

CONSTITUTION



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Volunteering Tasmania (Inc) Constitution

Adopted 16th July 2003

This copy of the Constitution includes all amendments made by Special Resolution on 30 September 2009, 27 May 2010, 22 June 2012 and 12 December 2014



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Adopted 16th July 2003 - Amended 30/9/2009, 27/5/2010, 22/6/2012 and 12/12/2014

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1. NAME

The Name of the Organisation shall be Volunteering Tasmania (Inc).

2. INTERPRETATION

In this Constitution, unless contrary intention appears:

- 1.1 'The Act' refers to the Associations Incorporation Act 1964.
- 1.2 VT means Volunteering Tasmania (Inc).
- 1.3 'Member' means those Organisations, Corporates and Individuals accepted for membership.
- 1.4 'Representative' means those persons appointed by Organisations or Corporates who are Members as their representatives, under Clause 8.3 of this Constitution.
- 1.5 'Board of Directors' means those persons referred to in Section 13 of this Constitution.
- 1.6 'Director' means those persons elected or appointed to the Board of Directors under Section 13.2 of this Constitution.
- 1.7 'CEO' means that person appointed to as Chief Executive Officer under clause 18.1 of this Constitution.
- 1.8 'Proxy' means a person nominated by a Member to represent that Member under clause 9.7 of this Constitution.
- 1.9 'Incorporated Association' means an association incorporated under the Act.

3. MISSION STATEMENT

VT creates an environment which promotes and sustains effective volunteerism.

4. OBJECTS OF THE ORGANISATION

The Objects of Volunteering Tasmania are to:

- 4.1 promote volunteering in Tasmania through encouragement in voluntary participation based on principles of equity and inclusion
- 4.2 support and facilitate pathways to volunteering for all members of the community
- 4.3 provide consultancy, resources and information to volunteer involving organisations and programs
- 4.4 influence public policy, research and debate on volunteerism
- 4.5 support volunteers and agencies which provide community services for the relief of distress, illness, poverty, delinquency and helplessness and to improve the quality of life
- 4.6 provide volunteers for the relief of distress, illness, poverty, delinquency and helplessness and to improve quality of life

5. NOT FOR PROFIT STATUS

VT is a not-for profit organisation which operates by promoting mutual trust and confidence between its Members in pursuit of its purpose and object. The property and

income of the Organisation shall be applied solely towards the promotion of the purposes of the Organisation, and no part of that property or income may be paid or otherwise distributed, directly or indirectly to Members of the Organisation, except in good faith in the promotion of those objects or purposes, including remuneration or refund for approved purposes.

6. POWERS

VT may –

- 6.1 Acquire, hold, deal with, and dispose of any real or personal property.
- 6.2 Open and operate banks accounts.
- 6.3 Invest its money:
 - 6.3.1 In any security in which trust monies may be invested, or
 - 6.3.2 In any other manner as authorised by a General Meeting from time to time.
- 6.4 Borrow money up to an amount approved by General Meeting from time to time, upon such terms and conditions as VT thinks fit.
- 6.5 Give such security for the discharge of liabilities incurred by VT as VT thinks fit.
- 6.6 Appoint agents to transact any business of VT on its behalf.
- 6.7 Enter into any other contract it considers necessary or desirable.
- 6.8 Make by-laws and regulations, providing they are not contrary to this Constitution/ or the provisions of the Act.
- 6.9 Do all things necessary or convenient for the pursuit of the Mission Statement.

7. MEMBERSHIP ELIGIBILITY

Membership is open to four classes of Members as follows:

- 7.1 **Individual Member**
Any person who supports the Mission Statement of VT.
No individual who receives a financial benefit from VT (except reimbursement of expenses incurred) shall be eligible to be a Member of VT.
- 7.2 **Organisation Member**
Any non-government society, association, service club, local government council or commonwealth instrumentality which encourages the participation of volunteers in the delivery of services and supports the Mission Statement of VT.
- 7.3 **Corporate Member**
Any corporate body that supports the Mission Statement of VT.
- 7.4 **Life Member**
Any person honoured by the Organisation for meritorious and exceptional service to VT through volunteer effort. The Board of Directors may recommend to a General Meeting of Members that a person or persons be made Life Members. The Members in the General Meeting may resolve to accept the

recommendation whereupon the person or persons shall become Life Members. Life Members have all the rights of Members but shall be exempt from paying membership fees.

8. APPLICATION FOR MEMBERSHIP

- 8.1 Application for membership shall be made in writing in the form as prescribed from time to time by the Board of Directors.
- 8.2 Entry into membership shall be subject to approval by the Board of Directors. Approval shall not be withheld unreasonably. Membership shall date from date of approval. However if the CEO is satisfied that requirements for membership are met the applicant shall receive access to the full range of VT services, without the rights of full membership, from the date of lodgement.
- 8.3 Upon entry into membership an Organisation Member or Corporate Member shall appoint in writing one representative to represent that Member at a General Meeting. That representative shall exercise all rights and responsibilities of the Member during the term of appointment.
- 8.4 Upon approval, the Member's name shall be entered in the Register of Members.

9. RIGHTS OF MEMBERS

- 9.1 An Annual General Meeting of Members shall be held each year.
- 9.2 Vote on all resolutions at General Meetings of Members and in elections of Directors.
- 9.3 Move motions at General Meetings of Members.
- 9.4 Nominate for election as Director.
- 9.5 Experience treatment equal to that experienced by other Members.
- 9.6 Receive reasonable information about the activities of VT.
- 9.7 Appoint a proxy to exercise a vote on their behalf at a General Meeting.
- 9.8 Exercise a vote on any Special Resolution.
- 9.9 Exercise the right provided specifically in section 12.5 to appeal decisions of the Board of Directors.
- 9.10 Petition for a General Meeting.

10. RESPONSIBILITIES OF MEMBERS

- 10.1 Adhere to the Constitution and its provisions.
- 10.2 Take all reasonable steps to be informed prior to exercising rights to vote.
- 10.3 Exercise rights to vote.
- 10.4 Maintain their capacity to act.
- 10.5 Respect the rights of all other Members.
- 10.6 Respect privacy and confidentiality in all matters arising from contacts with other Members, and with paid and volunteer staff working with VT.

- 10.7 Not unfairly deny other Members their rights.
- 10.8 Not bring VT into disrepute.

11. MEMBERSHIP FEES

- 11.1 The Board of Directors shall set the annual subscription payable by each class of Members. The Board has power to decide that an annual subscription shall not be set for a particular class or classes of Member for a specified period or a period ending when the Board reviews its prior decision. Subscriptions (if set) shall be due and payable on the first day of July in each year, except for the first subscription which shall be due on entry into membership. (The first subscription shall be a proportional payment if appropriate). The Board of Directors may at its discretion waive all or part of the subscription fee (once set) for a particular class of Members.
- 11.2 A Member who fails to pay a subscription which is due within 30 days of the due date shall be deemed to be no longer financial and all their rights shall be suspended.
- 11.3 A Member who fails to pay a subscription which is due within 60 days of the due date shall have membership automatically cancelled.

12. TERMINATION OF MEMBERSHIP

- 12.1 A Member may resign membership in writing at any time.
- 12.2 The Board may at its discretion remove a Member from the Register of Members who fails to exercise their responsibilities under Section 10.
- 12.3 The Board of Directors may at its discretion remove a Member from the Register of Members if in the Board's opinion the continued membership of VT by that person would, or may, bring VT into disrepute.
- 12.4 The Board of Directors shall notify the Member in writing of decisions made under sub-clause 12.2 or 12.3 and state the reasons for the decision.
- 12.5 If a person whose membership is cancelled under sub-clause 12.2 or 12.3 is aggrieved by a decision of the Board of Directors under this section that person may, by notice in writing to the Board of Directors, appeal to the Members in General Meeting who may confirm or reverse the decision and impose terms and conditions. An appeal by a Member pursuant to this clause shall be referred by the Board of Directors to a General Meeting to be held within 45 days of receipt of the notice of appeal by the Member.

13. BOARD OF DIRECTORS

- 13.1 The Board of Directors shall be responsible for the establishment and implementation of objectives, strategies and policy in order that VT may pursue its Mission Statement.
- 13.2 Board
 - The Board shall consist of:
 - 13.2.1 those persons elected as Directors in accordance with the provisions of this Constitution. (In this Constitution these Officers are called elected Directors);

13.2.2 and those persons appointed to the Board by the elected Directors in accordance with the provisions of this Constitution. (In this Constitution these Officers are called appointed Directors).

13.3 Number of Directors

13.3.1 The number of Directors (both elected Directors and appointed Directors) shall not exceed 11.

13.3.2 The number of elected Directors shall not be more than 9 no less than 7. Where the number of elected Directors is reduced below 7, the continuing Directors shall only act in the case of an emergency or for the purpose of filling up the vacancies in accordance with clause 14.10.

13.3.3 Subject to the cap on the maximum number of Directors not being exceeded the elected Directors may appoint up to 4 Directors with the objective of ensuring that the Board Directors has appropriate knowledge and skills at its disposal.

13.4 Forfeiture of Directorship

Any member of the Board absenting himself or herself (without the leave of the Board) for three consecutive Board meetings shall forfeit his/her seat, which shall thereupon become vacant unless the explanation satisfactory to the Board of the reason for such absence shall be supplied.

14. ELECTION AND APPOINTMENT OF DIRECTORS

14.1 The ballot for elected Directors shall be conducted annually by means determined by the Board of Directors from time to time and shall be performed at such time that the results can be declared at the next Annual General Meeting.

14.1.1 provided that a period of not less than 30 days shall be prescribed between a notice to Members seeking nomination for election of Directors and the close of acceptance of nominations.

14.1.2 and further provided that a period of not less than 21 days shall be prescribed between the dispatch of ballot papers to Members and the close of acceptance of completed ballot papers.

14.2 Appointed Directors shall be appointed at times deemed appropriate by the elected Directors.

14.3 The term of office of appointed Directors shall commence upon appointment and terminate at the next Annual General Meeting.

14.4 Appointed Directors shall be eligible to serve not more than three successive terms.

14.5 A person who is or has been an appointed Director is eligible to seek appointment as an elected Director by way of ballot provided in this Constitution. The term as an appointed Director shall not count for the purpose of clause 14.8 (Director not to serve more than two consecutive terms.)

14.6 Each elected Director shall hold office for 3 years.

14.7 The term of office of elected Directors shall commence on declaration of the results of the electoral ballot at Annual General Meeting, and shall terminate at the declaration of the ballot at the end of the Director's term.

- 14.8 Elected Directors shall be eligible to serve not more than two successive terms. They shall be eligible for re-entry to the Board of Directors after not less than one year out of office. Upon re-entry they shall be eligible for not more than two successive terms of office and they shall be re-eligible for re-entry to the Board of Directors after not less than one year out of office, and so on ad infinitum.
- 14.9 Eligibility for Re-Election
- A retiring member of the Board shall be eligible for re-election. All retiring members shall be automatically re-nominated without the necessity of any proposer or seconder subject to clause 14.8, unless any retiring member shall advise the Board of his or her intention not to stand.
- 14.10 Casual Vacancy
- 14.10.1 Any casual vacancy or vacancies occurring in the elected members of the Board for any reason may be filled by the Board by direct appointment.
- 14.10.2 Any person or persons chosen to fill a casual vacancy shall only hold office until the expiration of the period for which his or her predecessor or predecessors was or were elected or was or were intended to be elected.
- 14.10.3 The Board may continue to act and all decisions shall be valid pending the filling of any such casual vacancy or vacancies.

15. DIRECTORS RIGHTS

Elected Directors and appointed Directors have the following rights (in addition to rights provided by law),

- 15.1 Receive due notice of and attend all meetings of the Board of Directors.
- 15.2 Exercise one vote on all motions and resolutions before the meetings except as provided in clause 16.7.
- 15.3 Move motions.
- 15.4 Receive treatment equal to that provided by all Directors.
- 15.5 Receive all information reasonably available from VT staff and other Directors that may enable informed decision making in relation to matters before the Board of Directors.

16. DIRECTORS RESPONSIBILITIES

Elected Directors and appointed Directors have the following responsibilities (in addition to responsibilities imposed by law),

- 16.1 Adhere to the Constitution and its provisions and to the policies and procedures of the Board of Directors as determined by the Board of Directors from time to time.
- 16.2 Take all reasonable steps to inform themselves prior to exercising the right to vote.
- 16.3 Attend meetings and exercise the right to vote.
- 16.4 Maintain capacity to act.

- 16.5 Not unfairly deny fellow Directors of rights.
- 16.6 Maintain as confidential all discussions and documentation at meetings of the Board of Directors unless a specific authorisation by the Board of Directors permits otherwise.
- 16.7 To advise the Chair at meetings of the Board of Directors of any occasion when the Director sees that a matter before the meeting may cause him to be in a position of conflict of interest or the Director has a pecuniary interest related to the matter before the meeting and to then withdraw from all discussion and voting related to that matter.
- 16.8 Resign in the event
 - 16.8.1 that it is not possible to maintain capability.
 - 16.8.2 that an ongoing situation of conflict of interest or of pecuniary interest develops that will not permit participation in significant portions of the business of the Board of Directors.
- 16.9 Written notice of resignation must be provided to the Public Officer.

17. MEETINGS OF THE BOARD OF DIRECTORS

- 17.1 At the first meeting of the Board of Directors after an Annual General Meeting the elected Directors shall appoint one of their number to act as Chair. The Chair's role is:
 - 17.1.1 to Chair meetings of the Board of Directors and General Meetings.
 - 17.1.2 to deliver information relating to Board decisions to the CEO.
 - 17.1.3 to receive communications from the CEO and to report on such communications to the Board.
- 17.2 At the first meeting of the Board of Directors after an Annual General Meeting the elected Directors shall appoint one of their number as Deputy Chair. The Deputy Chair's role is to take the role of Chair when the appointed Chair is absent from a meeting, or unavailable to undertake a role(s) outside of meetings.
- 17.3
 - 17.3.1 Each Chair and Deputy Chair shall hold office until their respective successors have been appointed at the first meeting of the Board held after the next Annual General Meeting.
 - 17.3.2 Members who previously held the Offices of Chair or Deputy Chair shall be eligible for re-election except that a Chair or Deputy Chair who has held office for three consecutive years shall not be eligible for election for the same office for the term of one year immediately following his or her previous term of office.
 - 17.3.3 The CEO shall chair the first Board Meeting until the Chair has been elected.
- 17.4 The Board of Directors shall meet at least once approximately every three months on days and at times deemed to be most convenient to Directors.
- 17.5 At least one week's notice in writing shall be given to all Directors for each Board of Directors meeting. The notice shall be accompanied by written copies

of all reports due to be tabled and with any other documents proposed for tabling at the meeting.

- 17.6 The quorum for a meeting of the Board of Directors shall be half the number of elected Directors and appointed Directors plus one.
 - 17.6.1 If a quorum is not present within thirty minutes of the time specified for the meeting the meeting shall lapse, or, with the agreement of elected Directors present, shall be adjourned to a time date and place stated, within 14 days.
 - 17.6.2 If a quorum is not present within thirty minutes of the time specified for the reconvened meeting the meeting shall lapse.
- 17.7 All resolutions of the Board of Directors shall be determined by a simple majority of elected and appointed Directors except for the suspension or expulsion of a Director when a two thirds majority of elected Directors shall be required. A motion resulting in a tied vote shall be taken as lost.

18. POWERS OF THE BOARD OF DIRECTORS

- 18.1 Appoint a CEO upon such terms and conditions as the Board of Directors shall determine from time to time. The CEO shall be responsible for the financial management and day to day operations of the organisation and the implementation of VT's strategic plan as determined by the Board of Directors.
- 18.2 Appoint annually a Public Officer of the Association.
- 18.3 Determine the procedures for the ballot to elect those Directors whose position is subject to election.
- 18.4 Elected Directors to appoint such appointed Directors as deemed appropriate.
- 18.5 Determine policies and procedures and other matters, such as strategic plans, and budgets, fundamental to pursuing the Mission Statement.
- 18.6 Authorise individuals to sign documents in relation to the establishment and operation of bank accounts and investments funds.
- 18.7 Determine subscriptions for each class of Members.

19. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 19.1 All powers specified in section 18 are applied and all actions are based on informed decisions.
- 19.2 All decisions of the Board of Directors that may affect the activities under the control of the CEO are rapidly transmitted to the CEO in such a manner that the decision(s) and the basis on which it was made are readily understood.
- 19.3 Ensure that all Members are afforded their constitutional rights.
- 19.4 Regularly monitor activities of VT to ensure that they are conducted in a manner that meets legislative, contractual and community requirements and expectations.
- 19.5 Regularly monitor the implementation of the decisions of the Board of Directors and take action to ensure that any shortcomings are appropriately addressed.

- 19.6 Ensure that all financial transactions are recorded in a manner that is in accord with current standards and sound accounting practice.
- 19.7 Implement procedures to maintain accurate records of all meetings of the Board of Directors and of all General Meetings of Members.
- 19.8 Regularly review all statements of objectives, policy, plans and budgets to ensure their appropriateness and make adjustments are as appropriate.
- 19.9 Establish and implement a formal process of review of the performance of the CEO and take any action shown to be appropriate as a result of the application of the process.
- 19.10 Ensure that all decisions of the Board of Directors are the result of Directors being informed and having adequate opportunity for debate, and are in all ways transparent.
- 19.11 Ensure that sufficient individuals are motivated to nominate for election as Director so that each annual ballot will result in a Board of Directors being formed.

20. COMMITTEES

- 20.1
 - 20.1.1 The Board may from its members elect Committees for any purpose and may delegate any of its powers to any such Committee.
 - 20.1.2 Each Committee must have a Terms of Reference approved by the Board.
 - 20.1.3 Each Committee shall be required to report to the Board concerning its activities.
 - 20.1.4 Each Committee will nominate a Chair approved by the Board.
- 20.2 No Committee shall
 - 20.2.1 take policy actions without the express authorisation of the Board; and
 - 20.2.2 take any executive action without the express authorisation of the Board.
- 20.3 The Chair of the Board shall ex officio be a member of all Committees.
- 20.4 The Board shall have power to appoint any other members to any Committee but such members shall have no voting rights nor shall they be counted in any quorum.
- 20.5 The Board may dissolve any Committee or terminate the appointment of any member of a Committee.
- 20.6 Appointment of Members

At the first meeting of the Board after the Annual General Meeting in each year, the Board shall appoint the members of each Committee for the ensuing year.
- 20.7 Retiring members of the Committees may be reappointed and except where otherwise provided in this Constitution the Chair of the Board shall nominate the Chair and Deputy Chair of each Committee

21. GENERAL MEETINGS

- 21.1 An Annual General Meeting of Members should be held each year.
- 21.2 The Annual General Meeting shall be held within three months after the end of the financial year.
- 21.3 The business of the Annual General Meeting shall include
 - 21.3.1 Confirm the minutes of the last preceding Annual General Meeting and any subsequent General Meetings and Special General Meetings.
 - 21.3.2 Adoption of the Report by the Board of Directors
 - 21.3.3 Adoption of the Report by the CEO.
 - 21.3.4 Adoption of the audited financial statement for the preceding year.
 - 21.3.5 Declaration of the ballot for elected Directors.
 - 21.3.6 Appointment of an Auditor
 - 21.3.7 Motions of which notice has been given.
 - 21.3.8 Any other business accepted by the Chair.
- 21.4 A General Meeting shall be convened by the Board of Directors within 21 days upon receipt of a written request from not less than 20 Members or 20% of Members, whichever is the lesser. Notice of the meeting shall be sent to all Members within 7 days of receipt of the request.
- 21.5 A General Meeting may be convened by the Board of Directors on such occasion as it may determine.
- 21.6 A Special General Meeting may be convened by determination of the Board of Directors should it wish to submit Special Resolutions to amend the Constitution at a time other than the Annual General Meeting. A Special General Meeting shall be convened by the Board of Directors should it wish to submit a Special Resolution for VT to be dissolved.

22. NOTICE OF MEETINGS

- 22.1 Written notice of Meetings, with full details of the resolutions to be submitted to the meeting, shall be provided to all Members.
- 22.2 Written notices shall be issued a number of days prior to the meeting as follows:
 - 22.2.1 For an Annual General Meeting at which no resolution relating to change of Constitution is to be submitted, 30 days
 - 22.2.2 For an Annual General Meeting at which a Special Resolution relating to change of Constitution is to be submitted, 60 days.
 - 22.2.3 For a Special General Meeting, 60 days.

23. QUORUMS FOR MEETINGS

- 23.1 The quorum for any form of General Meeting shall be
 - (a) either 15 Members present, or represented by proxy,
 - (b) or 30% of the membership present, or represented by proxy,whichever is the lesser number..

- 23.2 The quorum to pass a Special Resolution at a Special General Meeting or an Annual General Meeting shall be 15 Members or 30% of the membership, whichever is lesser, present in person at the meeting.
- 23.3 If, within thirty minutes after the time specified for a Meeting, a quorum is not present, the meeting shall lapse, or with the agreement of Members present, be adjourned to date, time and place stated, within 14 days of the adjourned meeting.
- 23.4 If a quorum is not present within thirty minutes of the stated time of the reconvened meeting Members, present in person or by proxy, may proceed with the business of that meeting notwithstanding clause 23.1 and 23.2.

24. VOTING AT MEETINGS

- 24.1 Voting shall be by show of hands, unless a simple majority of Members, present in person or by proxy, call for a secret ballot.
- 24.2 Motions, other than Special Motions, shall be passed by a simple majority. A motion resulting in a tied vote shall be taken as lost.
- 24.3 Special Motion for change of Constitution shall be passed if it is approved by not less than three quarters of the Members present in person at the meeting.
- 24.4 Special Motion to dissolve VT shall be passed if it is approved by not less than three quarters of the Members, present in person at the meeting.

25. FINANCIAL YEAR

- 25.1 VT financial year shall commence each July 1st and run to the subsequent June 30th.

26. COMMON SEAL

- 26.1 The Common Seal of VT shall be kept in the custody of the CEO and may be affixed with the authority of the Board of Directors and countersigned by any two Directors.

27. DISSOLUTION OF VT

- 27.1 VT may be dissolved by passage of a Special Motion at a Special General Meeting called for that purpose and conducted in accordance with the provisions of clauses 21.6, 22 and 23. and 24.4
- 27.2 If, on winding up of VT, any property of VT remains after satisfaction of the debts and liabilities of VT and the costs, charges and expenses of that winding up, that property shall be distributed for charitable, benevolent or research purposes to another organisation in Australia which is approved by the Commissioner of Taxation as a public benevolent institution.
- 27.3 Where the Organisation has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Commonwealth), then where: the Organisation is wound up; or the fund is wound up; or the endorsement under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Commonwealth) is revoked any surplus gifts of money or property, money raised from fundraising events and money received by the entity because of such gifts or contributions

to the Organisation or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with clause 27.2 and is endorsed as a deductible gift recipient; and where the Company is endorsed as a public benevolent institution under section 30-45(1) of the Income Tax Assessment Act 1997 (Commonwealth), is similarly endorsed.

- 27.4 The Directors shall identify the institution at the time of dissolution. If the Directors fail to identify the institution, the Supreme Court of Tasmania shall make the determination.