



volunteering
TASMANIA

CONSTITUTION

VOLUNTEERING TASMANIA INCORPORATED

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TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATIONS.....	1
1.1	Definitions	1
1.2	Interpretation.....	2
1.3	The Act	2
2.	OBJECTS.....	3
2.1	Objects	3
2.2	Powers	3
3.	INCOME AND PROPERTY OF VT.....	3
3.1	Sole Purpose	3
3.2	Payments to Members.....	3
4.	AMENDMENT OF VT CONSTITUTION.....	4
5.	MEMBERSHIP	4
5.1	Categories of Members	4
5.2	Admission to membership.....	4
5.3	Organisation and Corporate Members.....	5
5.4	General.....	5
5.5	Limited Liability.....	5
5.6	Effect of Membership.....	5
6.	CESSATION OF MEMBERSHIP	6
6.1	Cessation.....	6
6.2	Resignation.....	6
6.3	Forfeiture of Rights.....	6
7.	GRIEVANCES AND DISCIPLINE OF MEMBERS	6
7.1	Jurisdiction.....	6
7.2	Regulations.....	7
8.	FEES AND SUBSCRIPTIONS.....	7
8.1	Fees payable by Members.....	7
8.2	Non-Payment of Fees.....	7
9.	GENERAL MEETINGS	7
9.1	Annual General Meeting	7
9.2	Power to convene General Meeting	8
9.3	Notice of General Meeting	8
9.4	No other business	8
9.5	Cancellation or postponement of General Meeting	8
9.6	Written notice of cancellation or postponement of General Meeting.....	8
9.7	Contents of notice postponing General Meeting.....	9
9.8	Number of clear days for postponement of General Meeting	9
9.9	Business at postponed General Meeting	9
9.10	Non-receipt of notice	9
9.11	Proxy voting	9
10.	PROCEEDINGS AT GENERAL MEETING	9

10.1	Number for a quorum	9
10.2	Requirement for a quorum	10
10.3	Quorum and time – Special General Meetings.....	10
10.4	Quorum and time – AGMs	10
10.5	Chair to preside over General Meetings	10
10.6	Conduct of General Meetings	10
10.7	Adjournment of General Meeting.....	10
10.8	Notice of adjourned meeting	11
10.9	Questions decided by majority	11
10.10	Equality of votes.....	11
10.11	Declaration of results.....	11
10.12	Poll	11
10.13	Objection to voting qualification.....	12
10.14	Chair to determine any poll dispute	12
10.15	Minutes	12
11.	VOTES OF MEMBERS	12
11.1	Votes of Members	12
12.	DIRECTORS	13
12.1	Composition of the Board	13
12.2	Portfolios.....	13
12.3	Qualifications	13
12.4	Remuneration of Directors.....	13
12.5	Honorarium	13
13.	ELECTED DIRECTORS.....	13
13.1	Nomination for Board.....	13
13.2	Form of Nomination.....	14
13.3	Elections	14
13.4	Term of Appointment.....	14
14.	APPOINTED DIRECTORS.....	15
14.1	Appointment of Appointed Director.....	15
14.2	Qualifications for Appointed Directors.....	15
14.3	Term of Appointment.....	15
15.	VACANCIES ON THE BOARD.....	15
15.1	Casual Vacancies.....	15
15.2	Grounds for Termination of Director	15
15.3	Board May Act	16
16.	POWERS AND DUTIES OF DIRECTORS.....	16
16.1	Directors to manage VT.....	16
16.2	Specific powers of Directors.....	16
16.3	Delegation of powers.....	16
16.4	Code of Conduct	17
17.	PROCEEDINGS OF DIRECTORS	17
17.1	Directors' meetings.....	17

17.2	Questions decided by majority	17
17.3	Chair's casting vote	17
17.4	Quorum.....	17
17.5	Convening meetings.....	17
17.6	Chair.....	17
17.7	Circulating resolutions	18
17.8	Validity of acts of Directors	18
17.9	Directors' interests.....	18
17.10	Minutes	18
18.	TELECOMMUNICATION MEETINGS OF VT.....	18
18.1	Telecommunication meeting	18
18.2	Conduct of telecommunication meeting.....	19
19.	CEO	19
19.1	Appointment of CEO.....	19
19.2	Powers, duties and authorities of CEO	19
19.3	Suspension and removal of CEO	19
19.4	Delegation by Directors to CEO	20
19.5	CEO to attend meetings	20
20.	PUBLIC OFFICER	20
21.	COMMITTEES.....	20
21.1	Committees.....	20
21.2	Powers delegated to Committees.....	20
21.3	Committee meetings.....	21
22.	REGULATIONS.....	21
22.1	Making and amending Regulations	21
22.2	Effect of Regulations	21
22.3	Existing Regulations.....	21
23.	KEEPING AND INSPECTION OF RECORDS.....	21
24.	ACCOUNTS	21
24.1	Accounting Records	21
24.2	Auditor	22
24.3	Sources and Management of Funds.....	22
25.	SERVICE OF DOCUMENTS.....	22
25.1	Document includes notice.....	22
25.2	Methods of service on a Member	22
25.3	Methods of service on VT	22
25.4	Post	22
25.5	Electronic transmission.....	23
26.	INDEMNITY.....	23
26.1	Indemnity of officers	23
26.2	Insurance.....	23
26.3	Deed.....	23
27.	WINDING UP.....	24

27.1	Contributions of Members on winding up.....	24
27.2	Excess property on winding up	24
27.3	Gift fund.....	24
28.	COMMON SEAL.....	25

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution unless the context requires otherwise:

ACNC Act means the *Australian Charities and Not-for-Profit Commission Act 2012 (Commonwealth)*.

Act means the *Associations Incorporation Act 1964 (Tas)*.

AGM or **Annual General Meeting** means the annual General Meeting of VT required to be held by VT in each calendar year.

Appointed Director means a Director appointed under **clause 14**.

Board or **Directors** means all or some of the Directors of VT acting as a board.

Chief Executive Officer or **CEO** means a person appointed as Chief Executive Officer of VT by the Board under **clause 19**.

Committee means a committee established by the Board under **clause 21**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of VT and includes Elected Directors and Appointed Directors.

Elected Director means a Director of VT elected under **clause 13**.

General Meeting means a general meeting of Members.

Life Member means a Member admitted to VT under **clause 5.1(d)**.

Member means a member of VT under **clause 5**.

Objects mean the objects of VT in **clause 2.1**.

Proxy means a person appointed and authorised as a proxy in accordance with this Constitution.

Public Officer means a person appointed as public officer under **clause 20**.

Regulation means a Regulation made under **clauses 7.2** and/or **22**.

Representative means a person appointed and authorised as a Representative in accordance with this Constitution.

Special Resolution means a resolution that must be passed by a majority of 75% of votes exercisable by Members present in person and online and entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Act.

VT means Volunteering Tasmania Incorporated ABN 36 610 934 969.

1.2 *Interpretation*

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person, or online, or by proxy, attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

1.3 *The Act*

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act or the ACNC Act, the same meaning as in that provision of the Act or the ACNC Act.
- (b) The model rules created under section 16 of the Act are expressly excluded, modified and displaced by this Constitution and accordingly do not apply to VT.

2. OBJECTS

2.1 *Objects*

VT is a charitable organisation established solely for these Objects. The Objects of VT are to:

- (a) encourage, assist and promote volunteering and VT for the benefit of the community in Tasmania;
- (b) at all times promote mutual trust and confidence within VT in pursuit of these Objects;
- (c) promote the economic and community service success, strength and stability of VT;
- (d) promote volunteering in Tasmania through encouragement in voluntary participation based on principles of equity and inclusion;
- (e) support and facilitate pathways to volunteering for all members of the community;
- (f) provide training and development, consultancy, resources and information to volunteer involving organisations and programs;
- (g) influence public policy, research and debate on volunteerism;
- (h) support volunteers and agencies which provide community services including for the relief of poverty, sickness, disability and that work to alleviate disadvantage and vulnerability and to improve the quality of life;
- (i) use and protect the Intellectual Property in pursuit of these Objects;
- (j) apply the property and capacity of VT solely towards the fulfilment of these Objects;
- (k) have regard to the public interest in its operations;
- (l) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

2.2 *Powers*

Solely for furthering the Objects, VT, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

3. INCOME AND PROPERTY OF VT

3.1 *Sole Purpose*

The income and property of VT will be applied only towards the promotion of the Objects.

3.2 *Payments to Members*

No income or property will be paid or transferred directly or indirectly to any Member or Director except for payments to a Member or Director:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to VT; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to VT.

Any proposed payment made to a Director under this clause must first be approved by the Board.

4. AMENDMENT OF VT CONSTITUTION

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

5. MEMBERSHIP

5.1 *Categories of Members*

Members of VT shall fall into one of the following categories:

- (a) Individual Member - Any person who supports the Objects of VT **in clause 2.1**. Individual Members under the age of 15 years are not eligible to vote;
- (b) Organisation Member - Any non-government society, association, service club, local government council, state or commonwealth instrumentality which encourages the participation of volunteers in the delivery of services and supports the Objects of VT **in clause 2.1**;
- (c) Peak Member – Any peak body that supports the Objects of VT **in clause 2.1**;
- (d) Corporate Member - Any corporate body that supports the Objects of VT **in clause 2.1**; and
- (e) Life Member - Any person honoured by VT for meritorious and exceptional service to VT through volunteer effort. The Board 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.

5.2 *Admission to membership*

A person will become a Member, and the Directors will direct the CEO to ensure the Member's name is recorded in the register of Members, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the Regulations and provided the person has signed an application in which they undertake to:

- (a) be bound by this Constitution and the Regulations of VT (including Regulations specific to the relevant category of membership and any relevant Code of Conduct);
- (b) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 8**; and
- (c) support VT in the encouragement and promotion of the Objects.

5.3 Organisation and Corporate Members

Upon entry into membership an Organisation Member, Peak 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.

5.4 General

- (a) Each Member acknowledges that VT may develop and implement Regulations which may set out:
 - (i) the membership criteria (of VT) to be met by the relevant category of Member; and
 - (ii) the privileges and benefits of membership of VT which may include the right to receive notice and attend, and the right to vote at, General Meetings subject to and in accordance with this Constitution.
- (b) No Member whose membership ceases has any claim against VT or the Directors for damages or otherwise arising from cessation or termination of membership and such Member expressly releases VT and the Directors from any such claims.
- (c) Membership is not automatic and Members must renew their membership each year. A membership application including a renewal application may be declined by the Board acting reasonably but otherwise in its absolute discretion.
- (d) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (e) Members must treat workers, contractors and representatives of VT and all other Members with respect and courtesy at all times.
- (f) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of VT.

5.5 Limited Liability

Members have no liability except as set out in **clause 27**.

5.6 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and VT and that they are bound by this Constitution and the Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of VT;

- (d) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of VT, the Members and volunteerism;
- (e) neither membership of VT nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over VT or its property or assets;
 - (ii) any expectation or automatic right of a Member to renewal of their membership of VT; or
 - (iii) subject to the Act and VT acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (f) this Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of volunteering; and
- (g) they are entitled to all benefits, advantages, privileges and services of VT membership.

6. CESSATION OF MEMBERSHIP

6.1 *Cessation*

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the Regulations;
- (d) if a body corporate, being dissolved or otherwise ceasing to exist; or
- (e) that Member no longer meeting the requirements for Membership according to this Constitution and/or the Regulations.

6.2 *Resignation*

For the purposes of **clause 6.1(a)** a Member may resign as a member of VT by giving 30 days written notice to the Board.

6.3 *Forfeiture of Rights*

A Member who or which ceases to be a Member shall forfeit all right in and claim upon VT or the Directors for damages or otherwise or claim upon its property including its intellectual property rights.

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 *Jurisdiction*

All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of VT whether under the Regulations or under this Constitution.

7.2 Regulations

- (a) The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of VT; or
 - (iii) brought themselves or VT into disrepute;
 for investigation, mediation or determination by such other procedure and/or persons as the Board considers appropriate.

8. FEES AND SUBSCRIPTIONS

8.1 Fees payable by Members

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to VT the amounts determined under this **clause 8** in accordance with **clause 8.1(a)(iv)**.

8.2 Non-Payment of Fees

- (a) Subject to **clause 8.2(c)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 8.1(a)(i)** or **clause 8.1(a)(ii)** is in arrears greater than 30 days.
- (b) If the Directors suspend a Member's right to attend and vote at a General Meeting under **clause 8.2(a)** there is no right of appeal in respect of such decision.
- (c) Where a Member is in arrears greater than 30 days then unless otherwise determined by the Directors, that Member's membership ceases.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of VT are to be held:

- (a) according to the Act; and
- (b) otherwise as determined by the Directors (including date and venue).

9.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) Members may convene a General Meeting in accordance with the Act.

9.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors and the auditor of VT; and
 - (ii) in accordance with **clause 25** and the Act.
- (b) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Member or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

9.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act;

at least seven days prior to the date of the General Meeting.

9.7 *Contents of notice postponing General Meeting*

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

9.8 *Number of clear days for postponement of General Meeting*

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 9.6**.

9.9 *Business at postponed General Meeting*

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 *Non-receipt of notice*

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.11 *Proxy voting*

Each voting Member may appoint another voting Member as their Proxy to vote on their behalf at General Meetings of VT. A person may only hold one (1) vote as a proxy. The appointment of a Proxy will be by such form as is prescribed by the Board from time to time. A Proxy may be directed to vote as the appointing Member determines. Completed Proxy forms must be received by the CEO no later than 24 hours prior to the commencement time of a General Meeting.

10. PROCEEDINGS AT GENERAL MEETING

10.1 *Number for a quorum*

The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is fifteen of the total number of Members.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

10.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

10.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an AGM has been adjourned under **clause 10.4(a)**, if at the adjourned AGM a quorum is still not present then such Members as are present shall constitute a quorum for the adjourned meeting only.

10.5 Chair to preside over General Meetings

- (a) The Chair of the Board is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, a Director (or other person) chosen by a majority of the Directors present will preside as chair.

10.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion,

question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

10.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of VT, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

- (a) If a poll is properly demanded in accordance with the *Corporations Act 2001 (Commonwealth)* or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Member entitled to vote will have the number of votes fixed under **clause 11.1**.
- (b) A poll demanded on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.

- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

10.15 Minutes

- (a) The CEO must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each AGM must include:
 - (i) the financial statements submitted to the Members under the Act;
 - (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of VT; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

11. VOTES OF MEMBERS

11.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll each Member shall have one vote. Each Organisation, Peak and Corporate Member will exercise its vote by its appointed, authorised Representative.

12. DIRECTORS

12.1 *Composition of the Board*

- (a) The number of Directors (both elected Directors and appointed Directors) shall not exceed 11.
- (b) The number of elected Directors shall be 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**.
- (c) 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.

12.2 *Portfolios*

The Board may allocate portfolios to Directors.

12.3 *Qualifications*

- (a) The Board may determine from time-to-time job descriptions and qualifications for Directors.
- (b) Elected Directors need to be Members.

12.4 *Remuneration of Directors*

A Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by VT for services rendered to it other than as a Director; and
- (b) reimbursed by VT for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or VT; or
 - (ii) otherwise engaged on the affairs of VT.

12.5 *Honorarium*

VT may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

13. ELECTED DIRECTORS

13.1 *Nomination for Board*

- (a) 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.

- (b) provided that a period of not less than 14 days shall be prescribed between a notice to Members seeking nomination for election of Directors and the close of acceptance of nominations.
- (c) and further provided that a period of not less than 14 days shall be prescribed between the dispatch of ballot papers to Members and the close of acceptance of completed ballot papers.

13.2 Form of Nomination

Nominations must:

- (a) be in writing on the prescribed form (if any);
- (b) demonstrate that the nominee meets the skills and qualifications for the position (if any) as determined by the Board;
- (c) be certified by the nominee expressing their willingness to accept the position for which they are nominated.

13.3 Elections

- (a) If the number of eligible nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 15.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) Voting shall be conducted using the exhaustive preferential ballot method, and shall be by secret ballot on papers prepared by the CEO. For the avoidance of doubt, a candidate must receive 50% plus one to be elected.
- (e) If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies.

13.4 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of three years. 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.
- (b) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of six consecutive years (two terms) shall be eligible for re-election as a Director until the second AGM following the date of conclusion of their last term as a Director.

14. APPOINTED DIRECTORS

14.1 *Appointment of Appointed Director*

The Elected Directors may appoint up to four Appointed Directors in accordance with this Constitution.

14.2 *Qualifications for Appointed Directors*

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation. Appointed Directors need to be Members.

14.3 *Term of Appointment*

Directors appointed under **clause 14.1** may be appointed by the Elected Directors in accordance with this Constitution for a term of up to one year, which shall commence and conclude on dates as determined by the Elected Directors.

15. VACANCIES ON THE BOARD

15.1 *Casual Vacancies*

Any casual vacancy

- (a) that occurs in the position of a Director may be filled by the Board from among appropriately qualified persons; and
- (b) may only be filled for the remainder of the vacating Director's term under this Constitution.

15.2 *Grounds for Termination of Director*

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director meets one or more of the following criteria:

- (a) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (c) resigns their office in writing to VT;
- (d) is absent without the consent of the Board from meetings of the Board held during a period of nine months;
- (e) is or becomes an employee of VT;
- (f) is directly or indirectly interested in any contract or proposed contract with VT and fails to declare the nature of their interest;
- (g) ceases to be a Responsible Person under the ACNC Act;
- (h) dies;

- (i) after reasonable consideration by the Board the Board determines the Director:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of VT; or
 - (ii) has brought themselves or VT into disrepute;

provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a Director of a corporation under the Corporations Act.

15.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Directors to manage VT

The Directors will manage VT's business and may exercise those of VT's powers that are not required, by the Act or by this Constitution, to be exercised by VT in General Meeting.

16.2 Specific powers of Directors

Without limiting **clause 16.1**, the Directors may exercise all VT's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of VT or of any other person.

16.3 Delegation of powers

- (a) In addition to the powers under **clause 21**, the Directors may, by resolution or by power of attorney or otherwise in writing, delegate any of their powers to the CEO or any employee of the VT or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.

- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

16.4 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the Code of Conduct in light of the general principles of good corporate governance.

17. PROCEEDINGS OF DIRECTORS

17.1 Directors' meetings

Subject to **clause 17.5** the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

17.2 Questions decided by majority

Each Director present in person or online has one vote on a matter arising for decision by Directors. A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person or online and entitled to vote. In the event of a tie, the motion is not carried.

17.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

17.4 Quorum

Half of the current Directors plus one present constitutes a quorum.

17.5 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, by electronic means, by post or by telephone.
- (c) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

17.6 Chair

- (a) The Directors will appoint a Chair. The Chair will hold this office, subject to this Constitution, for so long as they remain a Director, and agree to continue as Chair

- (b) If the Chair is:
 - (i) not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (ii) unwilling to act;

the Directors present may elect one of their number to be Chair of the meeting.

17.7 *Circulating resolutions*

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director required signs.
- (d) If consensus is not achieved, then the Directors must convene a Board meeting to discuss the matter.

17.8 *Validity of acts of Directors*

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

17.9 *Directors' interests*

- (a) A Director shall declare to the Board that Director's interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Commonwealth)*, and that Director must absent themselves from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The CEO shall maintain a register of declared interests.

17.10 *Minutes*

The Directors must cause minutes of meetings to be made and kept according to the Act. and the *Corporations Act 2001 (Commonwealth)*.

18. TELECOMMUNICATION MEETINGS OF VT

18.1 *Telecommunication meeting*

- (a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:

- (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 18**.

18.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the VT:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce their presence to all other persons taking part in the meeting;
- (d) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting; and
- (e) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

19. CEO

19.1 Appointment of CEO

The Directors may appoint a CEO.

19.2 Powers, duties and authorities of CEO

- (a) If appointed the CEO holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

19.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

19.4 *Delegation by Directors to CEO*

The Directors delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of VT. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of VT;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of VT;
- (e) employ such personnel as the CEO deems necessary from time to time and for such period and on such conditions as the CEO determines; and
- (f) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

19.5 *CEO to attend meetings*

If appointed the CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of VT, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

20. PUBLIC OFFICER

- (a) There must be a Public Officer who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under the Act the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors. Subject to this Constitution the Public Officer is not entitled to remuneration unless the Public Officer is also the CEO.

21. COMMITTEES

21.1 *Committees*

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

21.2 *Powers delegated to Committees*

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board.

- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

21.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

22. REGULATIONS

22.1 Making and amending Regulations

- (a) In addition to Regulations made under **clause 7.2** the Directors may from time to time make Regulations (however named or described) which in their opinion are necessary or desirable for the control, administration and management of VT's affairs and volunteering in Tasmania and may amend, repeal and replace those Regulations.
- (b) Interpretation of the Regulations is solely the province of the Directors.

22.2 Effect of Regulations

A Regulation:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

22.3 Existing Regulations

All existing regulations, rules and policies of VT in force at the time of adoption of this Constitution will continue in force unless they are inconsistent with or replaced by this Constitution or until new Regulations are made under this **clause 22** replacing them.

23. KEEPING AND INSPECTION OF RECORDS

- (a) The Directors will ensure VT Board records are kept for a period of seven years from their creation.
- (b) Subject to privacy and confidentiality obligations Members shall have the right to inspect documents of VT Board as permitted by the Act.
- (c) The Board may impose conditions on a Member's inspection of VT Board documents under this clause or may refuse such inspection where the Board reasonably considers that the Member is not seeking and/or undertaking the inspection in good faith and/or for a proper purpose.

24. ACCOUNTS

24.1 Accounting Records

The Directors will ensure proper accounting and other records are kept and will distribute copies of financial statements as required by the Act and the ACNC Act.

24.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

24.3 Sources and Management of Funds

The funds of VT:

- (a) may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine; and
- (b) will be managed by the Directors subject to this Constitution, the Act and the ACNC Act.

25. SERVICE OF DOCUMENTS

25.1 Document includes notice

In this **clause 24.3**, document includes a notice.

25.2 Methods of service on a Member

VT may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an electronic address nominated by the Member.

25.3 Methods of service on VT

A Member may give a document to VT by:

- (a) delivering it to VT's registered office;
- (b) sending it by post to VT's registered office; or
- (c) sending it to an electronic address nominated by VT.

25.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail; and

in either case is taken to have been received on the second business day after the date of its posting.

25.5 *Electronic transmission*

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the electronic transmission; and
- (b) have been delivered on the business day following its transmission.

26. INDEMNITY

26.1 *Indemnity of officers*

Every person who is or has been:

- (a) a Director;
- (b) CEO; or
- (c) Public Officer;

is entitled to be indemnified out of the property of VT against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (i) VT is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (ii) an indemnity by VT of the person against the liability or legal costs would, if given, be made void by statute.

26.2 *Insurance*

VT may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Public Officer or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) VT is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if VT paid the premium, be made void by statute.

26.3 *Deed*

VT may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 26.1** on the terms the Directors think fit (as long as they are consistent with clause **26.1**.)

27. WINDING UP

27.1 Contributions of Members on winding up

- (a) Each Member must contribute to VT's property if VT is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of VT's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves;
 and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to VT's property if VT is wound up.

27.2 Excess property on winding up

- (a) If on the winding up or dissolution of VT, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having charitable, benevolent or research objects similar to those of VT; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

27.3 Gift fund

Where VT 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:

- (a) VT is wound up; or
- (b) the fund is wound up; or
- (c) 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 VT because of such gifts or contributions to VT 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.

28. COMMON SEAL

- (a) If VT has a common seal it shall:
 - (i) be kept in the custody of the CEO; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Directors.
- (b) A Director may not sign a document to which the seal of VT is fixed where the Director is interested in the contract or arrangement to which the document relates.