, and walk alongside individuals as they rebuild their lives in the community.

3.3 The company seeks to provide advocacy, mentoring, trauma informed support, counselling, case management, peer support and practical assistance that empowers people to build lives filled with purpose, opportunity and hope.

3.4 The company recognises that lasting change extends beyond the individual. The company supports families, carers and loved ones to strengthen relationships, promote stability and create foundations for successful reintegration, healthier communities and brighter futures.

4. Objects and Purpose

4.1 The objects of the company are to:

- a. provide trauma informed, person centred and evidence based support to individuals, families, carers and communities affected by the justice system;
- b. support children, young people and adults who are at risk of justice system involvement through early intervention, prevention, mentoring, family support and connection to appropriate services;
- c. support people who are involved with the justice system, including people on bail, community based orders, parole, in custody, recently released from custody, or otherwise impacted by criminal justice processes;
- d. support people during incarceration through advocacy, wellbeing support, prison visits where available, practical assistance, emotional support, release planning and reintegration preparation;
- e. assist people returning to the community following incarceration to establish stability, safety, connection and meaningful pathways forward;
- f. reduce the risk of reoffending by addressing social, emotional, practical and systemic barriers, including housing instability, unemployment, disconnection from family or community, trauma, mental health concerns, alcohol and other drug issues, poverty and lack of access to support;
- g. provide counselling, supportive interventions, psychosocial assessment, case management, crisis intervention, safety planning, advocacy, report writing, support letters, referrals, service coordination and case conferencing;
- h. provide support, education, advocacy and practical guidance to partners, parents, children, carers and loved ones affected by justice system involvement;
- i. promote the dignity, rights, voice and participation of people who have experienced incarceration, criminalisation, trauma, disadvantage or social exclusion;

- j. provide peer support through workers with lived experience of the justice system, adversity, reintegration or related life experiences;
- k. combine professional social work practice with lived experience to provide support that is compassionate, practical and grounded in genuine understanding;
- l. assist people to understand and navigate justice, legal, correctional, welfare, housing, health, education, employment and community service systems;
- m. advocate with and, where appropriate, on behalf of people to reduce barriers and improve access to support, services, rights and opportunities;
- n. communicate with police, corrective services, legal representatives, government agencies, health services, schools, employers, community organisations and other relevant parties where required and authorised;
- o. provide education, awareness, community development, fundraising and advocacy initiatives that challenge stigma and promote more humane responses to people affected by the justice system;
- p. promote social justice, human rights, reintegration, rehabilitation, accountability, community safety and long term wellbeing;
- q. undertake any lawful activity that supports or advances these objects.

4.2 The company must pursue its objects in a way that is consistent with social work values, human rights, trauma informed practice, cultural safety, accountability, inclusion, transparency and ethical governance.

5. Not For Profit Status

5.1 The assets and income of the company must be applied solely towards advancing the objects of the company.

5.2 No part of the income, property or assets of the company may be paid, transferred or distributed directly or indirectly to any member of the company.

5.3 Clause 5.2 does not prevent the company from:

- a. paying a person reasonable and proper remuneration for services provided to the company;
- b. reimbursing a person for reasonable expenses properly incurred on behalf of the company;
- c. paying interest at a reasonable commercial rate on money borrowed from a member;
- d. paying reasonable rent for premises leased by a member to the company;
- e. making payments that are authorised by the Board and permitted by law.

5.4 Any payment to a director, member, employee, contractor, volunteer or related party must be properly documented, approved and managed in accordance with conflict of interest requirements.

6. Members

6.1 The initial members of the company are:

- a. Jolie Kucinkas;
- b. Madelyn Agius;
- c. Salani Mila.

6.2 The Board may admit additional members in accordance with this Constitution.

6.3 A person may apply to become a member by submitting an application in the form required by the Board.

6.4 The Board may accept or reject an application for membership.

6.5 A member must:

- a. support the objects, mission and values of the company;
- b. comply with this Constitution;
- c. act in good faith towards the company;
- d. not act in a way that damages the company's reputation, purpose, funding, partnerships, community standing or safety obligations;
- e. comply with policies approved by the Board.

7. Membership Register

7.1 The company must keep a register of members.

7.2 The register must include each member's name, address, email address, date of admission and date of cessation of membership.

7.3 The register must be maintained in accordance with the Corporations Act 2001.

8. Membership Rights

8.1 Each member has one vote at a general meeting.

8.2 Membership does not give a member any ownership interest in the company's assets.

8.3 Membership does not entitle a member to dividends, profit distributions or financial benefits from the company.

8.4 A member may inspect company records only to the extent permitted by law or approved by the Board.

9. Cessation of Membership

9.1 A person ceases to be a member if the person:

- a. resigns by written notice to the company;
- b. dies;
- c. is expelled in accordance with this Constitution;
- d. becomes ineligible for membership under criteria approved by the Board;
- e. fails to pay any membership fee within the time required by the Board, if membership fees apply;
- f. is removed by special resolution of the members.

9.2 A member who resigns or is removed remains liable for any unpaid amounts owed to the company at the date membership ends.

10. Suspension or Expulsion of Members

10.1 The Board may suspend or recommend the expulsion of a member if the Board reasonably believes the member has:

- a. seriously breached this Constitution;
- b. acted against the objects, mission or interests of the company;
- c. engaged in conduct that brings the company into disrepute;
- d. misused company information, resources or funds;
- e. created a serious risk to the company, its members, directors, staff, volunteers, partners, service users or community members.

10.2 Before suspending or expelling a member, the Board must:

- a. give the member written notice of the concerns;
- b. provide the member a reasonable opportunity to respond;
- c. consider the member's response in good faith;
- d. make a decision that is fair, reasonable and proportionate.

10.3 The Board may immediately suspend a member where it reasonably believes urgent action is required to protect people, property, funds, reputation or legal compliance.

11. Guarantee by Members

11.1 Each member undertakes to contribute an amount not exceeding **\$10.00** to the property of the company if the company is wound up while the person is a member or within 12 months after the person ceases to be a member.

11.2 The contribution may be used to pay:

- a. debts and liabilities of the company;
- b. costs, charges and expenses of winding up;
- c. adjustment of rights of contributories among themselves.

12. Board of Directors

12.1 The company must have a Board of Directors.

12.2 The initial directors are:

- a. Jolie Kucinkas;
- b. Madelyn Agius;
- c. Salani Mila.

12.3 The Board is responsible for the governance, strategy, compliance, safeguarding, financial oversight and lawful operation of the company.

12.4 The Board must act in the best interests of the company and in furtherance of the company's objects.

12.5 The minimum number of directors is 3.

12.6 The maximum number of directors is 9, unless otherwise resolved by the members.

12.7 Directors may be appointed by ordinary resolution of the members.

12.8 The Board may appoint a person as a director to fill a casual vacancy. A director appointed to fill a casual vacancy holds office until the next annual general meeting and is eligible for reappointment.

13. Eligibility of Directors

13.1 A person is eligible to be a director if the person:

- a. is at least 18 years of age;
- b. consents in writing to act as a director;
- c. is not disqualified from managing corporations;
- d. supports the objects, mission and values of the company;
- e. agrees to comply with this Constitution and company policies.

13.2 The Board may require directors to complete reasonable screening, including identity checks, police checks, working with children checks, working with vulnerable people checks, conflict declarations and other checks relevant to the company's activities.

13.3 The company may appoint directors who bring professional, governance, legal, financial, community, lived experience, social work, human services, fundraising, cultural or justice sector expertise.

14. Duties of Directors

14.1 Directors must:

- a. act with care and diligence;
- b. act in good faith and for a proper purpose;
- c. act in the best interests of the company;
- d. avoid improper use of their position;
- e. avoid improper use of information;
- f. prevent insolvent trading;
- g. disclose conflicts of interest;
- h. maintain confidentiality;
- i. support the company's objects, mission and values;
- j. comply with the Corporations Act 2001 and any other applicable law.

14.2 Directors must exercise their powers for the purpose of advancing the objects of the company and not for personal gain.

15. Powers of the Board

15.1 The Board may exercise all powers of the company except powers that are required by law or this Constitution to be exercised by members.

15.2 Without limiting clause 15.1, the Board may:

- a. approve strategy, programs and operational plans;
- b. enter into contracts;
- c. open and operate bank accounts;
- d. employ staff and engage contractors;
- e. appoint officers, advisers, ambassadors, committees, peer workers and volunteers;
- f. approve policies and procedures;
- g. manage risk, safeguarding, compliance and quality systems;
- h. accept donations, grants, gifts and sponsorships;
- i. conduct fundraising activities;
- j. acquire, lease, licence or dispose of property;
- k. borrow money, subject to appropriate approval and compliance;
- l. commence or defend legal proceedings;
- m. approve programs, services, events, partnerships and community initiatives;
- n. do anything reasonably necessary to advance the objects of the company.

16. Chairperson, Secretary and Office Bearers

16.1 The Board may appoint a Chairperson.

16.2 The Board may appoint a Deputy Chairperson, Treasurer, Secretary, Public Officer or other office bearers as required.

16.3 The Secretary is responsible for supporting proper corporate records, notices, registers, minutes and compliance requirements.

16.4 A person may hold more than one office, unless prohibited by law.

16.5 The Board may remove an office bearer from that office by resolution.

17. Board Meetings

17.1 The Board must meet as often as required to properly govern the company.

17.2 The Board should meet at least 4 times each calendar year unless the Board determines otherwise.

17.3 A director may request that the Chairperson or Secretary call a Board meeting.

17.4 Notice of a Board meeting must be given to each director.

17.5 Notice may be given by email or other electronic means.

17.6 A Board meeting may be held in person, by telephone, by video conference or by any other technology that allows directors to participate.

17.7 A director participating by technology is taken to be present at the meeting.

18. Quorum for Board Meetings

18.1 The quorum for a Board meeting is a majority of directors.

18.2 If there are only 3 directors, the quorum is 2 directors.

18.3 A Board meeting must not continue unless a quorum is present.

19. Voting at Board Meetings

19.1 Each director has one vote.

19.2 A resolution of the Board is passed if a majority of directors present and entitled to vote vote in favour of the resolution.

19.3 If votes are equal, the Chairperson does not have a casting vote unless the Board resolves otherwise.

19.4 A director who has a material personal interest in a matter must not vote on that matter unless permitted by law and approved by the Board where appropriate.

20. Circular Resolutions

20.1 The Board may pass a resolution without a meeting if all directors entitled to vote sign or otherwise approve the resolution.

20.2 Approval may be given by email or other electronic means.

20.3 A circular resolution has the same effect as a resolution passed at a Board meeting.

21. Conflicts of Interest

21.1 A director, member, officer, employee, contractor, peer worker or volunteer must disclose any actual, potential or perceived conflict of interest.

21.2 A conflict of interest includes any situation where a person's personal, professional, financial, family, community, service provider or related party interests may conflict with the interests of the company or the people it supports.

21.3 The Board must keep a register of interests.

21.4 Where a conflict is disclosed, the Board must decide how the conflict will be managed.

21.5 Management options may include:

- a. recording the conflict;
- b. restricting access to information;
- c. requiring the person to leave the meeting during discussion;
- d. preventing the person from voting;
- e. seeking independent advice;
- f. terminating or avoiding the relevant arrangement;
- g. taking any other reasonable action.

21.6 All related party transactions must be transparent, properly approved, documented and in the best interests of the company.

22. General Meetings of Members

22.1 The company may hold general meetings of members.

22.2 The company must hold an annual general meeting if required by law.

22.3 The Board may call a general meeting.

22.4 Members may request a general meeting in accordance with the Corporations Act 2001.

22.5 Notice of a general meeting must be given to members in accordance with the Corporations Act 2001.

22.6 Notice may be given by email or other electronic means where permitted by law.

23. Quorum for General Meetings

23.1 The quorum for a general meeting is at least 2 members present in person or by technology, unless the company has only one member.

23.2 If a quorum is not present within 30 minutes after the scheduled start time, the meeting must be adjourned or cancelled.

24. Voting at General Meetings

24.1 Each member has one vote.

24.2 A resolution is passed as an ordinary resolution if more than 50 percent of votes cast are in favour.

24.3 A resolution is passed as a special resolution if at least 75 percent of votes cast are in favour.

24.4 Voting may occur by show of hands, poll, written resolution, electronic vote or any other method approved by the Board and permitted by law.

25. Proxies

25.1 A member may appoint a proxy to attend and vote at a general meeting on behalf of the member.

25.2 The appointment of a proxy must be in writing and provided to the company before the meeting.

25.3 A proxy must act in accordance with the member's instructions.

26. Minutes and Records

26.1 The company must keep proper minutes of:

- a. Board meetings;
- b. general meetings;
- c. circular resolutions;
- d. key decisions made by the company.

26.2 Minutes must be approved by the Board or members as appropriate.

26.3 The company must keep proper financial records and corporate records in accordance with law.

27. Financial Management

27.1 The company must maintain accurate financial records.

27.2 Company funds must be used only to advance the objects of the company or to meet lawful obligations.

27.3 The Board must ensure appropriate controls are in place for:

- a. banking;
- b. payments;
- c. reimbursements;
- d. donations;
- e. grants;
- f. fundraising income;
- g. expenses;
- h. financial reporting;
- i. fraud prevention;
- j. audit or review requirements, where applicable.

27.4 The Board may approve an annual budget.

27.5 Payments must be authorised in accordance with policies approved by the Board.

28. Donations, Grants and Fundraising

28.1 The company may accept donations, grants, sponsorships, gifts and fundraising income.

28.2 The company must ensure fundraising activities are lawful, ethical, transparent and consistent with the objects of the company.

28.3 Donations or funding must not be accepted where acceptance would compromise the independence, reputation, purpose or lawful operation of the company.

28.4 Restricted donations or grants must be used for the purpose for which they were given, unless otherwise agreed with the donor or funder and permitted by law.

28.5 Fundraising activities must be conducted with transparency, accountability and respect for the dignity of people and communities affected by justice system involvement.

29. Programs and Services

29.1 The company may provide early intervention services, including:

- a. mentoring;
- b. life skills development;
- c. education and employment support;
- d. goal planning;
- e. community connection;
- f. referrals to specialist services;
- g. family support;
- h. crisis intervention and response.

29.2 The company may provide justice support services, including:

- a. face to face prison visits where available;
- b. short notice prison welfare visits where available;
- c. advocacy;
- d. wellbeing support;
- e. reintegration and release planning;
- f. practical assistance;
- g. ongoing case management;
- h. emotional support;
- i. support for people on bail, community based orders, parole or other justice related conditions.

29.3 The company may provide reintegration services, including:

- a. housing support;
- b. employment and education pathways;
- c. Centrelink assistance;
- d. community connection;
- e. ongoing mentoring;
- f. referrals to specialist services;
- g. practical support to reduce the risk of reoffending;
- h. transition support to re engage with society.

29.4 The company may provide family and carer support, including:

- a. information and education;
- b. emotional support;
- c. advocacy;
- d. practical guidance;
- e. referral support;
- f. family connection and communication support where appropriate;
- g. support to strengthen stability and long term wellbeing.

29.5 The company may provide social work services, including:

- a. counselling and supportive interventions;
- b. trauma informed care;
- c. psychosocial assessments;
- d. case management;
- e. crisis intervention and crisis response;
- f. safety planning;
- g. advocacy;
- h. professional report writing;
- i. support letters and referrals;
- j. service coordination;

- k. case conferencing;
- l. goal planning;
- m. practical assistance;
- n. referrals to housing, mental health, alcohol and other drug services, financial assistance, legal services, employment providers, education providers, family support services and community organisations.

29.6 The company may provide advocacy and system navigation support, including:

- a. helping people understand justice, legal, correctional, health, welfare and community service systems;
- b. supporting people to prepare for meetings, appointments, court related processes, service appointments and transition planning;
- c. assisting people to understand their rights, responsibilities and available options;
- d. advocating with or on behalf of people where authorised and appropriate;
- e. communicating with police, corrective services, legal representatives, government agencies, health services, schools, employers and community organisations where required.

29.7 The company may provide peer support services, including:

- a. support delivered by people with lived experience of the justice system, reintegration, adversity or social disadvantage;
- b. mentoring that demonstrates change, hope and possibility;
- c. support that complements professional social work practice;
- d. practical guidance grounded in genuine understanding.

29.8 All programs and services must be delivered in a way that is:

- a. person centred;
- b. strengths based;
- c. trauma informed;
- d. culturally safe;
- e. rights based;
- f. ethical;
- g. inclusive;
- h. accountable;
- i. evidence informed;
- j. consistent with social work and community development principles.

30. Practice Approach

30.1 Every person who engages with the company must be treated with dignity, respect and compassion.

30.2 The company must work with people from all backgrounds and experiences without judgement.

30.3 The company recognises that every person's story is different and that support must be tailored to individual needs, goals, risks, strengths, culture, family context and circumstances.

30.4 The company's focus is not on defining people by their past, but on recognising strengths, removing barriers and creating opportunities for meaningful change.

30.5 The company must promote honest, respectful, compassionate and practical support that assists people to move forward.

30.6 The company must recognise the importance of family, carers, loved ones, community and cultural connection in long term stability and reintegration.

30.7 The company must ensure that lived experience roles are valued, supported, supervised and integrated safely into service delivery.

30.8 The company must ensure that social work services are delivered within professional, ethical and lawful boundaries.

31. Staff, Contractors, Peer Workers and Volunteers

31.1 The company may employ staff, engage contractors and appoint peer workers and volunteers.

31.2 Staff, contractors, peer workers and volunteers must comply with company policies, lawful directions and relevant codes of conduct.

31.3 The company must maintain appropriate systems for induction, screening, training, supervision, safety, accountability and performance management.

31.4 The Board may approve policies relating to recruitment, screening, child safety, safeguarding, work health and safety, privacy, complaints, incidents, professional boundaries, prison visit protocols, justice system advocacy and conduct.

31.5 Peer workers must be supported through appropriate supervision, role clarity, training, debriefing and boundaries.

32. Safeguarding and Duty of Care

32.1 The company must promote the safety, dignity, rights and wellbeing of people who engage with the company.

32.2 The company must take reasonable steps to prevent and respond to:

- a. abuse;
- b. neglect;
- c. exploitation;
- d. discrimination;
- e. harassment;
- f. violence;
- g. unsafe practice;
- h. conflicts of interest;
- i. misuse of funds or authority;
- j. psychological harm;
- k. inappropriate professional or personal boundaries.

32.3 The company must maintain appropriate reporting and response procedures for incidents, complaints, safeguarding concerns and legal obligations.

32.4 The company must take reasonable steps to ensure children, young people, vulnerable adults, families, carers, staff, contractors, peer workers, volunteers and community members are protected from foreseeable harm.

33. Privacy and Confidentiality

33.1 The company must handle personal information in accordance with applicable privacy laws and ethical obligations.

33.2 Directors, members, officers, employees, contractors, peer workers and volunteers must protect confidential information obtained through their role.

33.3 Confidential information must not be used for personal benefit or disclosed without proper authority, unless required by law.

33.4 The company must take particular care when handling information relating to justice involvement, incarceration, criminal history, health, mental health, family violence, child protection, substance use, housing, finances or trauma.

34. Complaints and Dispute Resolution

34.1 The company must maintain fair and accessible processes for complaints and disputes.

34.2 A person may raise a complaint or concern with the Board, Secretary or another person authorised by the Board.

34.3 The company must handle complaints in a way that is fair, timely, confidential where appropriate, trauma informed and procedurally fair.

34.4 Where a dispute arises between members, directors or the company, the parties must attempt to resolve the dispute in good faith.

34.5 If a dispute cannot be resolved informally, the Board may appoint an independent mediator or another appropriate person to assist.

34.6 Nothing in this clause prevents a person from reporting concerns to a regulator, police, corrective services, funder, safeguarding authority or other lawful authority.

35. Indemnity and Insurance

35.1 To the extent permitted by law, the company may indemnify each current and former director, secretary, officer, employee, contractor, peer worker or volunteer against liability incurred in good faith while acting on behalf of the company.

35.2 The company may obtain and maintain insurance for directors, officers, employees, contractors, peer workers, volunteers, events, public liability, professional indemnity and other risks.

35.3 The company must not indemnify a person where indemnification is prohibited by law.

36. Execution of Documents

36.1 The company may execute documents in accordance with the Corporations Act 2001.

36.2 The Board may authorise a director, secretary, employee or other person to sign documents on behalf of the company.

36.3 The company may use electronic signing where permitted by law.

37. Amendment of Constitution

37.1 This Constitution may only be amended by special resolution of the members.

37.2 Any amendment must be consistent with the not for profit nature of the company.

37.3 The company must notify ASIC and any other relevant regulator of changes where required by law.

38. Winding Up

38.1 If the company is wound up, any surplus assets remaining after payment of debts and liabilities must not be distributed to members.

38.2 Surplus assets must be transferred to another organisation that:

- a. has similar objects to the company;
- b. is not carried on for the profit or gain of its individual members;
- c. is approved by the members by special resolution at or before the time of winding up.

38.3 If the members cannot decide on the recipient organisation, the decision may be made by a court or other lawful authority.

39. Interpretation

39.1 In this Constitution:

Board means the Board of Directors of the company.

Company means NOT JUST A STATISTIC LTD.

Constitution means this Constitution as amended from time to time.

Corporations Act means the Corporations Act 2001.

Director means a director of the company.

Member means a person admitted as a member of the company.

Peer worker means a worker, contractor or volunteer who uses lived experience in a structured and supported role to assist others.

Special resolution has the meaning given in the Corporations Act 2001.

39.2 Headings are for convenience only and do not affect interpretation.

39.3 A reference to a law includes that law as amended or replaced.

39.4 Words importing the singular include the plural and words importing the plural include the singular.

40. Adoption

This Constitution was adopted by the members of NOT JUST A STATISTIC LTD on:

Date: 05 / 07 / 2026

Signed by initial members:

Name: Jolie Kucinskas Signature:



Date: 05/07/2026

Name: Madelyn Agius Signature:



Date: 05 07/2026

Name: Salani Mila Signature:



Date: 05/07/2026

41. Director Consent

Each person listed below consents to act as a director of NOT JUST A STATISTIC LTD.

Name: Jolie Kucinkas Signature:



Date: 05/07/2026

Name: Madelyn Agius Signature:



Date: 05 07/2026

Name: Salani Mila Signature:



Date: 05/07/2026