

Victorian Council of Social Service

ABN 23 005 014 988

CONSTITUTION

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PART 2 – NAME, OBJECTS AND POWERS

2. Name

The name of the company is “Victorian Council of Social Service” (in this constitution “VCOSS”).

3. Objects

The objects of VCOSS are:

- (1) to work towards the reduction and eventual elimination of social and economic disadvantage in Victoria;
- (2) to promote co-operation between organisations and individuals involved in the field of social and community service in Victoria; and
- (3) to work towards a united Australia that respects this land of ours, values the Aboriginal and Torres Strait Islander heritage, and provides justice and equity for all.

4. Legal Capacity and Powers

- (1) VCOSS has:
 - (a) the legal capacity and powers of an individual, and
 - (b) all the powers of an incorporated body,as provided by section 124 of the Corporations Act
- (2) VCOSS may only exercise its powers for its objects.

5. Use of Income, Assets and Profit

- (1) VCOSS may only use its income, assets and profit for its objects.
- (2) VCOSS must not distribute any of its profit, income or assets directly or indirectly to its members.
- (3) Subclause (2) does not prevent VCOSS from paying its members:
 - (a) reimbursement for expenses properly incurred by them, and
 - (b) for goods supplied and services provided by them,if this is done in good faith on terms no more favourable than if the member were not a member.

- (4) VCOSS must not pay fees directly or indirectly to its directors.
- (5) VCOSS may only make other payments to its directors if the payment has been specifically approved by resolution of the directors.

PART 3 – MEMBERSHIP

6. Eligibility

- (1) Any person who:
 - (a) supports the objects of VCOSS; and
 - (b) agrees to comply with the code of conduct of VCOSS;is eligible for membership.
- (2) In subclause (1) “person” includes an individual, incorporated body or unincorporated body, and part of an incorporated or unincorporated body, subject to subclause (3).
- (3) An unincorporated body, or part of an incorporated or unincorporated body may only become a member by nominating an individual or incorporated body to act as member on its behalf.
- (4) In this constitution, unless the contrary intention appears, “member” includes an unincorporated body, or part of an incorporated or unincorporated body that is represented by a member in accordance with subclause (3).

7. Applications

Applications for membership must be:

- (1) in writing, stating that the applicant:
 - (a) wishes to become a member of VCOSS;
 - (b) supports the objects of VCOSS;
 - (c) agrees to comply with the code of conduct of VCOSS; and
 - (d) undertakes to contribute up to \$20 to VCOSS’s property, if VCOSS is wound up;
- (2) signed by the applicant; and
- (3) accompanied by the first subscription.

8. Approval

- (1) The Board must:
 - (a) by resolution approve or reject the application; and
 - (b) notify the applicant whether the application has been approved or rejected.
- (2) If the Board accepts the application:
 - (a) the applicant becomes a member from the date of the Board meeting; and
 - (b) the name and address of the new member, and the date of becoming a member must be entered in the register of members.
- (3) If the Board rejects the application, it must return the subscription to the applicant.

9. Subscriptions

- (1) The Board must by regulation set the subscription.
- (2) The amount of the subscription and the date for payment may vary according to criteria set by the Board in the regulation.
- (3) The voting and other rights of members who have not paid the subscription by the date for payment are suspended until the subscription is paid.

10. Rights and Obligations

- (1) The rights of members are not transferable, and end when the member ceases to be a member in accordance with clause 14.
- (2) By joining VCOSS and remaining members, members agree:
 - (a) to support the objects of VCOSS; and
 - (b) to comply with the code of conduct.
- (3) This constitution is an enforceable contract between VCOSS and each member as provided by section 140 of the Corporations Act

11. Liability

- (1) The liability of members is limited to the amount specified in subclause (2).

- (2) If VCOSS is wound up, each member undertakes to contribute up to \$20 to VCOSS's property.
- (3) In subclause (2) "member" includes a former member who was a member at any time during the year ending on the day of the commencement of the winding up, subject to subclause (4).
- (4) Former members need not contribute in respect of a debt or liability of VCOSS contracted after they ceased to be a member.

12. Resignation

- (1) Members may resign by writing to VCOSS.
- (2) Members whose subscriptions are more than 1 year in arrears are taken to have resigned.
- (3) Members who breach the code of conduct are taken to have resigned, subject to clause 16.

13. Discipline

- (1) The Board may by resolution passed by an absolute majority suspend or expel a member for:
 - (a) failing to comply with the constitution or regulations; or
 - (b) causing a detriment to VCOSS.
- (2) The Board must not pass a resolution under subclause (1) unless the member has been:
 - (a) informed of what it is alleged the member has done; and
 - (b) given a reasonable opportunity to be heard.
- (3) VCOSS may not fine members.

14. Cessation

- (1) Members cease to be members:
 - (a) on resignation, expulsion or ceasing to have legal capacity; and
 - (b) in the case of members nominated to act on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 6(3) who are not members in their own right – when another member is nominated.

- (2) If a member ceases to be a member, the date of ceasing to be a member must be entered in the register of members.

15. Register of Members

The Board must ensure that a register of members is kept as required by section 169 of the Corporations Act in which are entered:

- (1) the name of each member,
- (2) the address for notices last given by the member,
- (3) the date of becoming a member, and
- (4) in the case of former members – the date of ceasing to be a member.

16. Grievance Procedure

- (1) The grievance procedure set out in this clause applies to disputes under this constitution between:
 - (a) a member and another member, and
 - (b) a member and the Board or VCOSS.
- (2) In paragraph (1)(b) “member” includes a former member taken to have resigned under clause 12(3) who:
 - (a) disputes having breached the code of conduct; and
 - (b) wishes to be reinstated as a member.
- (3) The parties must first attempt to resolve the dispute themselves.
- (4) If the parties are unable to resolve the dispute, the Board must appoint a mediator.
- (5) The mediator:
 - (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member; and
 - (d) if possible, must be appointed with the agreement of all parties.
- (6) The mediator must conduct a hearing at which each party is given a reasonable opportunity to be heard.

- (7) The mediator may during, and must at the end of, the hearing attempt to resolve the dispute by agreement between the parties.
- (8) If the mediator is unable to resolve the dispute by agreement between the parties, the mediator must determine the respective rights and obligations under this constitution of the parties and any other members.
- (9) A determination of a mediator under subclause (8) is binding on the parties and all members.
- (10) A party may appoint another person to act on its behalf in the grievance procedure.

PART 4 – GENERAL MEETINGS

17. Annual General Meeting

- (1) The Board must convene an annual general meeting to be held in October or November each year.
- (2) (a) At least 21 days before the annual general meeting, VCOSS must publish on the VCOSS website the financial report and auditor’s report referred to in clause 54 for the last financial year.
 - (b) If a member requests, VCOSS must send a hard copy or electronic copy of the financial report and auditor’s report to the member.
- (3) The Board must lay before the annual general meeting the financial report and auditor’s report for the last financial year.
- (4) The ordinary business of the annual general meeting is:
 - (a) to verify the minutes of:
 - (i) the last annual general meeting, and
 - (ii) any special general meetings since the last annual general meeting;
 - (b) to consider the financial report and auditor’s report (including questions and comments from members on the management of VCOSS); and

(c) to elect directors in accordance with clause 29.

- (5) The annual general meeting may only consider other business of which notice has been given in accordance with clause 19(2)(c).

18. Special General Meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if requested by members on the same basis as under section 249D of the Corporations Act.
- (3) Members may themselves convene a special general meeting on the same basis as under section 249F of the Corporations Act.
- (4) Special general meetings may only consider business of which notice has been given in accordance with clause 19(2)(c).

19. Notice

- (1) At least 21 days notice in writing of general meetings must be given to:
- (a) each member,
 - (b) each director, and
 - (c) VCOSS's auditor.
- (2) The notice must state:
- (a) the date, time and place (or places) of the meeting,
 - (b) if the meeting is to be held at more than 1 place – the technology that will be used,
 - (c) the general nature of each item of business to be considered, and
 - (d) if a special resolution is to be proposed:
 - (i) the proposed resolution, and
 - (ii) that it is intended that the resolution be proposed as a special resolution.
- (3) The notice must include under paragraph (2)(c) any business that any member has requested in writing be considered.

(4) The notice must include a statement that the financial report and auditor's report to be considered at the annual general meeting are available on the VCOSS website.

(5) The notice must also include:

- (a) a statement that members that are incorporated bodies may appoint a representative to attend, speak and vote on their behalf in accordance with clause 20,
 - (b) a statement that:
 - (i) all members have the right to appoint a proxy to attend, speak and vote instead of the member in accordance with clause 21, and
 - (ii) proxies must be members, and
 - (c) a copy of clauses 20 and 21.
- (6) The notice may (but need not) include forms of appointment for the purposes of subclause (5) and clauses 20 and 21.
- (7) If a general meeting is adjourned for 1 month or more, new notice of the resumed meeting must be given.
- (8) Despite subclause (1), the accidental omission to give notice of the meeting to a member or members, or the non-receipt by a member or members of notice of the meeting does not invalidate the meeting.

20. Representatives

- (1) Members that are incorporated bodies may appoint individuals to represent them at general meetings.
- (2) Appointments of representatives must be:
- (a) in writing, naming the individual (or individuals, in order) to represent the member;
 - (b) sealed by, or signed on behalf of, the member; and
 - (c) sent to VCOSS before the meeting; or
 - (d) given to the chair of the meeting before or at the commencement of the meeting.
- (3) Representatives may exercise all the rights of members at general meetings.

21. Proxies

- (1) Members entitled to vote at the general meeting may appoint any other member as a proxy.
- (2) Appointments of proxies must be:
 - (a) in writing, naming the person (or persons, in order) appointed;
 - (b) signed by the member making the appointment; and
 - (c) sent to VCOSS before the meeting; or
 - (d) given to the chair of the meeting before or at the commencement of the meeting.
- (3) Appointments of proxies are valid if they contain the information required by subclause (2).
- (4) Proxies may exercise all the rights of members at general meetings.

22. Use of Technology

General meetings may be held at more than 1 place, provided that the technology used enables each member and proxy present at all places the meeting is held to clearly and simultaneously communicate with every other such person.

23. Quorum

- (1) The quorum for consideration of:
 - (a) the ordinary business of the annual general meeting, and
 - (b) any special resolution recommended by the Board,is the presence in person or by representative of at least 13 members entitled to vote.
- (2) The quorum for the consideration of all other business at general meetings is the presence in person, by representative or by proxy of at least 10% of members entitled to vote.
- (3) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting must not proceed.

24. Chairing

- (1) The President is entitled to chair general meetings.
- (2) If the President is not present, or does not wish to chair the meeting, the Deputy President is entitled to chair.
- (3) If neither the President nor the Deputy President is present, or if neither wishes to chair the meeting, the meeting must elect another member to chair.
- (4) The chair of the meeting has a deliberative vote, but does not have a casting vote.

25. Voting

- (1) All members are entitled to vote at general meetings, except those whose voting rights have been suspended under clause 9(3) or 13(1).
- (2) Each member has 1 vote.
- (3) Members may vote in person, by representative or by proxy.
- (4) Unless a poll is demanded, voting is by show of hands.
- (5) Proxies are not entitled to vote on a show of hands (but this does not prevent members appointed as proxies from voting as members on a show of hands).
- (6) If an equal number of votes are cast for and against a proposed resolution or amendment, the chair of the meeting must declare the proposed resolution or amendment lost.
- (7) A challenge to a right to vote:
 - (a) may only be made at the meeting; and
 - (b) must be determined by the chair of the meeting, whose decision is final.

26. Poll

- (1) Any person entitled to vote (including proxies and the chair of the meeting) may demand a poll on any resolution, other than a resolution concerning:
 - (a) the election of the chair of the meeting, or
 - (b) the adjournment of the meeting.

- (2) The poll may be demanded:
 - (a) before a vote is taken,
 - (b) before the voting results on a show of hands are declared, or
 - (c) immediately after the voting results on a show of hands are declared.
- (3) The poll must be taken when and in the manner the chair of the meeting directs.
- (4) On a poll, proxies:
 - (a) need not cast any or all of their votes as proxies, unless they are the chair of the meeting;
 - (b) may cast their votes in different ways; and
 - (c) if:
 - (i) they do cast votes as proxies; and
 - (ii) the appointment of proxy specifies the way the proxy is to vote on a proposed resolution;must vote that way.
- (5) A demand for a poll may be withdrawn.

PART 5 – DIRECTORS

27. Number and Type

- (1) VCOSS has:
 - (a) 9 elected directors, and
 - (b) up to 3 co-opted directors.
- (2) VCOSS does not have:
 - (a) alternate directors, or
 - (b) a managing director.

28. Eligibility

- (1) Any individual who is:
 - (a) a member, or
 - (b) the representative of a member,is eligible to be elected or co-opted as a director, except for:
 - (c) members and representatives of members whose voting rights have been suspended under clause 9(3) or 13(1), and

- (d) employees of VCOSS, subject to subclause (2).
- (2) The number of elected directors who are the representatives of members that are:
 - (a) not-for-profit organisations, and
 - (b) working in the field of social and community service in Victoria,must never be fewer than 6.
- (3) By becoming and remaining directors, directors who are not members agree to support the objects of VCOSS, and to comply with the code of conduct, constitution and regulations as if they were a member.

29. Election

- (1) Each annual general meeting must elect 3 directors.
- (2) Nominations must be:
 - (a) signed by:
 - (i) the candidate, and
 - (ii) the nominator and seconder, both of whom must be members or representatives of members entitled to vote at the annual general meeting; and
 - (b) received at the VCOSS office no later than 4.00 p.m. 7 days before the annual general meeting.
- (3) For the purpose of paragraph (2)(b) the original nomination must be received, not a faxed copy.
- (4) Nominations may be accompanied by a statement of up to 100 words setting out the qualifications of the candidate.
- (5) If 3 or fewer nominations are received, the chair of the meeting must declare those candidates elected.
- (6) If more than 3 nominations are received, an election must be held:
 - (a) The chair of the meeting must appoint a returning officer;
 - (b) A secret ballot must be conducted;

- (c) Each member entitled to vote and present at the meeting in person, by representative or by proxy must be given a ballot paper with the names of the candidates listed in an order decided by lot;
- (d) Voters must cross off the names of those candidates they do not wish to vote for, leaving the names of those candidates they do wish to vote for;
- (e) Voters must cross off sufficient names so that the number of candidates whose names have not been crossed off is 3 or fewer;
- (f) Ballot papers that do not comply with paragraph (e) are informal;
- (g) Each formal ballot paper where the name of a candidate has not been crossed off counts as 1 vote for that candidate;
- (h) The returning officer must declare elected the 3 candidates who receive the most votes, subject to paragraph (i); and
- (i) If 2 or more candidates receive the same number of votes, and 1 or some but not all of those candidates must be elected, the returning officer must decide by lot which is to be elected.

30. Co-option

The Board may:

- (1) at its first meeting after each annual general meeting, and
 - (2) at any subsequent meeting,
- co-opt up to 3 additional directors.

31. Term of Office

- (1) Elected directors hold office:
 - (a) from the end of the annual general meeting at which they are elected,
 - (b) until the end of the third annual general meeting after they were elected,subject to subclauses (3)–(7).
- (2) Co-opted directors hold office:
 - (a) from the time they were co-opted,

- (b) until the end of the annual general meeting after they were co-opted, subject to subclauses (3)–(7).
- (3) Directors may be re-elected and co-opted again.
- (4) Directors may resign by writing to VCOSS.
- (5) Directors cease to hold office if:
 - (a) in the case of directors who at the time of their election were the representatives of members – the director ceases to be the representative of a member for longer than 3 months; or
 - (b) in any other case – the director ceases to be a member.
- (6) Directors also cease to hold office if they:
 - (a) fail to attend 3 consecutive meetings of the Board without leave of absence from the Board;
 - (b) receive any payment from VCOSS otherwise than in accordance with this constitution; or
 - (c) become disqualified under Part 2D.6 of the Corporations Act, subject to sections 206F(5) and 206G of the Corporations Act.
- (7) Directors may be removed by general meeting in accordance with section 203D of the Corporations Act. The resulting vacancy may be filled at the general meeting.
- (8) If there is a vacancy in directors, including where:
 - (a) insufficient nominations are received under clause 29; or
 - (b) a vacancy under subclause (7) is not filled at the general meeting;the Board may appoint an individual who would be eligible to be elected or co-opted as a director under clause 28 to fill the vacancy, but only until the end of the next annual general meeting (or, in the case of vacancies arising between the close of nominations under clause 29(2)(b) and the end of the annual general meeting, until the end of the annual general meeting in the following year).

(9) Any vacancies in elected directors that:

- (a) arise before the close of nominations under clause 29(2)(b); and
- (b) would otherwise be unfilled after the end of the next annual general meeting;

must be filled for the remainder of the term of office by the next annual general meeting in accordance with clause 29.

(10) For the purposes of subclause (9):

- (a) if 2 or more vacancies are to be filled for the same period, they must be filled by 1 ballot;
- (b) if vacancies are to be filled for different periods, they must be filled by separate ballots; and
- (c) clause 29 must be applied with such modifications as are necessary to reflect the number of positions to be elected in each ballot.

(11) The Board may continue to act despite any vacancy in directors.

(12) Even if it is later found that a person who has acted as a director was not properly elected, co-opted or appointed, the validity of:

- (a) the acts of that person as a director, and
 - (b) decisions of meetings of the Board in which that person has participated,
- is not affected.

32. Notification to ACNC

If a person becomes or ceases to be a director, VCOSS must notify the ACNC in the approved form within 28 days as required by section 65-5 of the ACNC Act.

33. Duties

Each director is subject to, and must comply with, the following duties under section 45.25 of the ACNC Regulation:

- (1) to exercise the director's powers and discharge the director's duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of VCOSS;

- (2) to act in good faith in VCOSS's best interests, and to further the objects of VCOSS;
- (3) not to misuse the director's position;
- (4) not to misuse information obtained in the performance of their duties as a director of VCOSS;
- (5) to disclose perceived or actual material conflicts of interest of the director – refer clause 49;
- (6) to ensure that VCOSS's financial affairs are managed in a responsible manner; and
- (7) not to allow VCOSS to operate while insolvent.

PART 6 – OFFICE-BEARERS

34. Positions

(1) The office-bearers of VCOSS are:

- (a) President,
 - (b) Deputy President,
 - (c) Treasurer, and
 - (d) Secretary,
- subject to subclause (2).

(2) The Board may by regulation establish other office-bearer positions.

35. Election

The Board must at its first meeting after the annual general meeting each year elect the office-bearers (other than the Secretary) from among the directors.

36. Term of Office

- (1) Office-bearers hold office from the time of their election until their successor is elected, subject to subclauses (2)–(4).
- (2) Office-bearers may resign by writing to VCOSS.
- (3) Office-bearers who cease to be directors, other than by the expiry of their term of office, cease to be office-bearers.
- (4) Office-bearers may be removed by resolution passed by an absolute majority of the Board.

- (5) The Board must as soon as practicable fill casual vacancies in office-bearer positions for the balance of the term.
- (6) This clause does not apply to the Secretary.

37. Secretary

- (1) The Board must appoint a Secretary of VCOSS in accordance with Part 2D.4 of the Corporations Act.
- (2) Unless the Board otherwise resolves, the chief executive officer is to be appointed Secretary.

PART 7 – THE BOARD

38. Membership

The members of the Board are the directors of VCOSS.

39. Responsibility and Powers

- (1) The Board is responsible for the management of VCOSS, subject to subclause (4).
- (2) The Board may exercise all powers of VCOSS on its behalf.
- (3) Without limiting subclause (2), the Board may:
 - (a) establish committees with such membership and terms of reference as it thinks appropriate; and
 - (b) delegate its powers as it thinks appropriate.
- (4) A general meeting may by resolution direct the Board on any matter within its powers.

40. Code of Conduct

The Board must by resolution passed by an absolute majority prescribe a code of conduct to be complied with by members in accordance with clause 10(2)(b).

41. Regulations

- (1) The Board may by resolution passed by an absolute majority make regulations to give effect to this constitution.
- (2) Members must at all times comply with the regulations as if they formed part of this constitution.

42. Public Statements

- (1) The Board may by regulation or resolution authorise an office-bearer, director or employee to make public statements on behalf of VCOSS.
- (2) No person may make any public statement on behalf of VCOSS unless authorised by the Board.

PART 8 – MEETINGS OF THE BOARD

43. Convening

- (1) The President, Secretary or any 2 directors may convene a meeting of the Board.
- (2) Ordinary meetings of the Board must be held at least 4 times each year.
- (3) At its first meeting after each annual general meeting the Board must by resolution set the dates, times and places of ordinary meetings until the next annual general meeting.
- (4) The Board may by resolution subsequently change the dates, times and places of ordinary meetings.

44. Notice

- (1) Each director must be given at least 7 days notice in writing of meetings of the Board, subject to subclause (4).
- (2) Notice may be given of more than 1 ordinary meeting of the Board at the same time.
- (3) The notice must include the date, time and place (or places) of the meeting, but need not include the business to be considered.
- (4) In cases of urgency a meeting may be held without the notice required by subclause (1), provided that:
 - (a) as much notice as practicable is given by whatever means will reach each director soonest; and
 - (b) no resolution may be passed at the meeting except by an absolute majority.

45. Use of Technology

- (1) Meetings of the Board may be held at more than 1 place, provided that the technology that is used enables each director present at all places the meeting is held to clearly and simultaneously communicate with every other such director.
- (2) Without limiting subclause (1) and clause 44(4)(a), meetings of the Board may be convened and held by telephone.
- (3) By becoming and remaining a director, all directors are taken to consent to subclause (2).

46. Quorum

The quorum for meetings of the Board is the presence in person of a majority of the directors at the time.

47. Chairing

- (1) The President is entitled to chair meetings of the Board.
- (2) If the President is not present, or does not wish to chair the meeting, the Deputy President is entitled to chair.
- (3) If neither the President nor the Deputy President is present, or if neither wishes to chair the meeting, the Board must elect another director to chair.
- (4) The chair of the meeting has a deliberative vote, but does not have a casting vote.

48. Voting

- (1) Each director has 1 vote.
- (2) There is no voting by proxy.
- (3) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

49. Conflict of Interest

- (1) Each director who has a perceived or actual material conflict of interest in a matter that relates to the affairs of VCOSS must disclose the conflict:
 - (a) to the other directors, or
 - (b) to the members of VCOSS,

in accordance with section 45.25 of the ACNC Regulation.

- (2) Each director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (a) must not be present while the matter is being considered; and
 - (b) must not vote on the matter;except as provided by section 195 of the Corporations Act.

50. Resolutions without Meetings

- (1) A resolution agreed to in writing by all directors has the same effect as a resolution passed at a meeting of the Board.
- (2) In subclause (1) “all directors” does not include those directors who:
 - (a) would be prohibited by clause 49(2) from voting on the matter at a meeting of the Board; or
 - (b) have leave of absence from the Board.

PART 9 – FINANCIAL AND LEGAL

51. Sources of Funds

The funds of VCOSS may be derived from subscriptions, grants, donations, fund-raising activities, interest and any other sources approved by the Board.

52. Financial Year

The financial year of VCOSS is from 1 July to 30 June, unless the Board otherwise determines under section 323D of the Corporations Act.

53. Financial and Other Records

- (1) VCOSS must keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited;as required by section 55-5(1) of the ACNC Act.

- (2) VCOSS must also keep written records that correctly record its operations as required by section 55-5(2) of the ACNC Act.
- (3) VCOSS must retain the records for at least 7 years as required by section 55-5(4) of the ACNC Act.
- (4) The Board must provide for the safe keeping of the records of VCOSS.

54. Financial Reporting and Audit

- (1) For each financial year, VCOSS must prepare a financial report in accordance with section 60-15 of the ACNC Act and Division 60 of the ACNC Regulation.
- (2) VCOSS must have the financial report audited in accordance with section 60-25 of the ACNC Act, and obtain an auditor's report.
- (3) The financial report and auditor's report must be considered by the annual general meeting in accordance with clause 17.
- (4) The Board must within 1 month fill a vacancy in auditor until the next annual general meeting in accordance with section 327C(1) of the Corporations Act.
- (5) The annual general meeting must fill any vacancy in auditor in accordance with section 327B(1)(b) of the Corporations Act.

55. Payments

- (1) All payments by VCOSS must be:
 - (a) specifically authorised in writing, and
 - (b) in the case of cheques – signed, by at least 2 persons who are:
 - (c) either directors or employees of VCOSS, and
 - (d) nominated by the Board by regulation or resolution.
- (2) The Board may nominate a list of individuals or positions to be signatories for the purpose of subclause (1).
- (3) Signatories must not sign cheques until the payee and amount have been written in.

56. Common Seal

- (1) VCOSS must have a common seal.
- (2) A document may only be sealed with the common seal if authorised by resolution of the Board.
- (3) The sealing must be witnessed by the signatures of at least 2 directors nominated by the Board by regulation or resolution.
- (4) The Board may nominate a list of individuals or positions to be signatories for the purpose of subclause (3).
- (5) The Board must provide for the safe keeping of the common seal.

57. Minutes

The Board must ensure that:

- (1) minutes are taken and kept of all general meetings, meetings of the Board and resolutions without a meeting; and
- (2) in the case of minutes of meetings – the minutes are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting; or
- (3) in the case of minutes of resolutions without a meeting – the minutes are signed by a director within a reasonable time after the resolution is passed.

58. Access to Records

- (1) Members may inspect the records of VCOSS at any reasonable time, subject to subclause (2).
- (2) Members may not inspect the records of VCOSS that relate to personal, employment, contractual and legal matters that are confidential in nature.
- (3) The Board must ensure that copies of the code of conduct, constitution and regulations are freely available to members and applicants for membership.

59. Indemnity

VCOSS indemnifies:

- (1) its office-bearers and directors, and
- (2) its employees and agents,

against any liability incurred in that capacity (other than to VCOSS or a related body corporate), unless the liability arises out of conduct involving a lack of good faith.

60. Amendment of Constitution

- (1) This constitution may only be amended by special resolution, as provided by section 136(2) of the Corporations Act.
- (2) VCOSS must notify the ACNC of the amendment in the approved form within 28 days as required by section 65-5 of the ACNC Act.

61. Winding Up

- (1) If VCOSS is wound up, its remaining assets must not be distributed to any member.
- (2) Instead the remaining assets must be given to an entity that:
 - (a) has similar objects to VCOSS; and
 - (b) also prohibits the distribution of profit, income and assets to its members to at least as great an extent as this constitution;subject to clauses 62(2)(e) and 62(2)(f).
- (3) The entity referred to in subclause (2) must be decided by:
 - (a) special resolution, or
 - (b) resolution of the Board passed by an absolute majority.

62. Tax Deductibility

- (1) In this clause:
 - (a) “contributions” and “fund-raising event” have the same meaning as in Division 30 of the Tax Act;
 - (b) “DGR” means a deductible gift recipient under Division 30 of the Tax Act;
 - (c) “gift funds” means:
 - (i) gifts and contributions to VCOSS, and
 - (ii) money received by VCOSS because of such gifts and contributions; and
 - (d) “the Tax Act” means the *Income Tax Assessment Act 1997* (Cth).

(2) If VCOSS has been endorsed as a DGR:

- (a) receipts for gifts to VCOSS must include:
 - (i) the name and ABN of VCOSS, and
 - (ii) the fact that the receipt is for a gift;
- (b) receipts for contributions to VCOSS in relation to a fund-raising event must include:
 - (i) the name and ABN of VCOSS, and
 - (ii) the other information required by section 30-228 of the Tax Act;
- (c) VCOSS must keep records that record and explain all transactions and other acts it engages in relevant to its status as a DGR for at least 5 years;
- (d) the records must show that VCOSS uses gift funds only for the principal purpose of VCOSS;
- (e) on winding up of VCOSS or revocation of its endorsement (whichever occurs earlier), any surplus gift funds must be transferred to another DGR; and
- (f) on winding up of VCOSS its surplus assets other than any surplus gift funds must also be given to another DGR.

63. Notices

- (1) Members and directors must give VCOSS their address for notices, and any change in that address.
- (2) The address for notices may include a fax number and an email address.
- (3) VCOSS must enter any change in the address of a member in the register of members.
- (4) Notice may be given to a member or director by sending it to the address last given by the member or director.
- (5) In this constitution a period of notice of a meeting expressed in days:
 - (a) does not include the day on which notice is given; but

- (b) includes the day on which the meeting is held.
- (6) Notices sent by prepaid post are taken to have been given on the second business day after posting.
- (7) Notices sent by fax or email are taken to have been given on the business day after sending.

64. Interpretation

- (1) In this constitution, unless the contrary intention appears:
 - (a) “absolute majority” means a majority of the votes of all directors entitled to vote at the time, whether or not those directors are present, and whether or not they vote;
 - (b) “the ACNC” means the Australian Charities and Not-for-profits Commission;
 - (c) “ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
 - (d) “ACNC Regulation” means the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth);
 - (e) “code of conduct” means the code of conduct for members prescribed under clause 40;
 - (f) “convene” means call and arrange to hold, and includes setting the date, time and place of the meeting;
 - (g) “entity” includes body, trust and fund;
 - (h) “member” has the extended meanings given in clauses 6(4), 20(3) and 21(4);
 - (i) “regulations” means regulations of VCOSS made under clause 41, and “regulation” has a corresponding meaning;
 - (j) “special resolution” means a resolution at a general meeting:
 - (i) of which notice has been given in accordance with clause 19(2)(d); and

- (ii) that is passed by at least 75% of the votes cast (in person, by representative or by proxy) by members entitled to vote on the resolution;

in accordance with sections 9 and 249L(1)(c) of the Corporations Act; and

- (k) “VCOSS” has the meaning given in clause 2;
- (2) In clauses 28(2) and 31(5)(a) “representatives of members” includes an individual nominated to act as member on behalf of an unincorporated body, or part of an incorporated or unincorporated body under clause 6(3).
- (3) Where this constitution requires a document to be signed, in the case of an incorporated body the document must be either sealed, or signed on its behalf.
- (4) This constitution is to be interpreted in accordance with the Corporations Act and the ACNC Act, except as otherwise provided in this clause.
- (5) The Board is responsible for the interpretation of the constitution and regulations.
- (6) VCOSS and the Board must continue to comply with clauses 17 and 54 even if the financial report of VCOSS is no longer required to be audited under the ACNC Act.

PART 10 – REPLACEABLE RULES

65. Replaceable Rules

- (1) The replaceable rules in the Corporations Act do not apply VCOSS, except those in sections 204F and 248G(1).
- (2) Despite item 9 of section 111L(1) of the Corporations Act, the replaceable rules in sections 249M, 249U(4), 249W(2), 250C(2) and 250J(2) of the Corporations Act are also taken to apply VCOSS.

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