



Volunteering Australia Inc

**STATEMENT OF OBJECTS
AND RULES**

Volunteering Australia Inc

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RULES

PART I PRELIMINARY

1. Interpretation

(1) In these Rules:

"Affiliate Member" means an organisation that is approved as an Affiliate Member under Rule 4.

"Associate Member" means an individual or entity that is approved as an Associate Member under Rule 5.

"Act" means the Associations Incorporation Act 1991 (ACT) or any re-enactment or statutory modification.

"Board" means the board of Board Members of Volunteering Australia, which is the 'committee' for the purposes of the Act.

"Board Member" means a person elected to that role pursuant Rule 17 or appointed in accordance with Rule 16(5), and such person is a member of the 'committee' for the purposes of the Act.

"Foundation Member" means a member that is stated as being a Foundation Member under Rule 2.

"Full Voting Rights" in relation to a Member means that Member has the right to vote at general meetings in relation to all matters that require Member approval, comprising the matters covered by both Limited Voting Rights and Reserved Voting Rights and includes the right to vote to remove board members.

"Limited Voting Rights" in relation to a Member means the right for that Member to vote at general meetings of Members on the following matters requiring Member approval in accordance with these Rules:

- votes or motions of no confidence (but not to remove Board Members);
- election of Board Members;
- matters involving or concerning policy and advocacy work of VA;
- matters involving or concerning the strategic plan of VA, including endorsement thereof;
- matters in relation to the general business or operations of VA;

but no other matters and specifically, a Member that has Limited Voting Rights, only, has no right to vote on any matter that requires a special resolution of Members.

"Life Member" means a person or organisation that is approved as a Life Member pursuant to Rule 6.

"Member" means a:

- Foundation Member as set out in Rule 2;
- an organisation approved as a National Member under Rule 3;
- an Affiliate Member approved under Rule 4;

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- an Associate Member approved under Rule 5; or
- Life Member approved under Rule 6.

"Membership" means the status of being a Member and where used together with a particular class of Member, means the status of being a Member of that class (e.g. National Membership means the status of being a National Member).

"National Member" means an organisation that is approved as a National Member under Rule 3

"Public Officer" means a person who is a resident of the Australian Capital Territory, who is at least 18 years of age and who is appointed pursuant to section 58 or 59 of the Act.

"Reserved Voting Rights" in relation to a Member means the right for that Member to vote at general meetings on matters which require special resolutions of Members in accordance with these Rules or the Act, or are not otherwise subject to Limited Voting Rights, including (for example):

- votes to remove Board Members;
- spill of the Board;
- winding up of VA;
- cessation of any material part of the operation of VA; and
- changes, amendments, revocation or replacement of these Rules; and
- any matters stated in these Rules as being subject to Reserved Voting Rights.

"Secretary" means the person holding the office of secretary or, where no person holds that office, the Public Officer of Volunteering Australia.

"Statement of Objects" or "objects" mean the Statement of Objects at Part II to these Rules.

"VA" or "Volunteering Australia" means Volunteering Australia Incorporated.

"Volunteering" means time willingly given for the common good and without financial gain.

(2) In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

PART II Statement of Objects

As the national peak body for volunteering the primary objects of Volunteering Australia are to:

- Provide material aid, practical assistance to any of its member organisations and to any individuals, particularly disadvantaged citizens, requiring assistance in volunteering;
- To provide and fund programs to assist disadvantaged people in situations of helplessness obtain suitable volunteer work in order for them to become more self-reliant during periods of unemployment, gain experience and develop their capacities for obtaining employment.
- Without limiting the generality of the foregoing, for any other public benevolent purposes allowed under section 30-45, item 4.1.1 of the *Income Tax Assessment Act (Cth) 1997* or any statutory modification or re-enactment thereof for the time being in force.

Solely for the purpose of fulfilling the primary object as set out above, the secondary purposes of Volunteering Australia are to:

- Operate as a not-for-profit association to promote and facilitate public interest and voluntary citizen participation in volunteering;
- Represent the diverse views and needs of the volunteer movement while promoting the activity of volunteering as one of enduring social, cultural and economic value;
- Encourage and support the development of innovative and meaningful volunteer programs to meet community needs and to allow disabled and unemployed people in situations of helplessness, sickness or distress develop skills to become self-reliant and develop their capacities for community involvement, participation and where possible, employment;
- Advocate to government in relation to both policy and funding decisions for the rights of volunteers, the recognition of the value of volunteering, and the implementation of best practice standards for volunteer involvement in not-for-profit organisations;
- Provide a community services through the provision of research, education, training and resources, opportunities for networking and information sharing and encourage mutual support among members and individual volunteers;
- Carry on without purpose or gain for its members, and to ensure any profits or creditations to the Association shall be used in promoting its purposes; and
- Endorse the principles of the United Nations Universal Declaration of Human Rights- Article 19 and the 2030 Sustainable Development Goals in response to the many challenges faced by the world today and into the future.
- Do all such things incidental to the achievement of the primary objects.

PART III MEMBERSHIP

2. Foundation Members

Subject to Rule 11, the foundation members of VA are:

- (a) Volunteering and Contact ACT;
- (b) Volunteering SA & NT Inc;
- (c) The Centre for Volunteering NSW
- (d) Volunteering Queensland (incorporated as Volunteer Centre of Queensland);
- (e) Volunteering Tasmania Inc;
- (f) Volunteering Victoria Inc;
- (g) Volunteering Western Australia (incorporated as Volunteer Centre of Western Australia).

Any Foundation Member which ceases to be a Member of VA under Rule 11 may again apply for membership of VA in the manner prescribed by Rule 3(4) - (11) and only after any period of suspension or termination has been met. On reinstatement as a Member that organisation would again be given the status of a Foundation Member.

The Foundation Members and Volunteering Australia may (but without the obligation to do so) agree a statement of intent reflecting the underpinning principles and common objectives for the network of peak volunteering organisations.

Foundation Members and Volunteering Australia have agreed a statement of intent between them for the purposes of the preceding paragraph. The statement of intent may be amended, terminated, replaced or substituted by ordinary resolution of a general meeting where only the Foundation Members are entitled to vote. While in force the statement of intent will provide mutual commitments between Foundation Members and Volunteering Australia.

3. National Membership

- (1) National Peak or Industry bodies and organisations that carry out structured volunteering activities across more than two Foundation Member's area of operation may apply to be a National Member of VA as provided in these Rules. An organisation that applies and is approved for membership is eligible to be a National Member of VA on payment of the entrance fee and annual subscription payable under these Rules, subject to the remainder of this Rule 3.
- (2) For the purpose of this clause an "organisation" means an incorporated company, association or other form of legal entity together with any organisation incorporated under statute, letters patent or royal charter. Natural persons and individuals may not apply or be approved as National Members, but may be Affiliate Members, Associate Members or Life Members subject to these Rules.
- (3) An organisation who is not a Member of VA at the time of the incorporation of VA (or who was a Member

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at that time but has ceased to be a member) must not be admitted to National Membership unless:

- (a) it applies for Membership in accordance with sub-rule (4); and
 - (b) the admission as a National Member is approved by the Board.
- (4) An application of an organisation for National Membership of VA must:
- (a) be made in writing in a form approved by the Board from time to time for this purpose; and
 - (b) include a statement that the organisation agrees to be bound by the Statement of Purposes and Rules of VA as are currently in force; and
 - (c) be lodged with the Secretary of VA.
- (5) As soon as is practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (6) The Board must determine whether to approve or reject the application.
- (7) If the Board approves an application for National Membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for National Membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (8) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (7), enter the applicant's name in the register of National Members.
- (9) An applicant for National Membership becomes a Member of VA and is entitled to exercise all rights of National Membership subject to these Rules when its name is entered in the register of National Members.
- (10) If the Board rejects an application for National Membership, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) The entrance fee and the annual subscription is the relevant amount determined in accordance with Rule 8.

4. Affiliate Membership

- (1) A person or entity that applies and is approved for Affiliate Membership as provided in these Rules is eligible to be an Affiliate Member of VA on payment of the entrance fee and annual subscription payable

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under these Rules.

- (2) Affiliate Membership is for Individuals or entities who are passionate about volunteering and want to show their support by joining their national peak body. It provides some ability to engage with the work of Volunteering Australia but does not entitle the Member to participation in the governance of the organisation or to access the services available to National Members and Foundation Members.
- (3) A person must not be admitted to Affiliate Membership unless:
 - (a) he or she applies for Membership in accordance with sub-rule (4); and
 - (b) the admission as an Affiliate Member is approved by the Board.
- (4) An application of a person for Affiliate Membership of VA must:
 - (a) be made in a form approved by the Board for this purpose; and
 - (b) include a statement that the person agrees to be bound by the Statement of Purposes and Rules of VA as are currently in force; and
 - (c) be lodged with the Secretary of VA.
- (5) As soon as is practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (6) The Board must determine whether to approve or reject the application.
- (7) If the Board approves an application for Affiliate Membership, the Secretary must, as soon as practicable:
 - (a) notify the applicant in writing of the approval for Affiliate Membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (8) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (7), enter the applicant's name in the register of Affiliate Members.
- (9) An applicant for Affiliate membership becomes an Affiliate Member of VA and is entitled to exercise all rights of Affiliate Membership subject to these Rules when its name is entered in the register of Affiliate Members.
- (10) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) The entrance fee and the annual subscription for an Affiliate Member is the relevant amount determined in accordance with Rule 8.

5. Associate Membership

There shall be Associate Members of VA comprising of members of Foundation Members

- (1) Each person or entity that is a member of a Foundation Member will be deemed to be an Associate Member of VA, unless or until they:
 - (a) decline to be an Associate Member of VA; or
 - (b) resign as an Associate Member of VA.
- (2) Associate Members will not be liable to pay any entrance or annual subscription fees and will not be required to contribute to any costs, expenses, or discharge of debts in relation to VA or its winding up whatsoever.
- (3) Each Foundation Member must:
 - (a) notify each of their respective members that those members will automatically be Associate Members of VA unless they opt out;
 - (b) notify each person or entity that applies to be a member of the relevant Foundation Member that, if they are accepted as a member of that Foundation Member or, such person or entity will also automatically be an Associate Member of VA, unless they opt out.
- (4) An Associate Member's Membership with VA is linked to their membership in relation to the relevant Foundation Member, and in that regard:
 - (a) if the Associate Member ceases to be a member of a Foundation Member, they also automatically cease to be an Associate Member;
 - (b) if the Foundation Member, of which an Associate Member is the member, ceases to be a Foundation Member of VA, then that Associate Member immediately ceases to be an Associate Member (unless they are the member of another Foundation Member).
- (5) Any member of a Foundation Member who is not an Associate Member of VA by reason of Rules 5(1)(a) or 5(1)(b) may, at any time, apply to become an Associate Member of VA by notifying the relevant Foundation Member. In circumstances where the former Associate Member has ceased to be a member for other reasons, and the Foundation Member may refer the application with a recommendation to the VA Board, which may approve such application at its sole discretion, and will inform the applicant and the Foundation Member of the outcome.
- (6) In determining the entrance or annual subscription fees payable by Foundation Members, or making any recommendations in that regard, the Board should consider the number of members of each Foundation Member who would be Associate Members.
- (7) Each Foundation Member must maintain, and by 30 September of each year, provide to VA:

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- (a) their register of members; and
- (b) a register of their members who have notified the relevant Foundation Member that they do not wish to be an Associate Member of VA (or who have resigned as an Associate Member of VA); and

each Foundation Member must make such registers available for inspection at their registered office by any Member of VA, the Australian Charities and Not for profits Commission (ACNC), and ACT register from time to time.

- (8) The combination of each Foundation Member's register, less the persons or organisations:
 - (a) listed on Foundation Members' register who do not wish to be an Associate Member of VA (or who have resigned as an Associate Member of VA); or
 - (b) who have notified VA directly that they resign or do not wish to be an Associate Member of VA;

shall be taken to be VA's register of Associated Members. VA is not required to maintain a physical, consolidated version of its register of Associated Members, and may rely on the register(s) maintained by Foundation Members in that regard.

6. Life Membership

- (1) The Board may propose for consideration by General Meeting Life Membership to individuals that have given exceptional service to VA. An individual may only be offered Life Membership if the offer is approved by an ordinary resolution at a General Meeting.
- (2) An individual that is subsequently offered Life Membership by a general meeting shall be notified by the Secretary and may accept that offer by written notice to the Secretary.
- (3) Within 28 days of the Secretary receiving notice that a person who has been offered Life Membership of VA accepts such offer, the Secretary must enter such person's name in VA's register of Life Members.
- (4) A Life Member may exercise all rights and entitlements of Life Membership subject to these Rules as soon as their name is entered in VA's register of Life Members.

7. Rights of Members

- (1) The rights, entitlements and restrictions on each class of Membership are as set out in this Rule 7.
- (2) Foundation Members have all rights and entitlements that may be afforded a Member by VA, including:

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- (a) the right to access, use or utilise any services made available by VA in favour of any Members;
 - (b) the right to participate in policy work or development of VA's strategic plan;
 - (c) the right to receive notice of, attend and speak at all general meetings of VA; and
 - (d) the right to vote on all matters at general meetings of VA – and in that regard, Foundation Members have Full Voting Rights.
- (3) National Members and Life Members:
- (a) have the right to access, use or utilise services made available by VA in favour of National Members and Life Members (respectively);
 - (b) may participate in policy work or have input into VA's strategic plan;
 - (c) are entitled to receive notice of, attend and speak at general meetings of VA except in relation to matters which are subject to Reserved Voting Rights; and
 - (d) have Limited Voting Rights, only.
- (4) Affiliate Members and Associate Members;
- (a) Have the right to access, use or utilise services made available by VA in favour of Affiliate Members and Associate Members (respectively);
 - (b) May participate in policy work or have input into VA's strategic plan;
 - (c) Are entitled to receive notice of, attend and speak at general meetings of VA except in relation to matters which are subject to Reserved Voting Rights; and
 - (d) Do not have any rights to vote on any matter raised at general meetings of VA.
- (5) For the avoidance of doubt, the rights and entitlements of Associate Members are benefits granted by VA to the Foundation Members which are then passed on by the Foundation Members to their respective members, in a timely manner, and in that regard:
- (a) where VA gives a notice to Foundation Members that affects Associate Members (e.g. a notice calling a general meeting), the Foundation Members must forward that notice to each of their members who are Associate Members of VA;
 - (b) despite any other provisions of these Rules, VA is deemed and taken to give notice to all Associate Members who are members of a particular Foundation Member if VA gives the relevant notice to that Foundation Member; and

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- (c) VA is not required to give Associate Members notice in any other way, except pursuant to sub-rule (5)(a) above.

8. Membership Fees

- (1) The entrance fee and annual membership fee for any Member or class of Member will be determined by a resolution at a general meeting upon consideration of a recommendation by the Board from time to time.
- (2) Without limiting the generality of this Sub-Rule (1), a general meeting of Members may approve a formula or mechanism for determining the annual membership fee for any one or more classes of Membership upon consideration of a recommendation by the Board. If approved, the annual membership fee for Members will be calculated in accordance with that formula or mechanism until amended or revoked by resolution at a general meeting upon consideration of a recommendation by the Board.
- (3) The Board may propose different levels of fees for each class of membership, consistent with the provisions of this Statement of Objects and Rules.
- (4) The annual membership fee is payable:
 - (a) except as provided by paragraph (b), before 30 June in each year; or
 - (b) where a person or organisation becomes Member on or after 30 June in any year at the end of the current quarter, calculated on a pro rata basis for the remaining full quarters of the year ending 30 June.

9. Register of Members

- (1) The Public Officer of VA must establish and maintain a register of its members, specifying the name and address of each membership class, subject to Sub-Rule 5(7) - (8).
- (2) The register of members must be kept at the registered office of VA and must be open for inspection by any Member of VA, the Australian Charities and Not for profits Commission (ACNC), and ACT register, subject to Sub-Rule 5(7) - (8).

10. Membership Entitlements Not Transferable

A right, privilege or obligation which a Member has by reason of being a Member of VA:

- (1) is not capable of being transferred or transmitted to another organisation or person; and
- (2) terminates upon cessation of the person or organisation's Membership.

11. Cessation of Membership

An organisation or person ceases to be a Member of VA if it or the person:

- (1) dies or, in the case of an organisation, is wound up; or
- (2) resigns from membership of VA; or
- (3) is expelled from VA; or
- (4) fails to renew membership in VA.

Where a Member ceases to be a member of VA, the Secretary must make an appropriate entry in the register of members recording the date on which the Member ceased to be a member.

12. Members' Liabilities

The liability of a Member to contribute towards the payment of debts and liabilities of VA or the costs, charges and expenses of the winding up of VA is limited to the amount, if any, unpaid by the Member in respect of membership of VA as required by Rule 8.

13. Disciplining Members

- (1) Where the Board is of the opinion that a Member:
 - (a) has persistently refused or neglected to comply with a provision of these Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of VA; or
 - (c) fails to pay the annual membership fee as required by sub-rule 8(4) within a period of 3 months from the date on which it is payable or such longer time as the Board may from time to time determine.

the Board may, by resolution:

- (i) expel the Member from VA; or
 - (ii) suspend the Member from such rights and privileges of membership of VA as the Board may determine for a specified period.
- (2) A resolution of the Board under sub-rule (1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member organisation of a notice under sub-rule (3), confirms the resolution in accordance with this rule.

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- (3) Where the Board passes a resolution under sub-rule (1), the Secretary must, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of the meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in sub-rule (2) the Board:
 - (a) May give the Member mentioned in sub-rule 1 an opportunity to make oral representations; and
 - (b) Must give due consideration to any oral or written representations submitted to the Board by that Member at or before the meeting; and
 - (c) by resolution determine whether to confirm or revoke the resolution of the Board made under sub-rule (1).
- (5) Where the Board confirms a resolution under sub-rule (4), the Secretary must, within 7 days after that confirmation, by notice in writing inform the Member of that confirmation and of the member's right of appeal under Rule 14.
- (6) A resolution confirmed by the Board under sub-rule (4) does not take effect:
 - (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (b) where within the period the Member exercises the right of appeal, unless and until VA confirms the resolution in accordance with sub-rule 14(4).

14. Right of Appeal of Disciplined Member

- (1) A Member may appeal to VA in general meeting against a resolution of the Board which is confirmed under sub-rule 13(4), within 7 days after notice of the resolution is served on the Member, by lodging

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with the Secretary a notice to that effect.

- (2) Upon receipt of a notice under sub-rule (1), the Secretary must notify the Board which must convene a general meeting of VA to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of VA convened under sub-rule (2):
 - (a) the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (b) the Members present must vote by secret ballot on the question of whether the resolution made under sub-rule 14(4), should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 13(4), that resolution is confirmed.
- (5) Where a Member is expelled, the Secretary must refund to the Member the pro rata amount of the membership fee the Member has paid for the balance of that year.

PART IV THE BOARD

15. Powers of The Board

The Board, subject to the Act, the Regulations, these Rules, and to any resolution passed by VA in general meeting:

- (1) will control and manage the affairs of VA;
- (2) may exercise all functions that may be exercised by VA other than those functions that are required by these Rules to be exercised by in general meeting; and
- (3) has the power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of VA.
- (4) The Board shall appoint a Public Officer which may be a Board member or the VA CEO.

16. Constitution of Board

- (1) The Board of VA will consist of up to nine (9) Board Members. Where Members resolve at a general meeting that there are suitable nominees, there shall be at least seven (7) members.
- (2) VA Board Members will collectively have the skills required to control and manage the affairs of VA.

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- (3) Subject to sub-rule (5) below, Board Members hold office for an initial three-year term. Each Board Member must, and is taken to automatically retire, at the end of their term.
- (4) Subject to sub-rule (6), Board Members who retire from office pursuant to Sub-Rule (3) are eligible to be re-elected for one subsequent three-year term and then must resign and remain out of office for a full three years before standing again for election or appointment as a Board Member, unless that subsequent three-year term is extended in accordance with Sub-Rule (6) in which event such Board Members must resign at the conclusion of their extended term and remain out of office for a full three years before standing for election or appointment as a Board Member.
- (5) In the event of a casual vacancy in the Board for any reason, the Board may, by resolution, accept the nomination of, and appoint, a new person to fill the vacancy and that person will hold office until the next general meeting of Members where:
 - (a) the Members may resolve that the person's appointment is confirmed, in which case, they are deemed to have been elected to the Board in accordance with Rule 17, but their term for the purposes of sub-rule (3), commences when they were first appointed by the Board; or
 - (b) the Members may resolve that the person should be removed from office, in which case, that person ceases to be a Board Member.
- (6) A Board Member who was elected on or before 29 November 2019 may (by no later than the board meeting immediately preceding the conclusion of that Board Member's term) request an extension of their term and the Board may, by resolution, extend such Board Member's term by up to 12 months. This extension may occur only once for any individual Board member.

17. Election of Board Members

- (1) A person (whether or not a member of VA) may be considered for election as a Board Member. Any Member may suggest a person, or a person may self-nominate to be a Board Member. The nomination for Board Member shall be submitted in a form determined by the Board for that purpose from time to time.
- (2) All persons nominated to be Board Members who have accepted their nomination are to be put forward for election by eligible Members at VA's annual general meeting.
- (3) When calling the annual general meeting, or at the general meeting itself, VA will make available to the Members entitled to vote:
 - (a) any statements made by the person(s) nominated for election;
 - (b) the views of the Board and/or any nominations committee in relation to nominees for election as a Board Member, and/or as to the priority or skills requirements for Board.
- (4) Unless otherwise agreed by Special Resolution, a nominee for the Board shall not be appointed or elected if the nominee is a paid employee of a Foundation Member.

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- (5) Until 1 July 2019, the process for considering the claims of Board candidates shall involve a Nominations Committee established by the Board. The Nominations Committee shall:
 - (a) Develop the criteria for assessing the skills and experience required for the Board,
 - (b) Identify the skills, experience, personal attributes and diversity required of Board Members,
 - (c) Assist the Board to identify priority skill requirements,
 - (d) Receive, and assess the relative strengths of potential nominations,
 - (e) Provide a summary report on all nominations received for consideration by Members entitled to vote on the election of a Board Member
- (6) From 1 July 2019, the Board may determine the suggested or preferred process for considering or assessing potential Board Members and shall inform Foundation, Life and National Members (being the voting members) accordingly.
- (7) This sub-rule applies to Board Members elected at the first annual general meeting following the adoption of the version of these Rules which first contains this particular provision:
 - (a) one third of the Board Members elected at that annual general meeting (rounded up to the nearest number) shall have a term of 1 year;
 - (b) one third of the Board Members elected at that annual general meeting (rounded up to the nearest number) shall have a term of two years;
 - (c) the remaining Board Members elected at that annual general meeting shall have a term of three years;
 - (d) unless otherwise agreed by resolution at the annual general meeting the term for Board Members appointed at that annual general meeting will be determined firstly by the number of positive votes cast such that Board Members who received the most positive votes have a longer term, and in the event that there is a tie in the number of positive votes for two or more Board Members, the chair of the annual general meeting shall conduct a random lottery in the manner he or she sees fit.

18. Removal of Board Members

- (1) VA in general meeting may by special resolution, subject to section 50 of the Act, remove any Board Member from the office of Board Member before the expiration of that Board Member's term of office.
- (2) The Board may by resolution, subject to section 50 of the Act, remove any Board Member appointed by them from the office of Board Member before that Board Member's appointment has been confirmed by a general meeting of members.

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19. Office-Bearers

- (1) Office-Bearers will comprise of the following:
 - (a) the Chair
 - (b) the Deputy-Chair
 - (c) the Secretary
 - (d) Treasurer
- (2) Office-Bearers will be elected by each newly constituted Board from amongst the Board Members at its first meeting immediately following the annual general meeting, in accordance with Rule 27(a).
- (3) An Office Bearer:
 - (a) immediately and automatically ceases to hold office if they cease to be a Board Member;
 - (b) may be removed as an Office Bearer by resolution of the Board; and
 - (c) may resign as an Office Bearer at any time by written notice to the Secretary.

20. Chair

The Chair shall:

- (1) Preside at meetings and the association and the Board in accordance with the Act and these Rules;
- (2) Represent the Board or the organisation in dealings with external organisations as appropriate
- (3) Provide general guidance and oversight to the CEO of VA from time to time;
- (4) Undertake the functions of an Office-Bearer as required

21. Deputy-Chair

The Deputy-Chair shall:

- (1) undertake the functions of the Chair when the Chair is not available,
- (2) represent the Board or the organisation as appropriate
- (3) Undertake the functions of an Office-Bearer as required

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22. Secretary

- (1) The Secretary must ensure that records are kept of:
 - (a) all elections and appointments of Office-Bearers and the Board;
 - (b) the names of Board Members present at Board meetings, a general meetings and operations meetings; and
 - (c) all proceedings at Board meetings, and general meetings.
- (2) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by a person presiding at the next meeting.

23. Treasurer

The Treasurer shall oversee the financial affairs of VA, including:

- (1) ensuring records are kept of financial transactions of VA;
- (2) overseeing the preparation of financial budgets, statements and reports;
- (3) reporting and presenting to the Board and members at Board meetings or general meetings (respectively) in relation to the financial position of VA, and any associated budgets, statements and reports.

24. CEO

- (1) The Board may, by resolution, appoint a Chief Executive Officer (CEO) of VA to do all things that the Board authorises such CEO to do from time to time.
- (2) The Board may appoint the CEO on such terms and conditions as it sees fit.
- (3) Subject to the terms on which the Board appoints the CEO, the Board may remove the CEO by resolution at a Board meeting.

25. Vacancies

For the purposes of these Rules, a casual vacancy in the Board occurs if a Board Member:

- (1) dies;
- (2) resigns from office; or

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- (3) is removed from office pursuant to Rule 18; or
- (4) becomes an insolvent under administration within the meaning of the Corporation Act, or becomes bankrupt; or
- (5) suffers from mental or physical incapacity; or
- (6) is disqualified from office under the Act; or
- (7) is absent without the consent of the Board from 3 consecutive meetings of the Board;

and such Board Member (if not already removed) is automatically and immediately removed as a Board Member if any of the preceding events occur.

26. Resignation of Board Members

A Board Member may resign from his/her office by giving notice in writing to the Secretary.

27. Board Meetings and Quorum

- (1) Subject to Rule 27(a), the Board must meet at least five (5) times in each calendar year at the place and time the Board determines and can meet and adjourn and otherwise regulate its business as it thinks fit.
 - (a) Of the five (5) Board Meetings which must occur in each calendar year, one (1) such meeting shall immediately follow the conclusion of the Annual General Meeting and which shall have, as its only item of business, the election of Office-Bearers subject to rule 19.
- (2) Without limiting the discretion of the Board to regulate its meetings under sub-rule (1), the Board may, if it thinks fit, confer by mail, telephone, email, closed circuit television or other electronic means of audio or audio-visual telecommunication and a resolution passed by such a conference will, notwithstanding that the members of the Board are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the conference was held. Such a meeting will be conducted according to the procedures followed at a face-to-face meeting of the Board and appropriate and full records of the meeting will be kept.
- (3) The provisions of these Rules relating to proceedings of the Board apply so far as they are capable of application and the necessary changes being made to conferences held in accordance with sub-rule (2).
- (4) Written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least three (3) days (or such other period as may be unanimously agreed upon by the members of

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the Board) before the time appointed for the holding of the meeting.

- (5) Notice of a meeting given under sub-rule (4) must specify the general nature of the business to be transacted at the meeting and no business other than that business can be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (6) At least 50% of the Board will constitute a quorum for the transaction of business of a meeting of the Board.
- (7) No business will be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week, or to any other day, time and place that the Board determines.
- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
- (9) At meetings of the Board:
 - (a) the Chair or, in the absence of the Chair, the Deputy-Chair will preside; or
 - (b) if the Chair, and the Deputy-Chair are absent, one of the remaining members of the Board may be chosen by the members present to preside.

28. Disclosure of Interest

- (1) Member organisations or individual Board members of VA who are interested in any way, whether directly or indirectly, in any contract or arrangement made or proposed to be made or in respect of any matter arising out of a contract, arrangement or proposed contract or arrangement with VA, must disclose in writing the nature and extent of their interest both at the first Board meeting of VA (with respect to Board Members) or their own organisations where the contract or arrangement is first taken into consideration and at the next general meeting of VA.
- (2) If a member of the Board or a Member organisation becomes interested, directly or indirectly, in a contract or arrangement or in any matter arising out of a contract or agreement after it is made or entered into, the Member must disclose in writing their interest at both the first meeting of the Board (with respect to Board Members) after the interest arises and at the next general meeting of VA.
- (3) No Board member can take part in making any decision in respect of any contract or arrangement or proposed contract or arrangement in which he or she is interested directly or indirectly and if he or she does vote the vote must not be counted.

29. Confidentiality

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Board Members and Members are required to respect and apply confidentiality clauses as needed in materials created by or in the interest of VA.

30. Delegation by Board to Sub-Committee

- (1) The VA Board may, by instrument in writing, delegate to one or more sub-committees the exercise of the functions of the Board that are specified in the instrument, other than:
 - (a) the power of delegation; and
 - (b) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of VA in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any delegated function.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

31. Voting and Decisions

- (1) Questions arising at the meeting of the Board or of any sub-committee appointed by the Board, must be determined by a majority of the votes of members of the Board or sub-committee present and entitled to vote at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board, (including the person presiding at the meeting), is entitled to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3)
 - (a) If all the members of the Board have assented to a document stating or to the effect that any act, matter or thing, or any resolution required by these regulations to be, or which may be made, performed or passed by or at a meeting of the Board has been made, performed or passed, that act, matter or thing or resolution will be deemed to have been made,

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performed or passed by or at a meeting of the Board held on the day on which the document was last assented to by a member of the Board or, if the members of the Board assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a member of the Board and, where a document is so assented to, the document will be deemed to constitute a minute of that meeting.

- (b) For the purposes of rule 31(3)(a)), two or more separate documents in identical terms each of which is assented to by one or more members of the Board will together be deemed to constitute one document in those terms assented to by those members of the Board on the respective days on which they assented to the separate document.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by the sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment, election or qualification of any member of the Board or sub-committee.

PART IV GENERAL MEETINGS

32. Holding of Annual General Meetings

- (1) VA must, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of VA, convene an annual general meeting of its members.
- (2) Sub-rule (1) has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to extensions of time.

33. Calling of and Business at Annual General Meetings

- (1) The annual general meeting of VA will, subject to the Act, be convened on the date and at the place and time that the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting will be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of VA during the last preceding financial year;
 - (c) to receive nominations for, and appointment of, Board Members to the Board;
 - (d) to receive and consider the statement of accounts and the reports that are required to be

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submitted to members pursuant to subsection 73(1) of the Act; and

- (e) to appoint an auditor.
- (3) An annual general meeting must be specified as such in the notice convening it in accordance with Rule 35.
- (4) An annual general meeting must be conducted in accordance with the provisions of this Part IV.

34. Calling of General Meetings

- (1) The Board may, whenever it thinks fit, convene a general meeting of VA.
- (2) The Board must, on the requisition in writing of not less than 30% of all National and Foundation Members (but no less than 4 members in total), or a majority of Foundation Members of VA convene a general meeting of VA.
- (3) A requisition of members for a general meeting:
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a meeting to be held not more than three months after that date.
- (5) A general meeting convened by a Member or Members referred to in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by VA.

35. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of VA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent a notice to each Member in the manner provided in Rule 52, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special

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resolution of VA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in sub-rule (1) and Rule 52 specifying, in addition to the matters required under that sub-rule, the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting can be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub-rule 33(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

36. Procedure & Quorum at General Meetings

- (1) A Member may:
 - (a) attend and vote at all general meetings in person or appoint a proxy to attend and vote on behalf of the Member;
 - (b) A proxy may be counted in a quorum and may vote and speak at general meetings to the same extent that the Member which he or she represents is entitled to do.
- (2) No item of business can be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote on that item is present during the time the meeting is considering that item.
- (3) Four Members entitled under these Rules to vote in relation to a particular item of business present in person or in proxy constitutes a quorum for the transaction of that item of business at a general meeting.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present will constitute a quorum.

37. Presiding Member

- (1) The Chair, or in the absence of the Chair, the Deputy Chair, will preside at each general meeting of VA.
- (2) If the Chair and the Deputy Chair are absent from the general meeting, the Members present will elect one of their number to preside at the meeting.

38. Adjournment

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- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting who have any rights to vote, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place, but no business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 30 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of VA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

39. Making of Decisions

- (1) A question arising at a general meeting of VA will be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of VA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of VA, for any particular item of business, a poll may be demanded by the person presiding or by not less than one-fifth of the Members present in person or by proxy at the meeting who are entitled to vote on that item of business.
- (3) Where the poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in the manner and at the time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter will be deemed to be the resolution of the meeting on that matter.

40. Special Resolutions

A resolution of VA will be a special resolution if:

- (1) it is passed at a general meeting of VA, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of VA;
- (2) it is passed by at least three-fourths of those Members of VA who, being entitled to vote in relation to that resolution, vote in person or by proxy at the meeting.

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41. Voting

- (1) Subject to the voting rights of different classes of Members under these Rules, and sub-rule (3), upon any question arising at a general meeting of VA a Member has one vote only.
- (2) All votes will be given personally or by a representative of a Member or by proxy.
- (3) In the case of an equality of votes on questions at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A Member, representative or proxy is not entitled to speak or vote at any general meeting of VA unless all money due and payable by the Member to VA has been paid.

42. Proxies

- (1) Each Member will be entitled to appoint a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) A notice under sub-rule 42(1) shall be in the form contained in the Appendix or as determined by the Board from time to time.

PART V MISCELLANEOUS

43. Source of Funds

- (1) The funds of VA will be derived from entrance fees and annual membership fees of Members, donations, grants fee for service agreements and sale of resources and subject to any resolution passed by VA in general meeting and subject to Section 114 of the Act, such other sources as the Board determines.
- (2) All money received by VA will be deposited as soon as practicable and without deduction to VA's bank account.

44. Management of Funds

- (1) Subject to any resolution passed by VA in general meeting, the funds of VA must be used in pursuance of the objects of VA in the manner that the Board determines.
- (2) The assets, income and property of VA must be used and applied solely in promotion of its objects as set out in its Statement of Objects. No portion of VA's assets, income or property can be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member of VA.
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to an employee or

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a Member organisation of VA.

- (a) remuneration in return for services actually rendered to VA by the employee or Member organisation or goods supplied by the employee or Member organisation in the National course of business;
 - (b) interest at a rate not exceeding a rate to be fixed by the Board on monies lent to VA by the employee or Member;
 - (c) a reasonable and proper sum by way of rent for premises let to VA, or by way of a fee for goods hired to VA by the employee or Member, or
 - (d) reimbursement of out-of-pocket expenses paid by the employee or Member organisation on behalf of VA.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees of VA, being members of the Board or employees authorised to do so by the Board.

45. Appointment of Auditor

- (1) At each annual general meeting of VA, the Members present will appoint a person who fulfils the requirements of sub-sections 74(2) and (3) of the Act as the auditor of VA.
- (2) A person appointed as auditor will hold office until the conclusion of the annual general meeting next after that at which he or she is appointed and is eligible for re-appointment.
- (3) If an appointment is not made at an annual general meeting the Board will appoint an auditor of VA for the then current financial year of VA.
- (4) Except as provided in sub-rule (3), the auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor during the course of a financial year of VA, the Board may appoint a person as the auditor and the person so appointed will hold office until the next succeeding annual general meeting.

46. Audit of Accounts

- (1) Once at least in each financial year of VA and at least 14 days before the audited statement of the accounts must be presented at the annual general meeting pursuant to section 73 of the Act, the accounts of VA must be examined by the auditor.
- (2) The auditor must certify as to the correctness of the accounts of VA and must report on the accounts to the members present at the annual general meeting.

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- (3) In his or her report, and in certifying to the accounts, the auditor must state:
- (a) whether he / she has obtained the information required by him / her;
 - (b) whether, in his / her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of VA according to the information at his or her disposal and the explanations given to him or her and as shown by the books of VA; and
 - (c) whether the Rules relating to the administration of the funds of VA have been observed.
- (4) The Secretary of VA will cause to be delivered to the auditor a list of all the accounts, books and records of VA.
- (5) The auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of VA at all reasonable times;
 - (b) may request from the staff of VA any information and explanations that may be necessary for the performance of his or her duties as auditor;
 - (c) may employ persons to assist him or her in investigating the accounts of VA;
 - (d) may, in relation to the accounts of the VA, examine any member of the Board or any employee of VA; and
 - (e) if satisfied that there has been a failure to comply with the Act or these Rules, must note the matter in the auditor's report to VA in relation to VA's accounts.

47. Financial Year

The financial year of VA is the period beginning on 1st July in each year and ending on 30th June next following.

48. Alteration of Statement of Objects and Rules

The Statement of Objects and Rules of VA can be altered, rescinded or added to only by a special resolution of a general meeting of VA in accordance with Rule 40:

49. Execution of Documents

- (1) VA may have a Seal, known as the common seal, on which its name and the words "Common Seal" are engraved. The common seal of VA must be kept in the custody of the Secretary or at such other

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place determined by the Board from time to time.

- (2) The common seal must not be affixed to any instrument except by the authority of the Board.
- (3) VA may execute a document by affixing the common seal to the document where the fixing of the common seal is witnessed by: -
 - (a) An Office Bearer; or
 - (b) Two (2) Board Members; or
 - (c) the Public Officer; or
 - (d) the Public Officer and one (1) Board Member.
- (4) VA may execute a document without using a seal if the document is signed by:
 - (a) An Office Bearer; or
 - (b) Two (2) Board Members; or
 - (c) the Public Officer; or
 - (d) the Public Officer and one (1) Board Member.
- (5) This Rule 49 does not limit the ways in which VA may execute a document (including via any person authorised by VA to execute documents on its behalf).

50. Custody of Books

Subject to the Act, the Regulations and these Rules, the Secretary must keep in his or her control all records and other documents relating to VA and must make them available for inspection, free of charge, by any Member of VA in accordance with Rule 51.

51. Inspection of Books

Subject to the Privacy Act, the records, books and other documents of VA will be open for inspection at the head office of VA, free of charge, by a Member of VA at any reasonable hour determined by the Board from time to time.

52. Service of Notices

- (1) For the purpose of these Rules, a notice may be served by or on behalf of VA upon any Member either:

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- (a) by serving it on that Member personally; or
 - (b) by sending it by post to that Member at that member's address, including an email address, as shown in the Register of Members or the address supplied by that Member to VA for the giving of notices to that member;
 - (c) by sending it by facsimile transmission to a facsimile number supplied by the Member to VA for the giving of notices to the member.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
 - (3) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on receipt by VA of a transmission report confirming successful transmission.
 - (4) Where a notice is sent by email, service of the notice shall be deemed to be effected twenty-four (24) hours after the transmission of the email unless the person transmitting the email is notified at any time by its Internet service Provider that the email was undelivered or undeliverable.

53. Winding Up

In the event of VA being dissolved the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation, association, body, entity or institution which has similar objects and which is endorsed as a Deductible Gift Recipient or Australian Charities and Not for profit Commission and approved by the Commissioner of Taxation under section 30-45, item 4.1.1 as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

54. By Laws

The Board has power to make By Laws concerning membership fees and qualification for membership of VA and/or its Board and any other matter which the Board believes suitable for including in such By Laws.

55. VA Gift Fund

- (1) VA shall keep and maintain the Volunteering Australia Gift Fund ("Gift Fund") to which all gifts of tax deductible money or property that are received shall be added and that does not receive any other money or property.
- (2) The Gift Fund shall be kept clearly separate from any other money or property of VA and shall be accounted for accordingly in a separate bank account.
- (3) The Gift Fund shall be maintained for the principal purposes of VA and no portion shall be distributed

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directly or indirectly to the members of VA except as bona fide compensation for services rendered or expenses incurred on behalf of VA.

- (4) All receipts issued by VA for gifts received by the Gift Fund shall note the full name and Australian Business Number of VA and the fact that the receipt is for the gift.
- (5) Reasonable costs of managing the Gift Fund may legitimately be charged to it.
- (6) If, upon the winding up or dissolution of the Gift Fund or, if the endorsement (if any) of VA as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities any surplus assets or property whatsoever, that amount shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members and that is also endorsed as a deductible gift recipient by the Australian Taxation Office.

APPENDIX 1
VOLUNTEERING AUSTRALIA INC
FORM OF APPOINTMENT AS PROXY

(* To be inserted if desired)

I, _____ (full name)
of _____ (address)
being a Member of Volunteering Australia hereby appoint:
_____ (full name of proxy)
of _____ (address)
or failing him or her
_____ (full name of proxy)
of _____ (address)
as my proxy to vote for me on my behalf at the general meeting of Volunteering Australia (annual general meeting or other general meeting, as the case may be) held on:
the _____ day of _____ 20 _____ and at any adjournment thereof.
* My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details). _____
(Signature of Member appointing proxy)
Date _____