



**volunteering**  
queensland

# CONSTITUTION

## RULES OF ASSOCIATION

Incorporated January 1983

Revised November 2006

Revised December 2014

Revised October 2020

### **Volunteering Queensland**

Incorporate as Volunteering Queensland Inc.

Registered Charity Number | CH0870

ABN | 46 621 632 398

Volunteering Queensland

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## PART 1 - PRELIMINARY

### 1. Name of Association

The name of the incorporated association is Volunteering Queensland Inc.

### 2. Definitions

In this constitution -

“**association**” means “Volunteering Queensland Inc.”.

“**board**” means the management committee of the association.

“**constitution**” means this constitution, referred to in the Act as “the rules”.

“**member**” means a member of the association.

“**member of the board**” means a member of the management committee of the association.

“**regulation**” means the *Associations Incorporation Regulation 1999*

“**the Act**” means the *Associations Incorporation Act 1981*.

### 3. Objects of Association

The objects of the association are -

- (1) To establish community service programs for the relief of distress, illness, poverty, delinquency and helplessness by providing volunteers advice and financial assistance to assist, any of the following, irrespective of race, colour or creed:
  - (a) youth and disadvantaged individuals; and
  - (b) health and welfare agencies; and
  - (c) hospitals and public institutions; and
  - (d) educational and recreational agencies engaged in helping individuals who are disadvantaged; and
- (2) To provide a central resource centre for recruitment, registration and placement of volunteers in such programs; and
- (3) To encourage community services to use volunteers and to raise public awareness generally of volunteers in the community; and
- (4) To encourage community services to maintain best practice standards in their use of volunteers and to provide appropriate training programs for volunteers and volunteer managers; and
- (5) To help formulate volunteer policies, promote volunteers’ rights and define volunteers’ responsibilities.

### 4. Powers of Association

- (1) The association has the powers of an individual.
- (2) The association may and for example:
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) engage personnel; and
  - (d) make charges for services and facilities it supplies; and
  - (e) become a member or affiliate with another organisation having objects similar to those of the association; and
  - (f) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## PART 2 - MEMBERSHIP OF ASSOCIATION

### 5. Classes of Membership

- (1) The membership of the association consists of the following classes of members:
  - (a) ordinary members who are individuals or organisations who are entitled to vote;
  - (b) life members who are individuals or organisations who has contributed service in a significant way for a period of at least five (5) years and is entitled to vote;
  - (c) associate members who are not entitled to vote.
- (2) The number of members in each class is unlimited.

### 6. Application for Membership

- (1) An individual may apply to be a member of the association.
- (2) An application for membership must be:
  - (a) either in printed or electronic form; and
  - (b) signed by the applicant; and
  - (c) in a form decided by the board.
- (3) An individual employed by the association may be admitted only as an associate member.

### 7. Membership Fees

The membership fee for each class of membership is:

- (1) The amount determined by the board from time to time.
- (2) Payable when, and in the way, the board determines.

### 8. Admission and Rejection of Members

- (1) The board must consider an application for membership at the next meeting of the board held after it receives:
  - (a) the application; and
  - (b) the appropriate membership fee for the application.
- (2) The board must decide at the meeting whether to accept or to reject the application.
- (3) If a majority of the board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (4) The secretary of the association must ensure the applicant is given a written notice of the decision.
- (5) As soon as practicable after the board decides to accept or reject an application.

### 9. Termination of Membership

- (1) A member may resign from the association at any time, with notice in writing or electronically with the resignation to be given to the board at its first meeting after the notice is received.
- (2) The resignation takes effect on:
  - (a) the day and at a time the notice is received by the association; or
  - (b) if a later day stated in the notice.
- (3) The board may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of this constitution; or
  - (c) does not comply with any of the association policies; or
  - (d) has membership fees in arrears for at least 3 months or more; or
  - (e) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

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- (4) Before the board terminates a member's membership, the board must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the board decides to terminate the membership, the secretary of the board must give the member a written notice of the decision.

## 10. Appeal against rejection or termination of membership

- (1) An individual whose application for membership has been rejected or, whose membership has been terminated, may give the secretary written notice of the individual's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within one (1) month after the individual receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within two (2) months of the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the board and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If an individual whose application has been rejected does not appeal against the decision within one (1) month of receiving notice of the decision, or the individual appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the individual.

## 11. Register of Members

- (1) The board must keep a register of members.
- (2) The register of members must include the following particulars for each member:
  - (a) the full name and address of the member; and
  - (b) the date of resignation of the member; and
  - (c) details about the termination or reinstatement of the members; and
  - (d) any other particulars the board may require from time to time.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before a member may inspect the register, the member must apply to the secretary to inspect it.

## PART 3 - OPERATION OF BOARD

### 12. Secretary of Board

- (1) If a vacancy happens in the office of secretary, the board must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.
- (2) The secretary must be an individual residing in Queensland or in another State but not more than 65km from the Queensland border, who is:
  - (a) a member of the association elected by the association as secretary; or
  - (b) any of the following individuals appointed by the board:
    - (i) a member of the board;
    - (ii) a member of the association;
    - (iii) any other independent individual.
- (3) The board may appoint and remove the secretary at any time.

### 13. Membership of Board

- (1) The board consists of a president, vice-president, treasurer and five (5) other members [a total of eight (8)] the association members elect or appoint at the annual general meeting.
- (2) A member of the board, other than the secretary, must be a member of the association who can vote.
- (3) The term of office of a member of the board is to be determined by a rotation cycle decided by the board, but is to be no more than four (4) years. A member of the board must retire from office on expiry of his or her term of office, but is eligible, on nomination, to be re-elected to the board for one (1) further term of not more than four (4) years.
- (4) A former member of the board is eligible, on nomination, for re-election to the board after the expiry of at least one (1) year.

### 14. Electing Members of Board

- (1) A member of the board may only be elected as follows:
  - (a) any two (2) ordinary members of the association may nominate another member (the “candidate”) to serve as a member of the board;
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least one (1) month before the annual general meeting at which the election is to be held;
  - (c) each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A list of candidates' names in alphabetical order, with the names of the members who nominated each candidate, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven (7) days immediately preceding the annual general meeting.

### 15. Resignation or removal from office of member of Board

- (1) A member of the board may resign from the board by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on:
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) on a later day stated in the notice.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against a member's removal from office under this section.

## 16. Vacancies on Board

- (1) If a casual vacancy happens on the board, the continuing members of the board may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the board may act despite a casual vacancy on the board.
- (3) However, if the number of members of the board is less than the number fixed under this constitution as a quorum of the board<sup>1</sup>, the continuing members may act only to:
  - (a) increase the number of board members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## 17. Functions of Board

- (1) To elect a president, vice-president, treasurer and a delegate to the board of Volunteering Australia Inc. from the membership of the board elected under section 14.
- (2) Subject to this constitution or a resolution of the association members carried at a general meeting, the board has:
  - (a) responsibility for the achievement of the association's objectives; and
  - (b) authority to determine the policies and general direction of the association; and
  - (c) responsibility to represent the general interest of members of the association relating to the involvement of volunteers; and
  - (d) the general control of the affairs, property and funds of the association; and
  - (e) authority to interpret the meaning of this constitution and any matter relating to the association on which this constitution is silent.
- (3) The board may exercise the powers of the association:
  - (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issue; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issue; and
  - (h) to invest in a way the members of the association may from time to time decide.
- (4) For subsection (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by
  - (a) the financial institution for the association; or
  - (b) if there is more than one (1) financial institution for the association - the financial institution nominated by the association.

## 18. Meetings of Board

- (1) Subject to subsections (2) to (16), the board may meet and conduct its proceedings as it considers appropriate.
- (2) The board must meet at least once every month to exercise its functions.
- (3) The board must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in a way decided by the board.
- (5) If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board.
- (6) A request for a special meeting must state:
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.

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- (7) At every meeting of the board a simple majority of a number equal to the number of members elected and/ or appointed to the board as at the close of the last annual general meeting of the members, shall constitute a quorum.
- (8) A question arising at a board meeting is to be decided by a majority vote of the members of the board present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A board member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (10) The secretary must give each board member at least 14 days' notice of a special meeting of the board.
- (11) A notice of a special meeting must state:
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (12) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a board meeting, the vice-president is to preside as chairperson at the meeting.
- (13) If the president and the vice-president are absent from a board meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a board meeting called at the request of the members of the board the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a board meeting called, other than on the request of the members of the board, the meeting is to be adjourned to:
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the board.
- (16) If, at an adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## 19. Delegation of Board powers to a subcommittee

- (1) The board may delegate the whole or part of its powers to a sub-committee consisting of the association members considered appropriate by the board.
- (2) A sub-committee may only exercise delegated powers in the way the board decides.
- (3) A sub-committee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A sub-committee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## 20. Disclosure of Interests

- (1) If a member of the board reasonably believes, or should reasonably believe, that an issue being considered or about to be considered by the board may give the member, or an entity associated with the member, a possible professional or commercial advantage, the member must disclose the possible advantage to the board.
- (2) The disclosure must be recorded in the board's minutes and, unless the board otherwise directs, the member must not be present when the board considers the issue or take part in a decision of the board on the issue.
- (3) If, because of this section, a member is not present at a meeting of the board for the deliberation of the board about an issue, that there would be a quorum if the member were present, the remaining members present are a quorum for the board's deliberation or decision about the issue at the meeting.
- (4) For this section, an entity is "associated with" a member if the member is an employee or member of, or an adviser to, the entity.

## 21. Chief Executive Officer of Association

- (1) The board may appoint a chief executive officer for the association under the terms and conditions as the board determines from time to time.
- (2) The chief executive officer is responsible for:
  - (a) the implementation of policies and direction of the day to day management of the association; and
  - (b) implementing the board's decisions; and
  - (c) employing and supervising employees of the association; and
  - (d) ensuring volunteers engaged by the association are not exploited, work in a healthy and safe environment and have a clear understanding of their role.
- (3) The board may delegate to the chief executive officer such powers and functions as it considers appropriate from time to time.
- (4) The chief executive officer is accountable to the board for the purpose of achieving the objectives of the association.

## 22. Acts not affected by defects or disqualifications

- (1) An act performed by the board, a subcommittee or individual acting as a member of the board is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the board, sub-committee or individual acting as a member of the board; or
  - (b) a member of the board, sub-committee member or individual acting as a member of the board was disqualified from being a member.

## 23. Resolutions of Board without meeting

- (1) A written resolution signed by each member of the board for the time being entitled to receive notice of a board meeting is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, signed by one (1) or more of members of the board.

## 24. Protection from liability for Members of Board

- (1) Subsection (2) applies to an individual who is, or has been, a member of the board for an act done, or an omission made, honestly and without negligence in the individual's capacity as a member of the board.
- (2) The individual must be indemnified out of the assets of the association for a liability in the individual's capacity as a member of the board for:
  - (a) a cost and expense in defending a civil or criminal proceeding where judgement is given in favour of the individual or where the individual is acquitted; and
  - (b) an application for a proceeding mentioned under subsection (2) (a) where a court grants relief to the individual.
- (3) Also, the association may effect and maintain the appropriate professional indemnity insurance for an individual who is, or has been, a member of the board. <sup>2</sup> This statement is required to be prepared under the Act, section 59 (Audit and Statement).

## PART 4 – MEETINGS

### 25. Annual General Meetings

An annual general meeting must be held:

- (a) at least once every year; and
- (b) within six (6) months after the end of the association's previous financial year.

### 26. Business to be conducted at Annual General Meeting

The following business must be conducted at each annual general meeting:

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;<sup>2</sup>
- (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the board;
- (e) appointing an auditor.

### 27. Special General Meeting

- (1) The secretary may only call a special general meeting by giving each ordinary member notice of the meeting within 14 days after:
  - (a) being directed to call the meeting by the board; or
  - (b) being given a written request by:
    - (i) at least 33% of the members of the association presently on the board; or
    - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the board plus one (1); or
  - (c) being given a written notice of intention to appeal against the decision of the board:
    - (i) to reject an application for membership; or
    - (ii) to terminate an individual's membership.
- (2) A request mentioned in subsection (1)(b) must state:
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.

### 28. Notice of General Meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each ordinary member of the association.
- (3) The board may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the board;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

### 29. Quorum for, and Adjournment of, General Meeting

- (1) Subject to subsection (5), at any general meeting the number of ordinary members equal to double the number of members of the association presently on the board plus one (1) form a quorum.
- (2) No business may be conducted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the board or the association, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting

called other than on the request of members of the board or the association, the meeting is to be adjourned to:

- (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the board.
- (5) If, at the adjourned meeting, a quorum under subsection (1), is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this section “**member**” includes an individual attending as a proxy or representing a corporation that is a member

### 30. Procedure at General Meeting

- (1) Subject to this constitution, at each general meeting:
- (a) the president or, if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
  - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect one (1) of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way; and
  - (d) each question, matter or resolution must be decided by a majority of votes of the members present, proxy and postal; and
  - (e) each ordinary financial member present and entitled to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
  - (f) a member is not entitled to vote at a general meeting if the member’s annual subscription is in arrears at the date of the meeting; and
  - (g) voting may be by a show of hands and postal votes or a division of members, unless at least 20% of the members present demand a secret ballot; and
  - (h) if a secret ballot is held, the chairperson must appoint two (2) members to conduct a secret ballot in a way the chairperson decides; and
  - (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
  - (j) a member may vote in person or by proxy or by postal or by attorney and:
    - (i) on a show of hands, each individual present who is a member or a representative of a member has one (1) vote; and
    - (ii) in a secret ballot, each member present in person or by proxy or by attorney or postal or other properly authorised representative has one (1) vote; and
  - (k) an instrument appointing a proxy must be in writing; and
    - (i) if the appointer is an individual – signed by the appointer or the appointer’s attorney properly authorised in writing; or
    - (ii) if the appointer is a corporation – either under seal or signed by a properly authorised officer or attorney of the corporation; and
  - (l) a proxy may be a member of the association or another individual; and
  - (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
  - (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

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## **ASSOCIATION:**

*I, (name) of (address) being a member of the association, appoint (name) of (address) as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the (number) day of (month), 20 (year) and at any adjournment of the meeting. Signed this (number) day of (month), 20 (year).*

Signature:

*This form is to be used for the resolution.*

*\* in favour*

*\* against*

*(Strike out whichever is unwanted).*

Unless otherwise instructed, the proxy may vote as the proxy considers appropriate; and

- (o) a postal vote
    - (i) must be in the format approved by the association and signed by the member and a witness; and
    - (ii) all nominations for the board and motions received four (4) weeks before the AGM, general meeting or special general meeting, to be made at the AGM or General meeting or a Special General Meeting; and
    - (iii) postal votes must be sent out three (3) weeks before the AGM or General meeting or a Special General Meeting; and
    - (iv) must be lodge with the secretary one (1) week before the AGM or General meeting or a Special General Meeting;
  - (p) motions and business from the floor
    - (i) if motions and business are taken from the floor at an AGM, General meeting or Special General Meeting, postal votes are not counted towards those motions. The quorum for those motions will consist of members and proxies present at the meeting;
  - (q) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the individual named in the instrument proposes to vote;
  - (r) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting and general meeting are entered in a minute book;
  - (s) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (2) To ensure the accuracy of the minutes recording under subsection (1)(p)-
- (a) the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy; and
  - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (c) the meetings of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

## PART 5 - GENERAL

### 31. Making of By-Laws

- (1) The board may make, amend or repeal by-laws, not inconsistent with this constitution:
  - (a) for the internal management of the association; and
  - (b) to define volunteers' responsibilities and prescribe members' responsibilities to volunteers.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

### 32. Alteration of Constitution

- (1) Subject to the Act, this constitution may be amended, repealed, or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive officer of the department administering the Act.

### 33. Common Seal of Association

- (1) The board must ensure the association has a common seal.
- (2) The common seal must be:
  - (a) kept securely by the board; and
  - (b) used only under the authority of the board.
- (3) Each instrument to which the seal is attached must be signed by a member of the board and countersigned by:
  - (a) the secretary; or
  - (b) another member of the board; or
  - (c) someone appointed by the board.

### 34. Funds and Accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the board.
- (2) Records and accounts must be maintained either in printed or electronic form in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) Payments of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If an amount of \$100 or more is paid by cheque or electronic funds transfer, the cheque or electronic funds transfer must be signed by any two (2) of the following:
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) another member authorised by the board for the purpose.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (7) All petty cash accounts must be kept on the imprest system, and the board must decide the amount of petty cash to be kept in the account.
- (8) All expenditure is subject to the organisation's current budget as approved by the board. Expenditure items not consistent with current budget allocations must be the subject of an amendment to the budget by the board, or by other committee or individual or committee delegated by the board.

## (9) Expenditure Approval

- (a) Cheques must be signed by any two (2) of the president, secretary, treasurer, or other member authorised by the board.
  - (b) Electronic funds transfers and credit cards under an amount to be authorised by the board can be approved by the chief executive officer and the finance officer or senior staff member authorised by the board.
  - (c) Electronic funds transfers and credit cards over an amount to be authorised by the board, must be approved by any two (2) of the president, secretary, treasurer, or other member authorised by the board.
- (10) All expenditure must be approved or ratified at a board meeting.
- (11) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- (a) the income and expenditure for the financial year just ended;
  - (b) the association's assets and liabilities at the close of the year;
  - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- (12) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (13) The income and property of the association must be used solely in promoting the association's objectives and exercising the association's powers.

## 35. Documents of Association

The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

## 36. Financial Year of Association

The financial year of the association closes on 30 June in each year.

## 37. Distribution of income, property, and surplus assets of association to another entity

- (1) This section relates to the distribution of any income and property in the general course of the organisation's activities:
- (a) No part of the association's income or property is to be distributed, paid, or transferred to its members.
- (2) Applies if the association:
- (a) is wound-up under part 10<sup>3</sup> of the Act; and
  - (b) has surplus assets.
- (3) The surplus assets must be given to another entity:
- (a) having objectives similar to the association's objectives; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
  - (c) approved by the Commissioner of Taxation as a public benevolent institution for the purposes of income tax, sales tax, and fringe benefits tax.
- <sup>4</sup> Section 92 (Distribution of surplus assets) of the Act  
<sup>5</sup> Part 9 (Incorporation of Branches and Amalgamation of Incorporated Associations)
- (4) In this section -  
"surplus assets" has the meaning given under section 92(3)<sup>4</sup> of the Act.

## 38. Amalgamation of Association with another Incorporated Association

- (1) This section applies if the association amalgamates with another incorporated association under part 9<sup>5</sup> of the Act.
- (2) The association must amalgamate with another incorporated association:
- (a) having objectives similar to the association's objectives; and
  - (b) the rules of which prohibit the distribution of the incorporated association's income and assets to its members; and
  - (c) approved by the Commissioner of Taxation as a public benevolent institution for the purposes of income tax, sales tax and fringe benefits tax.

## 39. Gift Fund

- (1) Notwithstanding any other provision of this Constitution:
- (2) Volunteering Queensland shall, no later than 01 July 2005, establish and thereafter administer, operate, use, and maintain a gift fund (the Fund) in accordance with the requirements of the Income Tax Assessment Act 1997 (the Act) solely for the purpose of Volunteering Queensland's objects. All gifts received by Volunteering Queensland for those objects shall be separately identified and recorded in the Fund.
- (3) The records, assets and bank accounts of the Fund shall be kept separate from the records, assets and bank accounts of Volunteering Queensland and accounted for accordingly.
- (4) All money received by Volunteering Queensland because of the gifts to the Fund shall be credited to the Fund.
- (5) Government grants to and other receipts of Volunteering Queensland which are not gifts and not the proceeds of disposal of gifts shall not go to the Fund.
- (6) On the winding up, or earlier revoking of the endorsement of the Fund under the Act, the surplus assets of the Fund must be dealt with in accordance with the requirements of the Act and transferred to a fund, authority or institution which is itself gift deductible under the Act.