

VolunteerTeam.org.au

Constitution

Upon Incorporation

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Name

1. The name of the company is VolunteerTeam.org.au

Objects

2. The objects of the VolunteerTeam.org.au are:
 - (a). To facilitate access to all volunteers to innovative tools that ease the job of co-ordinating and delivering effective services to their communities.
 - (b) To enhance the productivity of not-for-profit organisations in Australia which will give increased opportunities for their members to deliver their services to individuals and their communities.
 - (c) To engage members, volunteers, support personnel and the broader community in improving the ease of delivery of their services.
 - (d) To provide advice and training to promote innovative and modern tools and services that support not for profit organisations.
 - (e) To build links between organisations, businesses, government and the broader community through activities that increase knowledge, skills and opportunities for volunteers, members and their organisations.
 - (f) To enhance the delivery of vital community services in Australia.

Definitions

3. In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise:

“Advisory Committee” means Board appointed Committees that are in place to assist in the strategic direction of the VolunteerTeam.org.au, innovation of programs and stakeholder satisfaction. The Board determines the number and scope of these committees from time to time. The committees established at the time of incorporation are: Partnership Advisory Committee. The Committee to be in place is not limited to it in anyway.

"Auditor" means the VolunteerTeam.org.au's auditor.

"Board" means the VolunteerTeam.org.au's board of directors assembled at a meeting of directors in accordance with this Constitution.

"Volunteer Team " means VolunteerTeam.org.au

"Constitution" means the Constitution of the VolunteerTeam.org.au as amended from time to time.

"Members" means the persons shown as members on the VolunteerTeam.org.au's register of members.

"Notice" includes all written communications to members.

"Office" means the VolunteerTeam.org.au's registered office.

"Register" means the VolunteerTeam.org.au's register of members.

"Registered address" means the last known address of a member as noted in the Register.

"Seal" means the VolunteerTeam.org.au's Common Seal.

"Secretary" means any person appointed by the Board to perform the duties of a secretary of the VolunteerTeam.org.au and includes an Honorary Secretary.

Interpretation

4. (a). Words importing the singular number include the plural and the converse applies.
- (b). Words importing the masculine gender include both masculine and feminine genders.
- (c). Words importing persons include corporations, companies, associations and institutions.
- (d). A reference to the Corporations Act is a reference to the Corporations Act as modified or amended from time to time.
- (e). Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.

Application of Corporations Act

5. Unless the contrary intention appears in this Constitution:
 - (a) an expression in this Constitution has the same meaning as in that part of the Corporations Act which deals with the same matter as this Constitution;
 - (b) an expression which is given a general meaning by the Corporations Act has the same meaning in this Constitution; and
 - (c) the replaceable rules set out in the Corporations Act do not apply.

Liability

- 6.1 The liability of the members is limited. Every member of the VolunteerTeam.org.au undertakes to contribute such amount as may be required not exceeding \$10.00 to the assets of the VolunteerTeam.org.au if the VolunteerTeam.org.au is wound up during the time he is a member or within one year afterwards for:
- (a) payment of the debts and liabilities of the VolunteerTeam.org.au contracted before the time he ceased to be member;
 - (b) the costs, charges and expenses of winding up the VolunteerTeam.org.au; and
 - (c) the adjustment of the rights of the members among themselves.

Income and Property

7. The Company's income and property is to be applied solely towards the promotion of the Company's objects as set out in this Constitution. No part of the Company's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Company. However, this clause does not prevent:
- (a) the payment in good faith of remuneration to any employee of the Company or to any member or other person in return for any services actually rendered to the Company;
 - (b) the payment to a member of the Board of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board;
 - (c) the payment to a member of the Board for any service rendered to the Company in a professional or technical capacity where:
 - (1) the provision of that service has the prior approval of the Board; and
 - (2) the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
 - (d) the payment to a member of the Board as an employee of the Company where the terms of employment have been approved by a resolution of the Board;
 - (e) the payment to members of interest on any money borrowed from such members for the purpose of the Company at a rate not exceeding the lowest rate paid for the time being by the Company's principal bank in respect of term deposits of \$50,000.00 for six months;
 - (f) the payment to members of reasonable market rent for premises leased by any member to the Company;
 - (g) VolunteerTeam.org.au will be registered as a company limited by guarantee without the word "Limited" in its name in accordance with Section 150 of the Corporations Act which states that:

- (1) it requires the company to pursue charitable purposes only and to apply its income promoting those purposes; and
- (2) it prohibits the company making distributions to its members and paying fees to its directors; and
- (3) it requires the directors to approve all other payments the company makes to directors.

Winding Up

8. (a) If, on the VolunteerTeam.org.au's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed among the members but must be given to some other similar institution or institutions, provided such other institution or institutions:
 - (1). have objects similar to the VolunteerTeam.org.au's objects;
 - (2) prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the VolunteerTeam.org.au under clause 8;
 - (3) are exempt from income tax under section 50-5 of the Income Tax Assessment Act 1997 or some equivalent provision; and
- (b) Such institution or institutions are to be determined by the members at or before the time of dissolution and, in default, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.
- (c) If effect cannot be given to this provision, then such property must be given to some charitable object which prohibits the payment of any income or property to its members.

Membership

- 9.2 A member of the VolunteerTeam.org.au is:
 - (a) A Board Member; or
 - (b) A natural person who is approved by the Board and is a Member of one of the VolunteerTeam.org.au's Advisory Committees. There is a maximum of only one VolunteerTeam.org.au member from any one Advisory Committee who represents an organisation or stakeholder group on that Advisory Committee.
10. VolunteerTeam.org.au members upon incorporation are:
 - (a). John Robert Benson
 - (b) Leslie Own Hornery
 - (c) David Fraser Abrahams
 - (d) Peter Rolf Swain

- 11 As soon as practicable after a person becomes a member, the Secretary must enter the member's name and details in the Register.

Cessation of Membership

12. Membership ceases on death.
13. Membership ceases automatically upon the member no longer being a Board Member or a member of an Advisory Committee of the VolunteerTeamTools.org.au.
14. Any member may by notice to the Secretary resign as a member with immediate effect or with effect from a particular date subsequent to, but not being later than six months from, the date of that notice.

General Meetings

15. The Board or any three members of the Board may, at any time, convene a general meeting.
- (a) The Board must convene in every calendar year a general meeting, to be called the annual general meeting, which is to be held at such time as may be determined by the Board.
- (b) A member may requisition, convene, or join in requisitioning or convening a general meeting in accordance with the Corporations Act.

Notice of General Meetings

16. At least 21 days' notice must be given to members and the auditor of all general meetings.
- (a). A notice convening a general meeting must:
- (b) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that is to be used to facilitate this); and
- (c) state the general nature of any special business to be transacted at the meeting.
- (d). set out the intention to propose a special resolution and state the resolution if a special resolution is to be proposed at the meeting
- (e) indicate that the member may appoint a proxy.
- (f) For the purposes of the preceding paragraph, special business means any business to be transacted at a meeting other than an annual general meeting and any business to be transacted at an annual general meeting other than the matters listed in paragraphs a. to c. inclusive of clause 17.

- (g) The Board may postpone or cancel any general meeting whenever it thinks fit,
- (h). The Board must give notice of the postponement or cancellation to all members.
- (i) The failure or accidental omission to send a notice of a general meeting or the adjournment or postponement or cancellation of a general meeting to any member or the non-receipt of a notice by any member does not invalidate the proceedings at or any resolution passed at the general meeting.

Annual General Meetings

17. The business of an annual general meeting is to:
- (a). receive and consider the accounts and reports of the Board and the Auditor required by the Corporations Act;
 - (b). elect the members of the Board to be elected pursuant to this Constitution;
 - (c) where relevant, appoint and fix the remuneration of the Auditor; and
 - (d) transact any other business which under this Constitution may be transacted at a general meeting.

Quorum at General Meetings

18. No business may be transacted at a general meeting unless a quorum of members is present, in person or by proxy or representative, when the meeting proceeds to business.
- (a). A quorum of members is not fewer than 50% of the members entitled to vote.
 - (b). If a quorum is not present within 30 minutes after the time appointed for a meeting:
 - (c) if the meeting was convened on the requisition of members, it is automatically dissolved; or
 - (d) . in any other case:
 - (1) it stands adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Board; and
 - (2) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, a quorum is 3 members.

Chairman of General Meetings

19. The Chairman, or in the Chairman's absence, the Deputy Chairman, presides as Chairman at every general meeting. If neither of such officers is present within 10 minutes after the time appointed for the meeting, the members present must choose one of their number as Chairman of the meeting.

Adjournment of General Meetings

20. The chairman of a meeting at which a quorum is present:
- (a) in his discretion may adjourn a meeting with the meeting's consent; and
 - (b) must adjourn a meeting if the meeting directs him to do so.
 - (c) An adjourned meeting may take place at a different venue to the initial meeting.
 - (d) The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
 - (e) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
 - (f). Notice of an adjourned meeting must only be given if a general meeting has been adjourned for one month or more. If notice is required, it must be at least 21 days' notice.
 - (g). No poll may be demanded on the question of adjournment of a meeting except by the chairman.

Resolutions and Polls at General Meetings

- 21.. Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (a). A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by:
 - (b) the chairman; or
 - (c) any two members who have the right to vote at the meeting and who are present in person or by proxy; or
 - (d). members with at least 5% of the votes that may be cast on the resolution on a poll.
 - (e) A poll may be demanded:
 - (1). before a vote on a show of hands takes place;

- i. after a vote on a show of hands takes place but before the declaration of the result of the show of hands; or
 - (3)ii. immediately after the declaration of the result of a show of hands.
 - (f) Unless a poll is demanded:
 - (1) a declaration by the chairman that a resolution has been carried or lost; and
 - (2)iii. an entry to that effect in the minutes of the meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
 - (g) The demand for a poll may be withdrawn.
 - (h) A poll must be taken at the time and in the manner that the chairman directs.
 - (i) The result of the poll is the resolution of the meeting at which the poll is demanded.
 - (j). A poll demanded on the election of the chairman or the adjournment of a meeting must be taken immediately.
 - (k) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
22. A decision of a general meeting may not be invalidated on the ground that a person voting at the meeting was not entitled to do so.
- (a). A challenge to a right to vote at a general meeting may only be made at the meeting.
 - c. The chairman must determine such challenge and such determination, if made in good faith, is final.

Chairman's Casting Vote at General Meetings

23. In the case of an equality of votes, the chairman does have a casting vote.

Right to Vote at General Meetings

24. Every member has one vote.

Proxies

25. A member may by notice to the Secretary appoint another member as his proxy to attend and vote at general meetings instead of him and any proxy has the same right as the member to speak at the meeting.
26. The notice must be in a form approved by the Board.
27. The notice must be signed by the appointer or by his attorney.
28. The notice may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does so, the proxy must not vote in any other way. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
29. (a) The notice and, if the notice is signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority must be received by the VolunteerTeam.org.au at least 48 hours before the meeting.

(b). If a VolunteerTeam.org.au meeting has been adjourned, a notice and any authority received by the VolunteerTeam.org.au at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
30. A vote cast in accordance with the notice appointing a proxy is valid even if before the vote was cast the appointer:
 - (a) died;
 - (b)d. became of unsound mind; or
 - (c). revoked the proxy or power,unless notice of the death, unsoundness of mind, or revocation was received before the relevant meeting or adjourned meeting at the office, or at such other place within Australia nominated by the VolunteerTeamTools.org.au in the notice convening the meeting.

Management of the VolunteerTeamTools.org.au

- 31.5 The VolunteerTeam.org.au's business is managed by or under the direction of the Board which may exercise all the VolunteerTeam.org.au's powers which are not required by this Constitution or any law to be exercised by the VolunteerTeamTools.org.au in general meeting.

Composition of the Board

32. The Board comprises of the following:
 - a. up to 3 persons elected by the members; and

- b. up to two persons appointed by the Board.
33. All members of the Board must declare that they are in agreement with the Objects of the VolunteerTeam.org.au
34. Upon incorporation the following persons, John Robert Benson, Leslie Owen Hornery and David Fraser Abrahams, to the Board and retain this office until the close of the first Annual General Meeting held after incorporation. Provided such appointed Board Members meet the normal requirements of being a Board Member they are eligible to seek nomination to be a Board Member following the first Annual General Meeting.

Elected Board Members

35. A person is not eligible for election as a member of the Board unless the person or some other member has, at least 28 days before the meeting at which the election is to take place, left at the office a notice (endorsed with the person's consent) proposing the person for appointment as a member of the Board. If a person is recommended by the Board for election, such notice is not required.
36. At each annual general meeting, the members must elect up to three persons as members of the Board to hold office subject to this Constitution.

Appointed Board Members

37. The Board may appoint up to two additional Board Members at any time and at its discretion.
38. Appointed Board Members are to hold office for a term of 12 months after which they are subject to re-appointment at the sole discretion of the Board.

Casual Vacancies on the Board

39. Any casual vacancy among the members of the Board elected by the members may be filled by the Board. A member of the Board appointed in this way holds office for the remainder of the term of office of the person he is replacing at which time he must retire from office but is eligible for re-election.
40. The Board may act even if there are vacancies on the Board.
41. If at any time the number of members of the Board in office is fewer than three, the Board may meet and act only:
- (a). to appoint a member of the Board; or
 - (b)f. to convene a general meeting.

Defects in Appointment

42. If it is discovered that:
- (a). there was a defect in the appointment of a person as a member of the Board or as a member of a Board committee; or
 - (b)g. a person appointed to one of those positions was disqualified;
- all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

Reimbursement of Expenses to Board Members

- 43.8 The members of the Board may be paid all travelling and other expenses properly incurred by them in attending and returning from Board meetings or any committee meetings or General Meetings or otherwise in connection with the VolunteerTeam.org.au's business.

Chairman of the Board

44. At the first Board meeting after each annual general meeting, the Board must elect one of its members as Chairman. If the Chairman ceases to be a member of the Board, that person must immediately vacate the office of Chairman.
45. Any casual vacancy occurring in the office of Chairman must be filled by the Board. The newly elected person holds office for the remainder of the term of office of the former Chairman but is eligible for re-election.

Deputy Chairman

46. The Board may elect one of its members as Deputy Chairman. If the Deputy Chairman ceases to be a member of the Board, that person must immediately vacate the office of Deputy Chairman.
47. Any casual vacancy occurring in the office of Deputy Chairman may be filled by the Board. The newly elected person holds office for the remainder of the term of office of the former Deputy Chairman but is eligible for re-election.

Secretary

48. The Board must appoint a Secretary for such term, at such remuneration (if any) and upon such conditions as it thinks fit. The Secretary need not be a member of the Board.
49. The Secretary may be removed by the Board.

Treasurer

50. The Board may appoint a Treasurer for such term, at such remuneration (if any) and upon such conditions as it thinks fit. The Treasurer need not be a member of the Board.
51. The Treasurer may be removed by the Board.

Vacation of Office of Board Member

52. The office of a member of the Board is vacated if he:
- (a). dies; or
 - (b). resigns by notice to the VolunteerTeam.org.au; or
 - (c). becomes bankrupt or makes any general arrangement or composition with his creditors; or
 - (d). becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (e). is found guilty of any offence punishable under the criminal law or VolunteerTeam.org.au rules.
 - (f). is found by a 75% majority of the Board to have made statements or conducted himself in such a way as to discredit or bring into disrepute either himself, the VolunteerTeam.org.au, or any member of the VolunteerTeam.org.au; or
 - (g). is removed by the members of the VolunteerTeam.org.au in accordance with the Corporations Act; or
 - (h). otherwise ceases to be, or becomes prohibited from being, a member of the Board by virtue of the Corporations Act.

Confidentiality Obligations

53. Every member of the Board and other agent or officer of the VolunteerTeam.org.au must keep secret all aspects of all transactions of the VolunteerTeam.org.au, except:
- (a) to the extent necessary to enable the person to perform his duties to the VolunteerTeam.org.au;
 - (b) as required by law;
 - (c)i. when requested to disclose information by the Board to the Auditor or a general meeting of the VolunteerTeam.org.au;
 - (d) as otherwise permitted by the Board.

Proceedings of the Board

54. The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
55. A Board meeting may be held by the members of the Board communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. All attendees must confirm that they are sufficiently supported by their communications technology to enact meeting objectives.
- (a). The members of the Board need not all be physically present in the same place for a Board meeting to be held.
- (b). A member of the Board who participates in a meeting held in accordance with this clause is deemed to be present and entitled to vote at the meeting.

Board Quorum

56. The quorum necessary for the transaction of the business of the Board is 50% of the board, minimum three.

Chairman of Board Meetings

57. The Chairman or, in his absence, the Deputy Chairman must take the chair at all Board meetings. If at any meeting neither of such officers is present within 10 minutes after the time appointed for holding the meeting, the members of the Board present must choose one of their number to be chairman of the meeting.

Voting at Board Meetings

58. Questions arising at a Board meeting are decided by a majority of the votes of the members of the Board present and voting. In case of an equality of votes, the Chairman of the meeting does not have a casting vote in addition to his deliberative vote.

Convening of Special Board Meetings

59. Upon the written requisition of any two members of the Board, the Chairman, or Deputy Chairman, or in their absence the Secretary, must convene a special meeting of Board to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

Board Resolutions without Meetings

- 60.. (a) If all the members of the Board who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is deemed to have been passed at a Board meeting held on the day on which the document was last signed by a member of the Board.
- (b) For the purposes of paragraph (a)., two or more identical documents, each of which is signed by one or more members of the Board, together constitute one document signed by those members on the days on which they signed the separate documents.
- (c) Any document referred to in this clause may be in the form of electronic mail, a telex or facsimile transmission.
- (d). The minutes of Board meetings must record that a meeting was held in accordance with this clause.
- (e)j. This clause applies to meetings of Board committees as if all members of the committee were members of the Board.

Material Personal Interests

61. (a). Unless permitted by the Corporations Act, a member of the Board who has a material personal interest in a matter that is to be considered at a Board meeting:
- (1). must not vote on the matter being considered at the meeting.
- (b) Paragraph(a). does not apply to an interest that the member of the Board has as a member of the VolunteerTeam.org.au in common with the other members of the VolunteerTeam.org.au.
- (c). The quorum for consideration at a Board meeting of a matter in which one or more members of the Board have a material personal interest is two members of the Board who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.
- (d)k. Each member of the Board must disclose to the VolunteerTeam.org.au any material contract in which he is interested, and must provide the VolunteerTeam.org.au with the names of the parties to the contract, particulars of the contract, and his interest in the contract.
- (e) A member of the Board's failure to make disclosure under this clause does not render void or voidable a contract in which he has an interest.

Minutes

62. (a). The Board must cause minutes to be made of:
- (1) the names of the members of the Board present at all general meetings, Board meetings and meetings of Board committees;
 - (2) all proceedings of general meetings, Board meetings and meetings of Board committees;
 - (3). all appointments of officers;
 - (4)iv. all orders made by the Board and Board committees; and
 - (5)v. all disclosures of interests made pursuant to clause 61.
- (b) Minutes must be signed by the chairman of the meeting or by the chairman of the next meeting of the relevant body and if so signed are as between the members conclusive evidence of the matters stated in such minutes.

Committees

63. The Board may delegate any of its powers to committees consisting of such persons as it thinks fit and may revoke such delegation. Any committee so formed must conform to any rules imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of Board so far as the same are applicable and are not superseded by any rule made by the Board under this clause.

Staff

64. The Board is to appoint employees for such term at such remuneration and upon such conditions as it thinks fit.

Supporting Organisations

65. The Board must give prior written approval to:
- (a) the establishment of organisations to assist the VolunteerTeam.org.au ("supporting organisations");
 - (b) the constitution of any supporting organisation;
 - (c)l. the employment of employees by a supporting organisation.
66. The Board may disband any supporting organisation.

Seal

67. The Board must provide for the safe custody of the Seal. Subject to clause 68, the Seal must not be used without the authority of the Board and in the presence of at least one member of the Board who must sign every document to which the Seal is affixed and every such document must be countersigned by one other member of the Board or the Secretary or some other person appointed by the Board.
68. Where as a matter of urgency a document is required to be under the Seal, the Chairman or Deputy Chairman may direct the Secretary to affix the Seal to that document and at the first opportunity the Secretary must report to the Board the action taken.

Accounts

69. The Board must cause the VolunteerTeam.org.au to keep accounts of the VolunteerTeam.org.au's business in accordance with the Corporations Act.
 - (a). The Board must cause the accounts of the VolunteerTeamTools.org.au to be:
 - (1). audited; and
 - (2). laid before the annual general meeting of the VolunteerTeam.org.au in accordance with the Corporations Act.
70. A copy of the accounts must be sent to all persons entitled to be sent notices of general meetings together with the notice of the annual general meeting, as required by the Corporations Act.
71. The accounts when audited and approved by a general meeting are conclusive except as regards any material error discovered in them within 6 months next after their approval. Whenever any material error is discovered within that period, the accounts must immediately be corrected and then they are conclusive.

Notices

72. Notices must be in writing.
73. A notice may be served by the VolunteerTeam.org.au on a member by any of the following methods:
 - (a) by serving it personally on the member;
 - (b)m. by leaving it at the registered address;
 - (c). by sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the registered address;
 - (d)n. by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the member; or

- (e)o. by sending it by electronic mail to an electronic mail address nominated by the member for the purpose of serving notices on the member.
74. Each member whose registered address is not in Australia may notify the VolunteerTeam.org.au of an address in Australia which is deemed to be that member's registered address for the purpose of serving notice.
75. Any notice sent by post, air-mail or air courier is deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier. In proving service, it is sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any officer of the VolunteerTeam.org.au that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive.
76. Any notice sent by facsimile transmission or electronic mail is deemed to have been served on receipt by the VolunteerTeam.org.au of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
77. Any notice sent by post to or left at the registered address is deemed to have been properly served even if the member is then dead or bankrupt and whether or not the VolunteerTeam.org.au has notice of the death or bankruptcy.
78. The signature to any notice given by the VolunteerTeam.org.au may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
79. Where a period of notice is required to be given, the day on which the notice is served and the day of doing the act or other thing is not included in the number of days or other period.

Indemnity

80. To the extent permitted by law, the VolunteerTeam.org.au indemnifies every officer of the VolunteerTeam.org.au against any liability incurred by that person:
- (a). in his capacity as officer of the VolunteerTeam.org.au; and
- (b). to a person other than the VolunteerTeam.org.au or a related body corporate of the VolunteerTeam.org.au
- unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.
81. The VolunteerTeam.org.au indemnifies every officer of the VolunteerTeam.org.au against any liability for costs and expenses incurred by the person in his capacity as officer of the VolunteerTeam.org.au:
- (a). in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

- p. in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.
82. The VolunteerTeam.org.au may pay a premium in respect of a contract insuring a person who is or has been an officer of the VolunteerTeam.org.au against a liability incurred by the person as an officer of the VolunteerTeam.org.au except in circumstances prohibited by the Corporations Act.

Alteration of Constitution

83. No addition, alteration or omission may be made to or from this Constitution unless the same are approved by special resolution of the members of the VolunteerTeam.org.au and such resolution is passed by at least 75% of the total membership at the time.