



**COUNTRY LIFE  
COMPASSION Inc.**

P.O. Box 74,  
STRATHALBYN  
S. A. 5255  
Tel. +61 8 85 362 825:  
Facs.+61 8 85 363 068  
Email: [admin@ecsm.org.au](mailto:admin@ecsm.org.au)  
[www.ecsm.org.au](http://www.ecsm.org.au)

# CONSTITUTION

Amended 30<sup>th</sup> May 2007

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## PRELIMINARY

Country Life Compassion (CLC) was established by Emanuel Christian Schools and Ministries Inc. in 2006 to reach out with God's love and compassion to families in our community, who were in distress. CLC is the umbrella name of the organisation that encompasses specific care ministries of Emmanuel Christian Schools and Ministries Inc. and Emanuel Christian Outreach Inc. church. Services to be delivered by CLC include:

- Emergency relief in the form of food, clothing, housing and financial assistance.
- Friendship and assistance to families grappling with a wide variety of issues in such areas as isolation, parenting, grief or illness.
- Training and life-skill development opportunities
- Professional grief and recovery counselling for families suffering from hardship and misfortune

Country Life Compassion will seek to work together with other service providers in order to offer an holistic approach to assist and care for people in their time of need.

### ***Vision***

Country Life Compassion exists to facilitate the stated purpose of Emmanuel Christian Outreach Inc to “be involved, as we are able, and lead in giving direct aid for the relief of poverty, sickness, destitution, suffering and misfortune”.

Emmanuel Christian Outreach was established and incorporated in 1978

### ***The Heart and Culture of Country Life Compassion***

As the name suggests, Country Life Compassion is about “compassion”. This attitude of compassion will permeate everything that is done. An attitude of compassion necessitates considering the process and the journey as much as the outcome. Our team welcomes your suggestions and looks forward to partnering with other service providers to add value to the life of the community.

Because of this:

- We will be vigorous, optimistic and unified.
- We will work together with other service providers to provide, support and relief for individuals and families in our region
- We will be a strong and inspirational source of encouragement for individuals and families in our region.

## 1 NAME

The name of the Association is Country Life Compassion Inc (hereinafter called CLC).

## 2 REGISTERED OFFICE

The registered office of CLC shall be at 30 East terrace Strathalbyn, South Australia 5255, or elsewhere as may from time to time be determined by the Board of Governors.

## 3 MISSION

Country Life Compassion will provide high-quality support, care, and assistance for families and individuals in the Fleurieu and Murraylands region and surrounding communities in South Australia and elsewhere, contributing to recovery from distress, poverty and misfortune, and enhance the well-being of families and individuals, increasing their capacity to cope with and adapt to change.

## 4 THE OBJECTS

The objects of CLC are to provide Care, Assistance and Relief services to families in the Fleurieu and Murraylands region and other parts of South Australia and Australia as opportunity affords.

The purposes for which the Association is established are:

1. To provide assistance to families suffering hardship or distress through the provision of:
  - a. counselling
  - b. food
  - c. clothing
  - d. financial assistance
  - e. emergency accommodation
  - f. equipping/life-skilling for sustained recovery
2. To provide other forms of benevolent assistance within Australia as the Association may from time to time determine.
3. Distribution of benevolent assistance from Emmanuel Christian Outreach Inc.
4. To assist in mobilising people into effective community service by providing opportunities for service within the church and the local community.
5. To abide by the statement of faith.
6. To do all such other lawful things as are incidental or conducive to the attainment of the above objectives.

## 5 DEFINITIONS

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

"Association" means Country Life Compassion Inc

"Auditor" means the College's auditor.

"CLC" means Country Life Compassion Inc.

"Board of Governors" means the Board of Governors of Country Life Compassion Inc. appointed in accordance with this Constitution

"Church" means Emmanuel Christian Outreach Inc.

"Constitution" means the Constitution of the Country Life Compassion as amended from time to time.

"DGR" means a 'deductible gift recipient' according to the definition assigned by the Australian Taxation Office.

"Elders" means the Board of Directors of Emmanuel Christian Outreach Inc.

"Eldership" means the group of Elders of Emmanuel Christian Outreach Inc

"ECSM" means "Emmanuel Christian Schools & Ministries Inc."

"Executive Director" means that person so appointed in accordance with this Constitution

"Financial year" means the year ending 31<sup>st</sup> December.

"General Meeting" means a general meeting of members convened in accordance with this Constitution

"Gift Fund" means a fund that is maintained for the Principal Purpose.

"Meeting" means a general meeting of members of the College convened in accordance with these Rules;

"Members" means the natural persons shown as members on Country Life Compassion's register of members.

"Notice" includes all written communications to members.

"Office" means the Associations registered office.

"Officer" means any person acting on behalf of Country Life Compassion

"Outsource" means to subcontract or come to a commercial arrangement with another company or incorporation for the supply of professional, administrative or other labour and material resources

"Oversight" means the Elders & Deacons of the Church

**Principal Purpose** means the purposes of the Association as reflected in the objects of the Association

"Public Officer" means the person appointed in accordance with this Constitution

"Register" means the Association's register of members.

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

"Seal" means the Country Life Compassion's Common Seal.

"Senior Minister" means the senior Minister of Emmanuel Christian Outreach Inc

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

"The Act" means Associations Incorporation Act.

“The Regulations” means regulations under the Act

## **6 INTERPRETATION**

Interpretation shall be as follows:

- 6.1. Words importing the singular number include the plural and the converse applies.
- 6.2. Words importing the masculine gender include both masculine and feminine genders.
- 6.3. Words importing persons include corporations, companies, Colleges and institutions.
- 6.4. Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.
- 6.5. Unless otherwise stated, words or expressions contained in this constitution shall be interpreted in accordance with the provisions of the Act as in force from time to time.

## **7 RELATIONSHIPS**

The Association:

- 7.1. Accepts the Constitution and bylaws of the church and ECSM and shall act in accordance with their requirements.
- 7.2. As an agency for Community Care within the Emmanuel Christian Schools & Ministry Inc. corporate group the Association shall cooperate with the relevant boards and committees of ECSM.
- 7.3. Shall cooperate with the relevant boards and committees of the church.
- 7.4. As a Community Care agency within the state of South Australian shall satisfy the legislative requirements of the state and of the Commonwealth of Australia in so far as they are not contrary to the confessions and religious principles of the ECSM.
- 7.5. May outsource to ECSM the administration of the associations' affairs.

## **8 APPLICATION OF THE ACT**

Unless the contrary intention appears in this Constitution:

- 8.1. an expression in this Constitution has the same meaning as in that part of the Act which deals with the same matter as this Constitution;
- 8.2. an expression which is given a general meaning by the Act has the same meaning in this Constitution; and
- 8.3. the model rules set out in the Act do not apply

## **9 POWERS OF THE ASSOCIATION**

The Association shall, solely for the purpose of carrying out the aforesaid purposes and not otherwise, have all the powers of an Association permitted of an Association under the Association's Incorporation Act 1985. Without limiting the generality of the foregoing, the Association has the specific power to:

- 9.1. Invest and deal with money of the Association not immediately required in such manner as is from time to time thought fit; Raise or borrow money upon such terms and in such manner as the Association thinks fit;
- 9.2. Secure repayments of moneys so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the property or assets of the Association;
- 9.3. Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the purposes of the Association.
- 9.4. Enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- 9.5. Appoint, employ, remove or suspend such managers, counsellors, teachers, pastoral caregivers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- 9.6. Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Association, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 9.7. Take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 9.8. Lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 9.9. Draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 9.10. Sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 9.11. Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of the Association of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- 9.12. Take any gift of property whether subject to any special trust or not, for any one or more of the purposes of the Association but subject always to the provisions in these rules.
- 9.13. Take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- 9.14. Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes.
- 9.15. Amalgamate with any one or more incorporated associations having purposes altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent approximately as great as that imposed upon the Association under or by virtue of the Rules.

- 9.16. Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 9.17. Transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 9.18. Make donations for patriotic, charitable, educational, religious or community purposes.
- 9.19. Do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.
- 9.20. Act as a trustee and accept and hold upon trust real and personal property, provided however that the Association shall not have power as a trustee of a trust to do any act or thing that, if done by it otherwise than as a trustee, would contravene the provisions of the Act or the "Statement of Purposes" or the "Statement or Rules" of the Association.
- 9.21. Operate according to the fundamental teachings as reflected in the statement of faith, of Emmanuel Christian Outreach Inc
- 9.22. Make rules and regulations consistent with this constitution and the Act for the administration, management, provision and disposal of all monies, revenues, legacies, donations and documents of every description received by or under the control of the Association or any officer of the Association.
- 9.23. In the event of the Association experiencing financial or trading difficulty of any sort whatsoever:
  - 9.23.1 The Board of Governors shall immediately refer any such concerns they may have about their present or future trading capacity to the Council of ECSM and the Elders of the church for advice and direction on such matters when they become aware of either such actual, potential or imminent difficulty.
  - 9.23.2 The Association shall not have power to place the management of their affairs into the hands of an administrator nor to enter into voluntary or any other form of bankruptcy except with the explicit and combined approval and support of ECSM and the Elders of the Church.
- 9.24. Operate and maintain a clearly identifiable and separate Deductible Gift Fund for the purpose of receiving gifts made for the primary purposes of the Association.

## **10 INCOME AND PROPERTY**

The Association income and property is to be applied solely towards the promotion of its objects as set out in this Constitution. No part of the Association'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 Association. However, this clause does not prevent:

- 10.1. the payment in good faith of remuneration to any employee of the Association or to any member or other person in return for any services actually rendered to the Association;
- 10.2. the payment to a member of the Board of Governors of out-of-pocket expenses incurred in carrying out the duties of a Governor where the payments do not exceed an amount previously approved by that Board of Governors;
- 10.3. the payment to a member of the Board of Governors for any service rendered to the Association in a professional or technical capacity where:
  - 10.3.1 the provision of that service has the prior approval of the Board of Governors; and
  - 10.3.2 the amount payable is approved by a resolution of the Board of Governors and is on

reasonable commercial terms;

- 10.4. the payment to a member of the Board of Governors as an employee of the Association where the terms of employment have been approved by a resolution of the Board of Governors;
- 10.5. the payment to members of interest on any money borrowed from such members for the purpose of the Association at a rate determined by the Board of Governors as being fair and reasonable relative to rates currently available to investors in the finance and banking industry in South Australia.
- 10.6. the payment to members of reasonable market rent for premises leased by any member to the Association.
- 10.7. the bona fide relieving or assisting of members or the spouses, widows, widowers, families or relatives of members who are poor or in necessitous circumstances.

## **11 WINDING UP**

In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution and which has DGR status, for the purposes of any Commonwealth Taxation Act.

## **12 MEMBERSHIP**

### ***Application for Membership***

- 12.1. The first members of the Association shall be the persons who were the Elders and the Public Officer of Emmanuel Christian Outreach Inc immediately before the Association was incorporated.
- 12.2. Every person who consents to be an Elder of Emmanuel Christian Outreach Inc and who is appointed as an Elder of Emmanuel Christian Outreach Inc shall be deemed to have agreed to be a member of the Association and to be bound by these rules.
- 12.3. Any such natural person who is nominated and approved by the Eldership of Emmanuel Christian Outreach Inc shall be eligible for membership and upon acceptance of the nomination by the person and entry of the person's name in the Register of Members kept for the purpose; the person shall become a member of the Association.

### ***Register of Membership***

- 12.4. A Register of Members shall be kept and maintained, in which shall be entered the full name, address, telephone number (if any), facsimile number (if any) and date of acceptance of the name of each member, and the register shall be available for inspection by members at the address of the Association.

### ***Resignation or Deletion of Members***

- 12.5. A member of the Association will automatically resign from membership of the Association if they cease to be an Elder of Emmanuel Christian Outreach Inc. Such a resignation shall take effect immediately.
- 12.6. The member appointed because of their holding office as the Public Officer Emmanuel Christian Outreach Inc will automatically resign from membership of the Association if they cease to be

the Public Officer of Emmanuel Christian Outreach Inc. Such a resignation shall take effect immediately.

- 12.7. Other members who are not either an Elder or the Public Officer of Emmanuel Christian Outreach Inc may resign at any time by serving notice in writing to the Board of Governors. Such a resignation shall take effect immediately.
- 12.8. Upon the receipt of a notice of resignation, an entry recording the date on which the member resigned shall be made in the register of members.
- 12.9. The Eldership of Emmanuel Christian Outreach Inc may delete any persons that in the opinion of the Eldership should not continue as members of the Association.
- 12.10. Any member who has been deleted from the Register of Members may apply to the Eldership for reinstatement of his or her membership.
- 12.11. The Eldership in considering any application for reinstatement of membership shall by resolution determine whether to reinstate the membership of the applicant.

### ***Discipline of Members***

- 12.12. These Rules do not contemplate and do not include provisions for the disciplining of members.

## **13 ANNUAL GENERAL MEETING**

- 13.1. The Association shall in each calendar year convene an annual general meeting of its members.
- 13.2. The annual general meeting shall be held on such day as the Board of Governors determines.
- 13.3. The annual general meeting shall be specified as such in the notice convening it.
- 13.4. The ordinary business of the annual general meeting shall be –
  - 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 Board of Governors, reports upon the activities and financial transactions of the Association during the last preceding financial year;
  - 13.4.3 to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act;
  - 13.4.4 to receive reports from the Board of Governors and /or the Executive Director; and
  - 13.4.5 to elect office holders of the Board of Governors and the members of the Board of Governors.
- 13.5. The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- 13.6. The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

### ***Notices for General Meetings***

- 13.7. The Board of Governors shall, at least twenty-eight (28) days before the date fixed for holding a general meeting of the Association, cause to be given to the members of the Association, a Notice stating the intention to hold a general meeting.

- 13.8. Notices must be in writing.
- 13.9. A notice may be served by the Association on a member by any of the following methods:
- 13.9.1 serving it personally on the member;
  - 13.9.2 leaving it at the registered address;
  - 13.9.3 sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the registered address;
  - 13.9.4 sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the member; or
  - 13.9.5 sending it by electronic mail to an electronic mail address nominated by the member for the purpose of serving notices on the member.
- 13.10. Each member whose registered address is not in Australia may notify the Association of an address in Australia which is deemed to be that member's registered address for the purpose of serving notice.
- 13.11. With respect to the serving of notices:
- 13.11.1 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 Association that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive.
  - 13.11.2 Any notice sent by facsimile transmission or electronic mail is deemed to have been served on receipt by the Association 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.
  - 13.11.3 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 Association has notice of the death or bankruptcy.
- 13.12. The signature to any notice given by the Association may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
- 13.13. 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.

## **14 SPECIAL GENERAL MEETINGS**

All general meetings other than the annual general meeting shall be called special general meetings.

- 14.1. The Board of Governors may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this Sub-Rule, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 14.2. The Board of Governors shall, on requisition in writing of members representing not less than 25 per cent of the total number of members, convene a special general meeting of the Association.

- 14.3. The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Association.
- 14.4. The Executive Director with the Board of Governors shall convene a special general Meeting within one month after the date on which the requisition was sent to the address of the Association.

## **15 PROCEEDINGS AND QUORUM AT GENERAL MEETINGS**

- 15.1. All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 15.2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 15.3. Five (5) members personally present (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.
- 15.4. 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 shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to the 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 meeting shall be deemed to be abandoned.

### ***Chairing General Meetings***

- 15.5. The Executive Director, or in his absence, such person as appointed by him, or in that person's absence, the members present shall elect one of their number to preside as Chair at each general meeting of the Association.

### ***Adjournment of General Meetings***

- 15.6. The Chair of 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.7. Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 15.8. Except as provided in this constitution, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### ***Determination of Questions Arising***

- 15.9. Voting on any question arising at a general meeting shall be by a show of hands or by a poll depending on the discretion of the Chairman. A vote by the show of hands shall be carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the

Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution. A vote by poll shall be tallied and the result entered in the Minute Book of the Association.

### **Votes**

- 15.10. Upon any question arising at a general meeting of the Association, a member has one vote only.
- 15.11. All votes shall be given personally or by proxy.
- 15.12. In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

### **Taking of Poll**

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

### **Voting by Proxy**

- 15.15. Each member shall be entitled to appoint another member as his proxy by notice given to the Secretary no later than twenty-four hours before the time of the meeting in respect of which proxy is appointed.
- 15.16. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. A proxy shall be a member of the Association. An appointment of proxy may be revoked by the appointor at any time.
- 15.17. An instrument appointing a proxy may be in any form which the Board of Governors may approve:

## **16 BOARD OF GOVERNORS**

- 16.1. The Board of Governors shall govern all matters pertaining to the life of the Association.
- 16.2. The Board of Governors shall assist the Executive Director in exercising leadership, discipline and initiating the vision and welfare programme of the Association.
- 16.3. The Board of Governors shall assist the Executive Director in giving of direction and formulation of policy to the Board of Governors in regard to the management of property, moneys and all secular business of the Association.
- 16.4. Board of Governors meetings shall be conducted according to the rules except that a quorum shall be 2/3rds of the total Board of Governors.
- 16.5. The Board of Governors may, subject to these rules, 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 rules to be exercised by general meetings of the members of the Association.

- 16.6. Subject to these rules, the regulations and the Act, the Board of Governors has power to perform all such acts and things as appear to the Board of Governors to be essential for the proper management of the business and affairs of the Association.

## **17 APPOINTMENT OF THE BOARD OF GOVERNORS**

- 17.1. The members of the Board of Governors shall be appointed by the Elders from the members of the Association. Such appointments shall be confirmed at the Annual General Meeting.
- 17.2. The Chair of the Board of Governors shall be the Executive Director or his nominated representative.
- 17.3. Subject to the Act the officers of the Board of Governors shall be:-
- 17.3.1 the Executive Director;
  - 17.3.2 the Secretary;
  - 17.3.3 the Treasurer (if any);
  - 17.3.4 the Public Officer;
- 17.4. Each officer shall hold office on the Board of Governors until the Annual General Meeting next after the date of his or her election or until such time as he or she ceases to hold the position of an officer as provided in these rules. Officers are eligible for re-election.
- 17.5. The Executive Director may by resolution of the members, remove any member of the Board of Governors and appoint another member in his or her stead to hold office until a replacement is appointed in accordance with this Rule.
- 17.6. In the event of a casual vacancy in any office the Board of Governors may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.
- 17.7. Each member of the Board of Governors shall, subject to these Rules, hold office until the Annual General Meeting next after the date of his election but is eligible for re-appointment.
- 17.8. In the event of a casual vacancy occurring in the membership of the Board of Governors, the Board of Governors may thereafter continue to act notwithstanding such vacancy but such casual vacancy shall be filled as soon as practicable by appointment of the members of the Association and any person so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

### ***Vacancy on the Board of Governors***

- 17.9. A member of the Board of Governors shall cease to hold office and his office shall become vacant if the member:-
- 17.9.1 dies;
  - 17.9.2 resigns his office by notice in writing given to the Secretary;

17.9.3 is removed from office by ordinary resolution of the members of the Association

17.9.4 and any vacancy so created shall be a casual vacancy.

## **18 EXECUTIVE DIRECTOR**

18.1. The Executive Director of the Association shall be the Senior Minister of Emmanuel Christian Outreach Inc, or his nominee.

18.2. The Executive Director, in conjunction with the Board of Governors, shall exercise leadership and discipline and initiate the vision and welfare programme of the Association.

18.3. The Executive Director shall be required to –

18.3.1 be the Senior Officer of the Association;

18.3.2 be the overall Spiritual Leader;

18.3.3 be Chair of all Committees within the Association unless he otherwise determines;

18.4. The Executive Director, in consultation with the Board of Governors, shall have authority to terminate the position or office of any employee of the Association.

## **19 APPOINTMENTS**

It is not necessary that those appointed to any office in the Association be members of the Association.

### ***Director***

19.1. The Director shall be selected by resolution of 2/3rds of the Board of Governors and confirmed by 3/5ths of the members personally present at a special general meeting of the Association.

19.1.1 The Director shall be required to manage the day-to-day affairs of the Association;

19.1.2 In the event of the Director leaving the Association, the Board of Governors shall appoint a suitable replacement, and make every effort to ensure that the replacement Director is installed with as little delay as possible.

### ***Secretary***

19.2. A Secretary shall be appointed by the Board of Governors at the first meeting of the Board after the annual general meeting of the Association in each year.

### ***Public Officer***

19.3. The Public officer of the Association shall be the Public Officer of Emmanuel Christian Schools and Ministries Incorporated.

### ***Treasurer***

- 19.4. A Treasurer may be appointed by the Board of Governors at the first meeting of the Board after the annual general meeting of the Association in each year.

### ***Vacation of Office***

- 19.5. For the purposes of these Rules, the office of an officer of the Association or of a member of the Board of Governors or any other appointment made pursuant to these Rules becomes vacant if the officer or member is removed from office by consensus of the Board of Governors

## **20 BOARD OF GOVERNORS MEETINGS**

- 20.1. The Board of Governors may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.
- 20.2. Special meetings of the Board of Governors may be convened by the Executive Director or by any two of the members of the Board.
- 20.3. Notice shall be given to members of the Board of Governors of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting unless notice is given to members of the Board of that possibility.
- 20.4. The Executive Director, together with not less than 1/2 of the members of the Board of Governors, shall constitute a quorum for the transaction of the business of the Board.
- 20.5. No business shall 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 20.6. At meetings of the Board of Governors, the Executive Director, or in his absence the person appointed by him from the members of the Board, or in his absence another member of the Board shall preside.
- 20.7. Questions arising at a meeting of the Board of Governors, or of any Committee appointed by the Board, shall be determined on a show of hands or, if appropriate or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 20.8. Each member present at a meeting of the Board of Governors, or of any Committee appointed by the Board (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.
- 20.9. Written notice of each Board of Governors meeting shall be served on each member of the Board by delivering it to him or her at a reasonable time before the meeting or by sending it by post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting or by sending it by facsimile transfer addressed to the facsimile telephone number of the member.
- 20.10. Subject to a quorum being present, the Board of Governors may act notwithstanding any vacancy on the Board.
- 20.11. All acts done by any committee shall not be invalidated by a subsequent discovery that there was a defect in the appointment of a committee member.
- 20.12. A resolution in writing signed by all the members of the Board of Governors for the time being entitled to receive notice of a Board Meeting and being entitled to vote on the resolution shall be

as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Board members.

20.13. For the purposes of the rules the contemporaneous linking together by telephone or other form of audio, video or digital communication ("telephone") of a number of Board members not less than the quorum for a regular meeting, whether or not any one or more of the Board members is out of Australia shall constitute a Board Meeting and all the provisions in these rules as to Board Meetings shall apply to such meetings by telephone subject to the following conditions:

20.13.1 All the Board members for the time being entitled to receive notice of Board Meeting shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such a meeting. Notice of such meeting may be given by telephone.

20.13.2 Each of the Board members taking part in the Board Meeting by telephone must be able to hear or communicate with each of the other Board members taking part at the commencement of the meeting.

20.13.3 At the commencement of the Board Meeting each Board member must acknowledge his or her presence for the purpose of a Board Meeting of the Association to all other Board members taking part.

20.13.4 A Board member may not leave the Board Meeting by disconnecting his or her telephone unless he or she has previously obtained the express consent of the Chair of that meeting and a Board member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during Board Meeting by telephone unless he or she has previously obtained the express consent of the Chair to leave the meeting as aforesaid.

20.13.5 A minute of the proceedings at meetings convened by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the Chair.

### ***Disclosure of Interest in Contracts etc.***

20.14. A member of the Board of Governors who is interested in any Contract or arrangement made or proposed to be made with the Association shall disclose his or her interest at the first meeting of the Board at which the Contract or arrangement is first taken into consideration, if his or her interest then exists or in any other case at the first meeting of the Board after the acquisition of his or her interest.

20.14.1 If a member of the Board of Governors becomes interested in a contract or arrangement after it is made or entered into he or she shall disclose his or her interest at the first meeting of the Board after he or she becomes so interested.

20.14.2 No member of the Board of Governors shall vote as a member of the Board in respect of any contract or arrangement of which he or she is interested and if he or she does vote it shall not be counted.

### ***Committee Meetings***

20.15. The Board of Governors may delegate any of its powers to a committee as it thinks fit.

20.15.1 The Board of Governors may determine the members of the committee and shall in the exercise of the powers so delegated conform to these rules and to any regulations that are imposed on it by the Board of Governors.

## **Minutes**

- 20.16. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting, each Board meeting and each committee meeting, in books provided for that purpose, together with a record of the names of person present at those meetings.

## **21 FINANCE**

### ***Accounts, Receipts, Expenditure***

- 21.1. The Treasurer of the Association –

- 21.1.1 shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
- 21.1.2 shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 21.1.2.1 The accounts and books shall be available for inspection by members.
- 21.1.2.2 The accounts and records shall be separate from the accounts and records of other institutions or undertakings which the Association conducts or to which it is related and shall show monies received and expended by the Association, the manner in which such receipt or expenditure takes place and the property, credits and liabilities of the Association. The accounts and records relating to the Association shall be available for inspection by the members of the Association and by duly authorised officials and agents of the State & Federal Governments and such substantially similar bodies.

- 21.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons appointed by the Board of Governors.

### ***Keeping of Books and Documents***

- 21.3. Except as otherwise provided in these rules, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

### ***Source of Funds***

- 21.4. The funds of the Association shall be derived from donations, Government Grants fund-raising ventures, gifts and donations and such other sources as the Board of Governors may determine from time to time.

### ***Audit***

- 21.5. An auditor shall not be an Officer of the Association.
- 21.6. An auditor shall be appointed by the Board of Governors.
- 21.7. An auditor may be removed by resolution of the Board of Governors and the confirmation of the Elders.
- 21.7.1 Where an auditor resigns or is removed in accordance this rule, the Board of Governors may appoint another person, not being an officer of the Association or Board member, to be the auditor.

21.8. The auditor shall have power at all times to examine the books and documents of the Association and shall, after the close of the financial year in each year and prior to the Annual General Meeting each year, audit the balance sheet and statement of receipts and expenditure setting forth the financial business of the Association since the end of the preceding year. Any report of the auditor shall be submitted to the Annual General Meeting.

## **22 DEDUCTIBLE GIFT FUND**

The Association must maintain a Gift Fund in accordance with this clause for so long as it seeks or has obtained endorsement as a DGR from the Australian Taxation Office.

### ***Rules applying to the Gift Fund***

22.1. The following rules apply to any Gift Fund established and maintained by the Association:

22.1.1 The Gift Fund must have a name.

22.1.2 The Association must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.

22.1.3 The Company must maintain a separate bank account for the Gift Fund.

22.1.4 The following must be credited to the Gift Fund:

22.1.4.1 All gifts of money or property to the Association for the Principal Purpose.

22.1.4.2 All money or property received by the Association because of those gifts.

22.1.5 No other money or property may be credited to the Gift Fund.

22.1.6 The Association must use any such gifts, money or property of the kind only for the Principal Purpose.

22.1.7 The Association must issue receipts for all deductible gifts and contributions according to the requirements of the Australian Taxation Office to maintain DGR status.

### ***Winding up of Gift Fund***

22.1.8 If the Gift Fund is wound up or the Association ceases to be a DGR for any reason, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution to which income tax deductible gifts can be made and its constituent documents prohibit the distribution of its income and property among its members. For the avoidance of doubt, if a Gift Fund operated by the Association is wound up but the Association remains a DGR and operates any other gift fund in accordance with this clause, any surplus assets of the Gift Fund that is being wound up may be transferred to any other gift fund operated by the Association.

## **23 NON PROFIT**

The assets and income of the Association shall be applied solely in furtherance of its objectives, and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## **24 COMMON SEAL**

The Common Seal of the Association shall be kept in the custody of the Secretary. The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Association.

## **25 INDEMNITY**

25.1. To the extent permitted by law, CLC indemnifies every officer of the Association against any liability incurred by that person:

25.1.1 in his capacity as officer of CLC; and

25.1.2 to a person other than CLC or a related body corporate of CLC unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.

25.2. The Association indemnifies every officer of CLC against any liability for costs and expenses incurred by the person in his capacity as officer of CLC:

25.2.1 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

25.2.2 in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Act.

25.3. CLC may pay a premium in respect of a contract insuring a person who is or has been an officer of CLC against a liability incurred by the person as an officer of the College except in circumstances prohibited by the Act.

## **26 BY-LAWS**

The Board of Governors may, from time to time, make by-laws not inconsistent with these Rules for the official working of the Association and may alter, amend or rescind those by-laws as it thinks fit. All by-laws shall be entered by the Association in a book to be kept for this purpose.

## **27 ALTERATION TO CONSTITUTION**

Alterations to this constitution may only be made by a unanimous decision of the ordinary members

BY - LAWS

**INDEX**

**By-law**

**Issue Date**

I. Procedure for Writing By-laws

10 January 2006

**BY-LAW I: Procedure for Writing By-Laws**

- (1) The Council may set up and instruct a committee to draft the By-law required.
- (2) The Council shall indicate the scope of the proposed By-law.
- (3) The Committee selected shall draft the By-law and submit it to the Council for approval. The Council shall, at a general meeting of the ECSM, submit the By-law for adoption or alteration.
- (4) The form of this By-law shall serve as a model for any further By-laws. Each By-law shall have shown on it:
  - i) name of the By-law
  - ii) the number of the By-law
  - iii) the issue of the By-law (draft is for circulation and discussion)
  - iv) adoption and approval of the By-law to be shown and signed as below.
- (5) When the ECSM has adopted a By-law, the By-law shall be forwarded to the Church Council, as required by Constitution Article 4 (b).

Resolution to adopt By-law was passed at the General Meeting of Emmanuel Christian Outreach held on .....

CLC Chairperson:.....

ECO Chairperson:.....