

VOLUNTEERING SA and NT Incorporated CONSTITUTION including the Objects and Rules

Adopted at AGM on 19 October 2007
Amended and adopted at AGM on 15 October 2008
Amended and adopted at AGM on 20 October 2010
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Amended and adopted at AGM on 31 October 2013
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1. NAME

The name of the Association is VOLUNTEERING SA and NT Incorporated herein called 'the Association'.

2. DEFINITIONS

In these Rules, unless the contrary intention appears -

- 2.1 'Association' means Volunteering SA and NT Incorporated.
- 2.2 'member' means a member as defined in rule 6 who has full voting rights at any general meeting of the Association.
- 2.3 'Board' means the Board of Management constituted pursuant to rule 7.
- 2.4 'Board Member' or 'member of the Board' means a person who is a member of the Board pursuant to rule 7.
- 2.5 'the Committee' means a committee established by the Board.
- 2.6 'Constitution' means the Constitution of the Association.
- 2.7 'staff' means the volunteer and salaried employees of the Association who undertake paid or unpaid work within, and at the direction of, the Association.
- 2.8 'general meeting' means an Annual General Meeting or a Special General Meeting as described in rule 8.
- 2.9 'meeting' means any ordinary, special or other meeting that is not a general meeting as described in rule 8 and includes a meeting of a committee established by the Board
- 2.10 'special resolution' means a special resolution defined in the Act

- 2.11 'policy' means a policy of the Association.
- 2.12 'policy document' means a document in which a policy and associated matters are contained.
- 2.13 'Rules' means the rules in this Constitution.
- 2.14 'the Act' means the *Associations Incorporation Act 1985 (SA)*.
- 2.15 'month' means a calendar month.

3. MISSION AND STANDARDS

3.1 Mission

The Association is a not-for-profit organisation and is the peak body for volunteering in South Australia and the Northern Territory. The Association's mission is to provide opportunities for people and organisations to participate productively in society through volunteering; to assist in building, supporting and maintaining strong and cohesive communities, and to promote volunteering as an endeavour of practical and enduring social, benevolent, cultural, environmental and economic value.

3.2 Standards

The Association aims to conduct its work and activities, and deliver its services, in accordance with standards of excellence in all aspects, including dealing with its members, other individuals, institutions and organisations, in order to fulfill the Objects prescribed in this Constitution as conscientiously, ethically and effectively as possible.

The Association must pursue such standards by reference to its Standards Policy in which beliefs, values, ethical standards and other qualitative aspects of the Association, by which all members are bound, are defined and detailed.

4. OBJECTS

The Objects of the Association are:

- 4.1 to support and assist volunteers and to partner collaboratively with the agencies that actively use them in the provision of services to individuals for the relief of poverty or distress in South Australia and the Northern Territory;
- 4.2 to foster the growth of public interest and participation in the volunteer sector, as both a key contributor to the delivery of benevolent community services and as a means

by which the impact of social isolation can be reduced for volunteers themselves;

- 4.3 to provide policy and best practice advice to governments and agencies to ensure that public policies take into account the needs and interest of volunteers;
- 4.4 to promote and support the achievement of maintenance and standards of excellence and best practice in volunteering that enhance the quality of volunteer services through leadership, consultancy, advocacy, networking, advice, support, education and training, and
- 4.5 to foster and develop relationships and work co-operatively with members, other volunteer bodies, relevant state, national and international agencies, and other organisations to promote and enhance the effectiveness of volunteering.

5. POWERS OF THE ASSOCIATION

- 5.1 The powers of the Association shall be the powers provided in and conferred by the Act and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract including a contract of employment.
- 5.2 The Association may make by-laws and regulations, which are not *ultra vires* and do not contravene this Constitution or the provisions of the Act.
- 5.3 The Association may create, maintain and amend as it thinks fit, policy documents by which it and its members are bound.
- 5.4 The Association may do anything else that is lawful and appropriate, and that is necessary or convenient to be done in carrying out its affairs.
- 5.5 The Board shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.
- 5.6 Subject to the provisions of the Act, the provisions of any other applicable legislation, and these Rules, the Board may delegate any of its powers and functions in accordance with the Association's Delegation Policy, except this power of delegation and the specific powers in 5.1, 5.2, 5.3 and 5.4 of this Rule, and Rule 6.

6. MEMBERSHIP

- 6.1 Members shall be persons who have agreed to accept and be bound by the provisions of this Constitution; who have paid the prescribed membership fee if any, and who are:
 - 6.1.1 persons who have applied in writing for membership and who are accepted as members by a majority of the Board at a meeting of the Board;
 - 6.1.2 organisations, which have applied in writing for membership and are, accepted as members by a majority of the Board at a meeting of the Board. An organisation member may appoint in writing a representative who, subject to these rules and being acceptable to the Board, may speak for it and vote on its behalf;
 - 6.1.3 staff members of the Association who have applied in writing for membership, or
 - 6.1.4 Life Members of the Association.
- 6.2 Membership may be suspended by simple majority vote at a Board meeting. A written notice of suspension, including the reasons for and duration of the suspension, must be given to the suspended member within 14 days of the decision of the Board.
- 6.3 Any suspended member may, within not less than 14 days from the date of the notice of suspension, give written notice to the Association requiring the suspension to be reconsidered at a subsequent general meeting of the Association. A simple majority vote at such general meeting shall determine whether or not the suspension of the member is to stand.
- 6.4 The Association shall not be required to accept the renewal of membership of a suspended member when renewal falls due or at any other time.
- 6.5 Membership shall cease on:
 - 6.5.1 resignation in writing delivered to the premises of the Association;
 - 6.5.2 non renewal of membership within three months of expiry;
 - 6.5.3 termination of the membership by the Association;
 - 6.5.4 the death of a member, or

- 6.5.5 the insolvency of, or discontinuance of the operations of an organisation that is a member.
- 6.6 The Board may terminate the membership of a member if the member:
- 6.6.1 is convicted of an indictable offence, or
 - 6.6.2 does not comply with any of the provisions of this Constitution; or
 - 6.6.3 has not paid the prescribed annual membership subscription fee within 3 months of the due date; or
 - 6.6.4 conducts herself or himself in a manner that is considered to be detrimental to the reputation, purposes or interests of the Association; or
 - 6.6.5 is considered by the Association to be unfit to continue her or his membership.
- 6.7 The Board, on its own motion or after due consideration of a complaint made to it by any person, may by notice in writing, require a member to show cause within 28 days of the date of such notice, why such member's membership of the Association should not be terminated. Such notice shall include a statement of reasons in support of the action being contemplated. The time prescribed in which to show cause may be extended at the discretion of the Board.

If the member fails to respond in writing to the Association within the time prescribed, or following due consideration of a written response that is received within such time, the Board, upon making any other inquiry or taking other actions as it sees fit may, by not less than two-thirds majority vote at a Board meeting, forthwith terminate the membership of the member if it is satisfied that there is sufficient reason for doing so, and the member shall be notified in writing, accordingly.

A member aggrieved by the decision of the Board to terminate her or his membership may, within 14 days of the date of the suspension notice, give notice in writing to the Association, requiring that the matter be referred to the next general meeting of the Association for consideration. The aggrieved member must be afforded the opportunity to address the meeting. The members in attendance or represented by a proxy at such general meeting, may uphold the decision of the Board to terminate the membership of the member upon a two-thirds majority vote in support thereof.

A member who has been given written notice of termination of her or his membership of the Association, and who has given written notice requiring that the matter be referred to the next general meeting of the Association for

consideration, is deemed to be suspended from membership, pending the outcome of the matter at such general meeting.

- 6.8 Consideration of new membership applications received by the Association less than 28 days before a general meeting will be deferred until the first meeting of the Board following that general meeting.
- 6.9 A right, privilege or obligation that a person or organisation has by reason of being a member of the Association is not transferrable or transmittable to another person or organisation, and terminates on cessation of the membership of a person or organisation.
- 6.10 Subject to the Act, the liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expense of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.
- 6.11 The Association must maintain a register of members that shall contain the name, address and any other available contact details of each member, the date on which each member was admitted to the Association, and if applicable, the date of and reasons for the termination of the membership of any member.

7. BOARD GOVERNANCE AND MANAGEMENT

- 7.1 Subject to Rule 7.11 governance and management shall be vested in a Board of seven members, including:
 - 7.1.1 four members elected by the members of the Association in a ballot to be conducted as and when necessary, before each Annual General Meeting. (See also Rule 7.2 and Rule 8.2.4);
 - 7.1.2 three members appointed by the Board who shall have the same voting rights as an elected member of the Board, and
 - 7.1.3 provided that at least one of the elected or appointed members is a Northern Territory member of the Association and at least one of the elected or appointed members is a South Australian member of the Association.
- 7.2 A member of the Association as defined and provided in Rules 2 and 6 of these Rules, who is a permanent resident for the time being of South Australia or the Northern Territory, is eligible for election or appointment as a member of the Board. A member organisation may be exempted from this provision if the person nominated to represent that member

organisation on the Board, as referred to in Rule 7.18, is a permanent resident for the time being of South Australia or the Northern Territory. The Board may, in the exercise of its discretion and on the demonstrable merits of any case, dispense with or vary the residential requirements of this Rule, whether with respect to the position of an elected Board member, or an appointed Board member or a person nominated by a Board member organisation.

- 7.3 Board members who are elected shall be elected for a term of four years to commence at the conclusion of the annual general meeting at which their election is confirmed and, subject to this Rule, are eligible for re-election. The Board shall determine the tenure of appointed Board members, not exceeding a period of four years. A Board member whose term has expired may offer herself or himself for election or appointment, regardless of her or his former status on the Board, provided that no elected or appointed Board member shall be eligible to remain as a member of the Board in any capacity, beyond two consecutive terms. However, a Board member is eligible to be elected or appointed again, to take effect upon or after the expiration of four years following the member's most recent term as an elected or appointed member of the Board."
- 7.4 The office bearers of the Association shall be the Chairperson and the Deputy Chairperson of the Board, each of whom shall be elected for a term of one year by the Board, from the membership of the Board, at the first Board meeting following each Annual General Meeting.
- 7.5 The Board shall meet as often as may be required to conduct the business of the Association but not less than 6 times in each calendar year. Board members shall attend and participate in not less than seventy five percent of Board meetings held in each calendar year.
- 7.6 The quorum at any meeting shall be one-half the number of Board Members holding office at that time, provided that a quorum is not less than one-half of the number provided in Rule 7.1.
- 7.7 A member of the Board may attend any meeting of the Board in person, or alternatively with the approval of the Board, by telephone, video link or by means of any other suitable electronic medium. An approval by the Board in respect of any member of the Board under this Rule may be a revocable standing approval or an *ad hoc* approval.
- 7.8 The Chairperson or two other Board members shall have power to call a meeting of the Board.
- 7.9 Notice of meetings shall be given at the previous Board meeting or by seven days' notice to all Board members or in an emergency, by other means as shall be ratified by the

Board. Subject to this rule, notice shall be given in accordance with Rule 18 of these Rules

7.10 An office bearer or a Board member shall cease to hold office upon:

7.10.1 resignation in writing;

7.10.2 suspension as a member of the Association;

7.10.3 ceasing to be a member of the Association

7.10.4 absence or non participation for three successive board meetings without explanation acceptable to the Board;

7.10.5 completion of her or his term of office;

7.10.6 expulsion from the Board on the recommendation of the Board, or

7.10.7 the death of an office bearer or Board member.

7.11 A person who is nominated by an organisation that is an elected member of the Board, to represent that organisation on the Board, shall cease to be a member of the Board immediately upon ceasing to be an employee or member of that organisation, unless the Board resolves otherwise.

7.12 A member of the Board may be removed from office at a general meeting of the Association, on a recommendation by the Board, by a majority vote of the members in attendance or represented by proxy. Before a decision is taken, the Board must produce to the meeting, a written statement of reasons in support of its recommendation, a copy of which must be provided to members and to the member against whom the action to expel is being taken no less than 14 days prior to such general meeting. The member must be afforded a reasonable opportunity to present her or his case orally or in writing or both, to the meeting before a vote is taken.

A general meeting is not required if the member of the Board concerned agrees to resign from the Board on becoming aware that the Board intends to make its recommendation.

7.13 If a position of an office bearer becomes vacant the Board must, as soon as practicable appoint a Board member to fill that position. If a position of an elected member of the Board becomes vacant, the Board must, as soon as practicable appoint a member to fill that position for the unexpired portion of the term for that position. If a position of an appointed member of the Board becomes vacant, the Board must, as soon as practicable appoint a member to fill that position for a period not exceeding four years.

- 7.14 The Board may function validly notwithstanding any vacancy or vacancies on the Board, provided that it is constituted for all purposes by no less than one-half of the maximum number provided in Rule 7.1.
- 7.15 The Board may appoint committees of members and non-members for specific purposes, and on terms stipulated by the Board. Any such committee shall meet as it sees fit or as directed by the Board, and shall report to the Board. All such appointments shall expire at the date of the next Annual General Meeting. Board committees may be re-established following that Annual General Meeting and all members and non-members who were appointed thereto, are eligible for reappointment. The Board shall appoint a member of the Board to be the chairperson of each committee. The Chairperson of the Board shall be an *ex officio* member of each committee and may attend any meeting and may vote, as she or he sees fit.
- 7.16 The Board may appoint an Executive comprised of the office bearers and at least one other Board member who shall carry out the day-to-day business of the Association and who shall report at each Board meeting.
- 7.17 The Board shall appoint and maintain a Public Officer pursuant to the Act. The Public Officer shall carry out the functions and duties of that office according to law and with due reference to the document 'Public Officer Responsibilities' published by or on behalf of the South Australian Government.
- 7.18 Board members, whether elected or appointed, and whether or not nominated to represent a member organisation on the Board, are Board members in their own right. A Board member may express the views and interests of any organisation but must always vote in the interests of the Association and its members, and in support of the Objects.
- 7.19 Board members must not vote on any decision in which they personally, or being close associates of any organisation of which they are members, have a financial interest. They must not use their position to obtain any undue financial or other personal advantage, or as a close associate of any such an organisation, for that organisation, and must remain absent from discussions relating to the subject matter of any such decision if so requested by the majority of the Board. Board members must disclose to the Board any financial, vested or personal interest that each or any of them hold in connection with any matter or issue under consideration by the Board.
- 7.20 Notwithstanding Rule 7.1 or anything else in these Rules, a person who is a member of the Board as a representative of an organisation that has been elected or appointed to the

Board, and who ceases to be a representative of that organisation may, at the discretion and by invitation of the Board, remain as a member of the Board in her or his own right for the duration of the term for which she or he was nominated by the organisation. Such a person, if not a member of the Association in her or his own right pursuant to Rule 6.1 may be appointed by the Board as a member of the Association for the purposes of this Rule, without observing the requirements and conditions set out in Rule 6.1.

8. GENERAL MEETINGS

- 8.1 The Annual General Meeting shall be held at least once in each calendar year and not more than four months after the close of the financial year.
- 8.2 The business of the Annual General Meeting shall be:
 - 8.2.1 to confirm the minutes of the preceding Annual General Meeting;
 - 8.2.2 to receive the Annual Report for the previous financial year;
 - 8.2.3 to receive the audited financial statements for the previous financial year;
 - 8.2.4 to note and record the results of any ballot conducted amongst the members by the Association prior to that Annual General Meeting, for the election of Board Members;
 - 8.2.5 if a vacancy for a position of an elected member has occurred between the date of the issue of the ballot papers to members and the date of the Annual General Meeting, to conduct a ballot to fill that position, and
 - 8.2.6 to conduct any other business placed on the agenda before the commencement of the meeting, and to receive policy suggestions for consideration by the new Board.
- 8.3 The Board shall call a Special General Meeting within 28 days of a directive of the Board, or a written request of 4 Board Members, or no less than 10% of financial members specifying the business to be conducted at the meeting. No items of business may be presented other than those so specified.
- 8.4 Written notice of not more than 28 days and not less than 14 days of all general meetings shall be displayed at the premises of the Association and distributed to all members.

- 8.5 Each member shall be entitled to one vote in relation to each matter that is put to a vote at any general meeting at which she or he is present or is represented by a proxy pursuant to Rule 9.4 (see also rule 9.1).
- 8.6 A member who is not a financial member is not entitled to vote at a general meeting.
- 8.7 A quorum at any general meeting shall be 20 members or two-thirds of the members whichever number is less.
- 8.8 If at any general meeting there is no quorum within 30 minutes of the time appointed for the meeting a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum at such adjourned meeting shall be reduced to 10 and failing that, the meeting will lapse altogether. Nothing in this rule shall prevent the calling of a new general meeting.

9. VOTING

- 9.1 Each member of the Association is entitled to one vote in relation to each matter that is put to a vote at a general meeting or other meeting of the Association (see also rule 8.5).
- 9.2 Voting shall be by show of hands except:
 - 9.2.1 that any contested election at an Annual General Meeting or Special General Meeting shall be by secret ballot, or
 - 9.2.2 when the meeting resolves by simple majority in any other case that a vote shall be conducted by secret ballot.
- 9.3 Any person with special knowledge relevant to, or of interest to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson. Any such person may not vote unless she or he is a member of the Association.
- 9.4 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be her or his proxy and attend and vote at any general meeting of the Association. The member may nominate the chairperson of the general meeting in lieu of specifically naming a member, to be her or his proxy.

A proxy nomination will confer the power on the proxy to vote on all resolutions put to the general meeting unless the proxy document stipulates otherwise. Unless the proxy document directs that the proxy should vote in a particular

way in respect of any resolution, the proxy may vote as she or he sees fit.

A proxy form that is received after the close of business of the Association three days before the relevant general meeting, or having been so received, is defective or incomplete, shall not be taken into account at that general meeting. However, if a proxy form is defective or incomplete only as to the failure to make a clear and unambiguous choice of a proxy, the chairperson of the general meeting shall be the proxy for the member lodging that proxy form.

10. CHAIRPERSON AND SPOKESPERSON

- 10.1 The Chairperson of the Board shall ensure the safekeeping of the Common Seal, which shall be affixed by resolution of the Board or of a general meeting and in the presence of two Board members including at least one office bearer. However, the Board may by resolution, delegate to the Senior Employee the power to affix the Common Seal and the circumstances in which it may be affixed, for administrative purposes.
- 10.2 The Chairperson shall preside at Executive, Board and general meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of members present at a meeting, the Deputy Chairperson or another person who is a member of the Association shall chair that meeting.
- 10.3 The Chairperson at any meeting shall have a personal vote and shall in addition have a casting vote if votes are equal.
- 10.4 The Chairperson together with the Senior Employee of the Association shall prepare the agenda for Board and general meetings, except that one or the other of them, pursuant to an agreement between them, shall prepare the agenda for any particular meeting.
- 10.5 The Chairperson of a meeting shall encourage full and balanced participation by all members and shall decide and rule upon on matters of order.
- 10.6 The spokesperson or spokespersons of the Association shall be appointed as stipulated in, and shall be bound by, the Association's Media Policy.

11. SENIOR EMPLOYEE

- 11.1 The Senior Employee of the Association is a member of the staff for the purposes of these Rules. The Senior Employee shall ensure that a Notice of Meeting is given in relation to

every meeting, in accordance with the provisions of this Constitution.

- 11.2 The Senior Employee shall ensure that records are kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions and reports made by or on behalf of the Association.

12. PATRON

The Board may invite and appoint a person as Patron of the Association for a period determined by the Board. The Board, at its discretion may remove a person so appointed should it be considered to be necessary or appropriate.

13. STAFF

A staff member of the Association is not eligible to be elected or appointed as a member of the Board.

14. HONORARY LIFE MEMBERSHIP

- 14.1 Nominations for life membership may be made to the Chairperson no later than 7 days prior to the last Board meeting held before a general meeting.
- 14.2 The Chairperson shall submit such nominations to the Board, which may at its discretion, recommend to a general meeting that life membership should be granted to a specific individual who has given, or individuals who have given, exceptional service to the Association.
- 14.3 Life membership will be granted by simple majority of those present at a general meeting.
- 14.4 A Life Member shall be entitled to all privileges of membership without paying the annual subscription, but will be subject to all other provisions herein.

15. AMENDMENT OF CONSTITUTION AND RULES

This Constitution may be repealed, altered or amended by resolution of two-thirds of members present and voting at a general meeting of which not less than 14 days written notice including notice of the proposed repeal, alteration or amendment, has been given to or served upon the members. Any such repeal, alteration or amendment shall be registered with Consumer and Business Services as required by the Act

16. DISPUTE RESOLUTION

Disputes, complaints and grievances within the membership of the Association, or between the Association and any external organisation or individual, or between a member of the Association and any such external organisation or individual, shall be managed as far as possible in accordance with the Grievance and Dispute Resolution Policy of the Association.

17. FINANCIAL MANAGEMENT AND REPORTING

- 17.1 The financial year of the Association shall be a period of 12 months commencing on 1 July and ending on 30 June of each year unless and until otherwise determined by the Board.
- 17.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act and Regulations made thereunder.
- 17.3 The accounts, together with the Auditor's report on the accounts and the Board's statement and report, shall be laid before the members at the Annual General Meeting of the Association.
- 17.4 The annual return of the Association shall be lodged with the Office of Consumer and Business Services within 6 months after the end of each financial year, and must be accompanied by a copy of the accounts, the Auditor's report, and the Board's statement and report.
- 17.5 At each Annual General Meeting, the members shall appoint a person suitably qualified pursuant to the requirements of the Act, to be the Auditor of the Association. The Auditor shall hold office until the next Annual General Meeting of the Association and is eligible for reappointment.
- 17.6 If an Auditor is not appointed at an Annual General Meeting, or if the Auditor resigns at any time between annual general meetings, the Board shall appoint an Auditor for the current financial year.
- 17.7 Subject to these Rules and without limiting the powers of the Association, the Board shall oversight the financial management and processes of the Association, including the preparation of, and adherence to financial budgets and statements.
- 17.8 The Board shall note and consider a report on the finances of the Association at each Board meeting.

- 17.9 The Board may in its discretion, formally promulgate directions, procedures and instructions to be employed and adhered to in the administration of the finances of the Association. A suitable record must be made in the minutes of the meeting at which such action is taken. The Board may delete or amend any such direction, procedure or instruction at its discretion.

18. NOTICES

A notice or other document may be served on or given to a person or organisation:

- (a) by delivering it to the person or representative of the organisation personally; or
- (b) by sending it by pre-paid post to the last known address of the person or organisation, or if a member, to the member's address recorded in the register of members, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to the address or location of the person or organisation to or upon whom the notice or document is to be given or served, or to an address or location otherwise specified by that person or organisation for the giving or serving of notices or other documents in that manner.

19. LIABILITY, PROPERTY AND DISSOLUTION

- 19.1 Persons who by and within the bounds of authority, accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- 19.2 The income, property and funds of the Association shall be used solely towards the promotion of the Objects of the Association and shall not be paid or transferred to any members or relatives of members, provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered in furtherance of the objects of the Association and without undue preference.
- 19.3 On winding up of the Association, all assets shall be distributed in accordance with the Act.