

**ANGLICARE AUSTRALIA Inc.**

**CONSTITUTION**

**No. A 0034627W**

**As amended in 1998, 1999, 2005, 2007 and 2013**

# Anglicare Australia Constitution

## Table of Contents

<b>Part 1.....</b>	<b>1</b>
<b>Introduction.....</b>	<b>1</b>
Interpretation.....	1
Purposes and Aims.....	2
Powers .....	2
<b>Part 2.....</b>	<b>3</b>
<b>Membership.....</b>	<b>3</b>
Member.....	4
Associate.....	4
Application for Membership.....	4
Annual Subscription of Levies.....	5
Membership Register .....	5
Resignation of a Member .....	5
Expulsion of a Member.....	6
<b>Part 3.....</b>	<b>8</b>
<b>General Meeting.....</b>	<b>8</b>
Annual General Meeting .....	8
Special General Meetings.....	9
Notice of General Meetings .....	10
Proceedings at Meetings .....	10
Voting.....	12
Proxy.....	13
<b>Part 4.....</b>	<b>13</b>
<b>Council.....</b>	<b>13</b>
Election of Council Members.....	15
Rotation of Council Membership.....	16
Proceedings of Council .....	16
Executive Director.....	18
Treasurer.....	18
Removal of Member of Council.....	19
Sub-Committees of Council .....	19
<b>Part 5.....</b>	<b>20</b>
<b>General.....</b>	<b>20</b>
Visitor .....	20
Patrons .....	20
Life Members.....	20
By-Laws.....	20
Cheques.....	21
Seal .....	21
Alteration of Constitution and Statement of Purposes .....	21
Notices .....	21

Winding up or Cancellation.....	22
Custody and Inspection of Books and Records.....	22
Funds.....	23
Disputes and Mediation.....	23
<b>Appendix 1.....</b>	
Application for Membership of Anglicare Australia Inc. ....	
<b>Appendix 2.....</b>	
Application for Associate Membership of Anglicare Australia Inc.....	
<b>Appendix 3.....</b>	
Proxy Vote .....	

# Anglicare Australia Inc.

## CONSTITUTION

### Part 1

#### Introduction

1. The name of the incorporated association is Anglicare Australia Incorporated, referred to in these clauses as “the Association”

#### Interpretation

2. In these clauses, unless the contrary intention appears;
  - “Annual general meeting” means the annual general meeting of members convened in accordance with clause 13.
  - “Associate member” means an individual who is an associate member of the association under clause 7.
  - “The Act” means the *Association Incorporations Act 1981 (Victoria)*
  - “Council” means the Council constituted under Part 4.
  - “Executive” means the people holding office for the time being under clause 25.1.
  - “Executive Director” means the Executive Director of the Association from time to time.
  - “Financial member” means a member entitled under clause 22 to vote at a general meeting.
  - “Financial year” means the year ending 31 December or such other date as the Council substitutes.
  - “Member” other than when used as part of the expression ‘Council Member’ means a member of the Association under clause 6.
  - “Nominated representative” means a representative of a member nominated by the member pursuant to clause 10.2.

“Ordinary member of the Council” means a Council member who is not a member of the Executive.

“Primate” means the Primate of the Anglican Church of Australia.

“The regulations” means the regulations made under the Act.

“Special general meeting “ means any general meeting of members convened in accordance with clause 14.

## **Purposes and Aims**

3. The Association exists to lead and support the Anglican Church in pursuit of the gospel imperative of justice and care. In particular it aims to:
  - 3.1 provide a national structure for consultations between Anglican community services and government, and facilitate communication with the community services sector;
  - 3.2 encourage co-operation and sharing of resources between agencies, parishes, dioceses and national ministries;
  - 3.3 enhance the profile of Anglican agencies within the church and the wider community;
  - 3.4 advocate for members to enhance their services to the marginalised; and
  - 3.5 affirm and promote community service as integral to the mission of the church.

## **Powers**

4. In furtherance of the purposes and aims of the Association it has the following powers in addition to those it may have at law:
  - 4.1 to employ staff and to enter into contracts;
  - 4.2 to receive subscriptions, donations, devices and bequests for its purposes as it sees fit;
  - 4.3 to apply for and receive funding for projects for its purposes as it sees fit;

- 4.4 to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings or property, whether real or personal, which may be required for, or capable of being conveniently used in connection with, the purposes of the Association;
- 4.5 to enter into any arrangements with any Government or authority that are incidental or conducive to the purposes of the Association;
- 4.6 to invest and deal with moneys of the Association not immediately required in such manner as may from time to time be thought fit;
- 4.7 to raise or borrow money upon such terms and in such manner as it thinks fit;
- 4.8 to secure the repayment of moneys so raised or borrowed or the payment of any debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the property of the Association;
- 4.9 to take such steps as it sees fit to attract contributions to the funds of the Association;
- 4.10 to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- 4.11 to hold conferences, meetings or forums for the benefit and to promote the purposes of the Association; and
- 4.12 to do all such things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

## **Part 2**

### **Membership**

5. There are 2 classes of membership, namely:
  - 5.1 Members
  - 5.2 Associates

## **Member**

6. Any Anglican organisation, diocese or parish of the Anglican Church of Australia that is involved in the pursuit of justice and care shall be eligible to apply to be admitted as a member.

## **Associate**

7.
  - 7.1 Individuals who have an interest in the pursuit of justice and care are eligible to apply to be admitted as an associate.
  - 7.2 Any other organisation may apply and may be admitted as an associate at the discretion of the Council in line with guidelines developed by the Council from time to time.
  - 7.3 An Associate is entitled to receive notices of general meetings and to attend thereat but shall not be entitled to vote.

## **Application for Membership**

8.
  - 8.1 Application for membership must be submitted in writing to the Executive Director and shall be accompanied by the subscription payable.
  - 8.2 Applications for membership must be referred to the Council at its next meeting for approval or rejection.
  - 8.3 Applicants for membership must be notified in writing by the Executive Director of the Council's determination.
  - 8.4 A right, privilege or obligation of a member or associate by reason of membership of the Association
    - 8.4.1 is not capable of being transferred or transmitted to another organisation or person;
    - 8.4.2 terminates upon the cessation of membership whether by resignation, expulsion, dissolution or otherwise.

## **Annual Subscription of Levies**

9.

- 9.1 Members and Associates pay such annual subscriptions to the Association as are determined from time to time by the Annual General Meeting.
- 9.2 All subscriptions are due and payable on the date or dates specified by the Council.
- 9.3 The Annual General Meeting may resolve to impose a levy upon members for specific purposes, or according to category of membership.

## **Membership Register**

10.

- 10.1 The Executive Director must keep and maintain a membership register in which shall be entered the full name, address and date of entry of the name of each member and associate and the register must be available for inspection by members and associates at the office of the Executive Director.
- 10.2 Each member must notify the Executive Director in writing of the name of the person within the member organisation who is to be the nominated representative of the member to the Association. The nominated representative will be entitled to receive notices and correspondence on behalf of the member and to exercise the voting rights of the member at general meetings of the Association.

## **Resignation of a Member**

11.

- 11.1 A member or associate of the Association that has paid all moneys due and payable by that member or associate may resign by first giving one months notice in writing to the Executive Director of intention to resign and upon the expiration of that period of notice, the member or associate ceases to be a member or associate.



- 11.2 Upon the expiration of a notice given under sub-clause (1) the Executive Director must make in the membership register an entry recording the date on which the member or associate by whom the notice was given, ceased to be a member or associate.

## **Expulsion of a Member**

### 12.

- 12.1 Subject to these clauses, the Council may by resolution expel a member or associate from the Association.
- 12.2 The following sub-paragraphs of this clause do not apply to an Associate
- 12.3 A resolution of the Council under sub-clause (1):
- 12.3.1 does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (4) confirms the resolution in accordance with this clause; and
  - 12.3.2 where the member exercises the right of appeal to the Association under clause 12.4.4. (iii), does not take effect unless the Association confirms the resolution in accordance with this clause.
- 12.4 Where the Council passes a resolution under sub-clause (1), the Executive Director shall, as soon as practicable, cause to be served on the member a notice in writing:
- 12.4.1 setting out the resolution of the Council and the grounds on which it is based;
  - 12.4.2 stating that the member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - 12.4.3 stating the date, place and time of that meeting;
  - 12.4.4 informing the member that its representative may do one or more of the following –
    - i) attend that meeting;

- ii) give to the Council before the date of that meeting a written statement seeking revocation of the resolution;
- iii) not later than 24 hours before the date of the meeting, lodge with the Executive Director a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.

12.5 At a meeting of the Council held in accordance with sub-clause (3), the Council:

12.5.1 must give to the member an opportunity to be heard;

12.5.2 must give due consideration to any written statement submitted by the member; and

12.5.3 must determine by resolution whether to confirm or to revoke the resolution.

12.6 Where the Executive Director receives a notice under sub-clause 12.4.4 (iii) the Council shall be notified by the Executive Director and the Council shall convene a general meeting of the Association to be held within 60 days after the date on which the Executive Director received the notice.

12.7 At a general meeting of the Association convened under sub-clause (6):

12.7.1 no business other than the question of the appeal shall be transacted;

12.7.2 the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

12.7.3 the member must be given an opportunity to be heard; and

12.7.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

12.8 If at the general meeting:

12.8.1 two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and

12.8.2 in any other case, the resolution is revoked.

## **Part 3**

### **General Meeting**

#### **Annual General Meeting**

13.

13.1 The Association, in each calendar year, must convene an annual general meeting of its members.

13.2 The annual general meeting is to be held on such day as the Council determines.

13.3 The annual general meeting must be specified as such in the notice convening it.

13.4 Subject to clause 26.5, the ordinary business of the annual general meeting is:

13.4.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

13.4.2 to receive from the Council reports on the transactions of the Association during the last preceding financial year;

13.4.3 to elect Council members of the Association and

13.4.4 to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.

13.4.5 to appoint an auditor.

13.5 The annual general meeting may transact other business of which notice is given in accordance with this Constitution.

13.6 The annual general meeting is in addition to any other general meetings that may be held in the same year.

- 13.7 A quorum at an Annual General Meeting is representatives (appointed pursuant to clauses 10.2 or 20.2) of 30% of the financial members of the Association.

## **Special General Meetings**

### 14.

- 14.1 All general meetings other than the annual general meeting are called special general meetings.
- 14.2 The Council may, whenever it thinks fit, convene a special general meeting of the Association and where, but for this sub-clause, more than 15 months would lapse between annual general meetings, must convene the meeting before the expiration of that period.
- 14.3 The Council must, on the requisition in writing of 10 members, convene a special general meeting of the Association.
- 14.4 The requisition for the meeting must state the objects of the meeting and must be signed by the members making the requisition and be sent to the address of the Executive Director and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 14.5 If the Council does not cause the meeting to be held within one month after the date on which the requisition is sent to the address of the Executive Director, the members making the requisition, or any of them, may convene the meeting to be held not later than 3 months after that date.
- 14.6 A special general meeting convened by members in pursuance of these clauses must be convened in the same manner or as nearly as possible as that in which those meetings are convened by the Council.

## **Notice of General Meetings**

15.

- 15.1 The Executive Director must, at least 30 days before the date fixed for holding the annual general meeting of the Association and 14 days before the date fixed for holding a general meeting, cause to be sent to each member and associate at the address appearing in the membership register, a notice by post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 15.2 No business other than that set out in the notice convening the meeting may be transacted at the meeting except where a 2/3 majority of representatives of members present agree to consider additional business.
- 15.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the Executive Director not later than 14 days prior to the date of the meeting subject to sub clause 15.2.

## **Proceedings at Meetings**

16.

- 16.1 No item of business may be transacted at a general meeting unless a quorum is present during the time when the meeting is considering that item.
- 16.2 Representatives of twelve (12) financial members constitute a quorum for the transaction of the business of a special general meeting.
- 16.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members must be dissolved and in any other case stands adjourned to the same time on the next day and (unless another place and time is specified from the Chair at the time of the adjournment or by written notice to

members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present being (not less than 3) shall be a quorum.

17.

17.1 The person elected under clause 27.1 as the Chairperson or in the absence of that person, the person appointed as the Deputy-Chairperson, under clause 25.1.2 presides at a general meeting.

17.2 If both of these people are absent, the members present must elect one of their number to preside.

18.

18.1 The person who chairs a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

18.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting must be given as in the case of the general meeting.

18.3 Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. A question arising at a general meeting is determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration from the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **Voting**

### 20.

- 20.1 Subject to clause 22 upon any question arising at a general meeting, all members have voting rights proportionate to subscriptions paid as prescribed from time to time in annual general meeting.
- 20.2 In the event that the person attending on behalf of a member will not be the nominated representative of the member, the member must notify the Executive Director in writing of the name of the representative to vote on behalf of the member at a general meeting at least 24 hours before the general meeting (or with the consent of the meeting at a shorter period of notice).
- 20.3 All votes must be given personally or by proxy.
- 20.4 In the case of an equality of voting on a question, the Chair is entitled to exercise a second or casting vote.

### 21.

- 21.1 If at a meeting a poll on any question is demanded by not less than three members, it is taken at that meeting in such manner as the Chair may direct and the resolution of the poll is deemed to be a resolution of the meeting on that question.
- 21.2 A poll that is demanded on the election of the Council or on a question of an adjournment must be taken forthwith and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chair may direct.

- 22. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member have been paid, other than the amount of;

- 22.1 the current annual subscription.
- 22.2 any levy payable in respect of the current financial year.

## **Proxy**

23.

- 23.1 A member shall be entitled to appoint the representative of another member (nominated either under clause 10.2 or clause 20.2) as its proxy in the event that the member will not otherwise be represented at a general meeting.
- 23.2 Notice of the appointment of a proxy must be given to the Executive Director not later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in Appendix 3.

## **Part 4**

### **Council**

24.

- 24.1 The affairs of the Association are managed by a Council constituted as provided in clause 25.
- 24.2 The Council:
  - 24.2.1 controls and manages the business and affairs of the Association;
  - 24.2.2 may, subject to these clauses, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these clauses to be exercised by general meetings of the members of the Association; and
  - 24.2.3 subject to these clauses, the regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.



- 25.
- 25.1 The officers of the Association are:
    - 25.1.1 a Chairperson elected under clause 27
    - 25.1.2 a Deputy-Chair elected by the Council from amongst its members
    - 25.1.3 a Treasurer elected by the Council from amongst its members.
  - 25.2 The Council consists of up to 9 persons being:
    - 25.2.1 the Chairperson, elected under clause 26;
    - 25.2.2 5 people elected by the members;
    - 25.2.3 up to 3 people may be co-opted by the Council to ensure that there is balanced representation of States and Territories and of the main service areas of interest to the membership.
    - 25.2.4 at least one member of the Council must be a woman and at least one member of the Council must be a man.
  - 25.3 The Council must aim to have representation from all States and Territories.
  - 25.4 Subject to clause 28, a member of the Council retires at the end of:
    - 25.4.1 the third annual general meeting after appointment in the case of an elected member
    - 25.4.2 the first annual general meeting after appointment in the case of a co-opted member
  - 25.5 In the event of a casual vacancy occurring on the Council, the Council may appoint a person (subject to sub-clause 25.2.2 and 25.2.3) to fill the vacancy and the person so appointed shall hold office, subject to these clauses, until the conclusion of the annual general meeting next following that appointment.

## **Election of Council Members**

26.

26.1 Nominations of candidates for election as Council members of the Association.

26.1.1 must be made in writing, signed by the nominated representatives of two members of the Association and accompanied by the written consents of both the candidate (which may be endorsed on the form of nomination); and the member they represent.

26.1.2 must be delivered to the Executive Director at least 14 days before the annual general meeting.

26.2 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are deemed to be elected and further nominations may be received at the annual general meeting.

26.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.

26.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

26.5 The ballot for the Chairperson and the ordinary members of the Council must be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

27.

27.1 The Chairperson must be elected by the membership at an annual general meeting. Only a person who is:

27.1.1 a communicant member of the Anglican Church; and

27.1.2 actively associated with the work of a member organisation may be elected

27.2 The Chairperson retires at the conclusion of the third annual general meeting following election.

27.3 A Chairperson who has held office for 3 consecutive terms is ineligible for re-election.

## **Rotation of Council Membership**

28.

- 28.1 Each year one third of Council members retire.
  - 28.2 If at the end of an annual general meeting the total of
    - 28.2.1 the number of members retiring under sub-clause 25.4 and
    - 28.2.2 the number of members retiring voluntarily is less than one third of the total membership of the Council, rounded off downwards, a number of members equal to the difference must also retire, selected in order of length of their period of Council membership, longest first.
  - 28.3 Where under sub-clause 28.2 it is necessary to select a Council member for retirement from among Council members of equal periods of Council membership, selection is to be by ballot if those Council members cannot agree among themselves who it should be.
  - 28.4 A council member who has held office for three terms is ineligible for election to any further consecutive term as an ordinary member of the Council without the prior express approval of the Council on each occasion.
29. For the purposes of this constitution, the office of an officer or of an ordinary member of the Council becomes vacant if:
- 29.1 the member which consented under clause 26.1.1 ceases to be a member or gives notice in writing to the Executive Director advising of the termination of the endorsement of that officer or member
  - 29.2 the officer or member resigns office by notice in writing given to the Executive Director.

## **Proceedings of Council**

30.

- 30.1 The Council must meet at least 3 times in each year at such place and such times and in such a manner as the Council may determine.
- 30.2 Special meetings of the Council may be convened by the Chairperson or a quorum of the members of the Council.

- 30.3 Notice must be given to members of the Council of any special meeting specifying the general nature of the business to be transacted and no other business may be transacted at such a meeting without the consent of all members of the Council.
- 30.4 Half of the members of the Council plus one constitute a quorum for the transaction of the business of a meeting of the Council.
- 30.5 No business may be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned until a time and place determined by the Chairperson, unless the meeting was a special meeting in which case it lapses.
- 30.6 At meetings of the Council:
- 30.6.1 the Chairperson if present, or the Deputy-Chair presides; or
  - 30.6.2 if the both are absent, a remaining member of the Council chosen by the members present presides.
- 30.7 Questions arising at a meeting of the Council or any of its sub-committees are determined on a show of hands or, if demanded by a member, by a poll taken in a manner determined by the person presiding.
- 30.8 Each Council member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 30.9 Written notice of each Council meeting shall be served on each member of the Council by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the member at his usual or last known place of abode at least two business days before the date of the meeting.
- 30.10 Subject to sub-clause (4) the Council may act notwithstanding any vacancy on the Council.

## **Executive Director**

31.

- 31.1 The Executive Director is appointed by the Council.
- 31.2 The conditions of engagement and duties of the Executive Director are determined by the Council.
- 31.3 The Executive Director will attend meetings of the Council unless excused by the Council.
- 31.4 The Executive Director of the Association is the secretary to the Council, and must keep minutes of the resolutions and proceedings of each general meeting and each council meeting in books provided for that purpose together with a record of the names of persons present at council meetings.
- 31.5 The Executive Director is the public officer unless the Council appoints another person to that office.

## **Treasurer**

32.

- 32.1 The Treasurer of the Association must ensure:
  - 32.1.1 the collection and receipt of all moneys due to the Association and making all payments authorised by the Association; and
  - 32.1.2 that correct accounts and books are kept showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 32.2 The accounts and books referred to in sub-clause (1) must be available for inspection by members.

## **Removal of Member of Council**

33.

- 33.1 The members in general meeting may by resolution remove any member of the Council mid-term and substitute another person to hold office until the expiration of the term of the replaced member.
- 33.2 Where the member proposed to be replaced makes representations in writing to the Executive Director or Chairperson (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Executive Director or the Chairperson may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

## **Sub-Committees of Council**

33A.

- 33A.1 The Council may delegate any of its powers to sub-committees as it determines from time to time.
- 33A.2 The Council may appoint a sub-committee of the Council, shall prescribe the powers and functions thereof and appoint one of its members to be the chair thereof.
- 33A.3 The Council may appoint as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Council.
- 33A.4 Three members of a sub-committee shall constitute a quorum, but at least one must be a member of Council.
- 33A.5 The chair of the sub-committee is responsible for calling a meeting of the sub-committee.
- 33A.6 The chair shall give notice of each meeting of the sub-committee to each member of the sub-committee
- 33A.7 The chair shall report the sub-committee's activity to the Council.
- 33A.8 A sub-committee shall cease to exist when determined by Council.

## **Part 5**

### **General**

#### **Visitor**

34. The Council may appoint the Primate or the Primate's delegate to be a Visitor. The Visitor, in addition to all powers vested by virtue of such office, shall have the right to visit all premises, properties and institutions run by the Association and the right to inspect the accounts of the Association and to make recommendations to the Council.

#### **Patrons**

35. The Council may invite one or more persons to become a patron of the Association.

#### **Life Members**

36.
  - 36.1 The Association in general meeting may, on the recommendation of the Council, confer Life Membership of the Association on any person who has given longstanding and valuable commitment or service to the Association.
  - 36.2 A Life Member shall not be required to pay any annual subscription or levy to the Association
  - 36.3 A Life Member shall not be entitled to vote at meetings of the Association or be eligible to be elected as a Member of the Council

#### **By-Laws**

37. The Council may make, amend or revoke by-laws in relation to the governance of the Association.

## **Cheques**

38. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two persons so authorised by the Council.

## **Seal**

- 39.
- 39.1 The Common Seal of the Association must be kept in the custody of the Executive Director.
- 39.2 The Common Seal may be only affixed to an instrument by the authority of the Council and the affixing of the Common Seal must be attested by the signatures either of two members of the Council or of one member of the Council and of the Public Officer.

## **Alteration of Constitution and Statement of Purposes**

40. This Constitution and the statement of purposes may only be altered in accordance with the Act.<sup>1</sup>

## **Notices**

- 41.
- 41.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his/her address shown in the Membership Register.
- 41.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document, unless the contrary is proved, is deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

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<sup>1</sup> Section 22 of the Act provides that an incorporated association may, by special resolution, alter its statement of purposes or its rules. Section 29 of the Act defines a special resolution.



## **Winding up or Cancellation**

42.

- 42.1 The Association may not be wound up or dissolved except by a special resolution of those present at a special general meeting called specifically to consider that resolution.
- 42.2 If there remains any surplus after satisfaction of debts and liabilities of the Association it must be transferred to another organisation or organisations
  - 42.2.1 nominated by the Council or failing such nomination then nominated by the Primate of the Anglican Church of Australia;
  - 42.2.2 connected constitutionally or by name to the Anglican Church of Australia;
  - 42.2.3 whose constitution contains no less restrictions than does this one on the application of its funds or their distribution on winding up;
  - 42.2.4 which is a fund or institution approved under Section 78(4) Table 4.1.1 of the *Income Tax Assessment Act, 1936*;
  - 42.2.5 and the predominant purpose of which is charitable.

## **Custody and Inspection of Books and Records**

43.

- 43.1 Except as otherwise provided in this Constitution, the Executive Director must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 43.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 43.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

## **Funds**

44.

- 44.1 The funds of the Association are derived from annual subscriptions, donations and such other sources consistent with this clause 40 as the Council determines.
- 44.2 The Association is a non-profit making organisation and no portion of the Association's money or property may be paid or transferred to a member or associate of the Association. However, this clause does not prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member or associate or Council member in return for services rendered to the Association or in reimbursement of expenses incurred by that person for the benefit of the Association.
- 44.3 Solely in furtherance of its purposes the Association may trade within the meaning of Section 51 of the Act.

## **Disputes and Mediation**

45.

- 45.1 The grievance procedure set out in this clause applies to disputes under this Constitution between:
  - 45.1.1 a member and another member; or
  - 45.1.2 a member and the Association.
- 45.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 45.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 45.4 The mediator must be:
  - 45.4.1 a person chosen by agreement between the parties; or
  - 45.4.2 in the absence of agreement:

- i) in the case of a dispute between a member and another member, a person appointed by the Council; or
- ii) any dispute or difference arising between a member and the Association, out of or in connection with their membership of this Association, shall be submitted to mediation in accordance with, and subject to, the Institute of Arbitrators and Mediators Australia Mediation and Conciliation rules.

45.5 A member of the Association can be a mediator.

45.6 The mediator cannot be a member who is a party to the dispute.

45.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

45.8 The mediator, in conducting the mediation, must:

45.8.1 give the parties to the mediation process every opportunity to be heard;

45.8.2 allow due consideration by all parties of any written statement submitted by any party; and

45.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

45.9 The mediator must not determine the dispute.

45.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# Appendix 1

## Application for Membership of Anglicare Australia Inc.

.....(name of applicant organisation)

Of .....(address)

desires to become a member of Anglicare Australia Inc.

In the event of admission as a member, the applicant agrees to be bound by the constitution of the Association for the time being in force.

Signed on behalf of the Applicant:.....

Position in Organisation:.....

Date:.....

I,.....(name)

a nominated representative of a member of the Association , nominate the applicant for membership of the Association.

Signature of Proposer:.....

Date:.....

I,.....(name)

a nominated representative of a member of the Association, second the nomination of the applicant for membership of the Association.

Signature of Seconder:.....

Date:.....

## Appendix 2

### Application for Associate Membership of Anglicare Australia Inc.

I,.....(full name of applicant)

Of.....(address of applicant)

desire to become an Associate of Anglicare Australia Inc.

In the event of admission as an Associate, I agree to be bound by the Constitution of the Association for the time being in force.

Signed by Applicant:.....

Organisation:.....

Position:.....

Date:.....

## Appendix 3

### Proxy Vote

.....being a member of Anglicare Australia Inc.  
hereby appoints.....being a representative of a  
member of Anglicare Australia Inc. as proxy to vote on our behalf at the General  
Meeting of the Association (Annual General Meeting or Special General Meeting,  
as the case may be) to be held on.....and at any  
adjournment of that meeting.

Our proxy is authorised to vote in favour of/against (delete as appropriate) the  
resolution (insert details).

Signed:.....

Date:.....

Position of Signatory:.....