



graceWorks Australia Inc.

CONSTITUTION

Under the Associations Incorporation Act 2009

January 2017

This is page 1 of 22 pages comprising the Constitution
Edition 4: Revised January 2017

DATE _____

SIGNED _____
Public Officer

SIGNED _____
Committee Member

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

Members means all people who have applied for and been received as members by the Committee and have paid their membership fees.

Committee member means an elected member of the Committee including all office-bearers of the Association.

Associate member means a person making a regular or scheduled donations to a program supported by the Association. Associate Members have no voting rights within the Association.

Secretary means:

- (a) the person holding office under this constitution as secretary of the Association, or
- (b) if no such person holds that office - the public officer of the Association.

Chairperson means the person holding office under this constitution as chairperson of the Association

Treasurer means the person holding office under this constitution as treasurer of the Association

Special general meeting means a general meeting of the Association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

Statement of Faith means the summary of the essential elements of Church doctrine relating to Christian belief and behaviour.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Purpose

2. Purpose generally

graceWorks Australia Inc. exists:

To deliver humanitarian relief through the provision of financial, physical, emotional and spiritual support to those living in extreme poverty in Manila, the Philippines.

To raise awareness of the needs of the urban poor in Manila, the Philippines through promotional activities and fundraising events initiated and organised by members of the Association and their community links in Australia.

To partner with organisations whose aims, objectives and statements of faith are aligned with those of the Association.

The Association fulfils these purposes through:

- (a) facilitating child care and education programs
- (b) facilitating tertiary education programs
- (c) facilitating health, nutrition and wellbeing programs
- (d) supporting the training and professional learning needs of staff employed by our partner organisations
- (e) responding to urgent humanitarian needs
- (f) providing financial support for adult education initiatives, community development projects and enterprise initiatives
- (g) facilitating the transfer of funds donated in Australia for projects and activities in the Philippines approved by the Association
- (h) establishing regular Committee meetings for prayer, planning and organisation
- (i) communicating regularly with Association members, partner organisations and individual supporters about the activities of the Association
- (j) promoting public awareness of the educational, physical and spiritual needs of children and families living in disadvantaged circumstances in Manila, the Philippines, both to members and to other interested organisations

3. Statement of faith

The Association's statement of faith is contained in Appendix 1. We believe the truth contained in this statement is fundamental to the Christian faith.

The statement of faith and the constitution are to be regarded as subordinate to the Bible itself in matters of Christian teaching and practice.

Part 3 - Membership

4. Membership generally

A person is eligible to be a member of the Association if:

- (a) the person is a natural person who is over eighteen years old, and
- (b) who expresses personal commitment to and faith in the person and work of the Lord Jesus Christ, and
- (c) who accepts the statement of faith as the basis for personal faith and behaviour, together with the constitution as guidelines for the Association's administration, and
- (d) who sincerely desires to participate in and support the purposes of the Association.

5. Application for membership

- (1) An application for membership of the Association:
 - (a) must be made by a member of the Association in writing in the form set out in Appendix 2 to this constitution, and
 - (b) must be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- (5) Associate membership will be granted to those who make regular or scheduled donations to a program supported by the Association and have been approved by the Committee. An Associate member does not have the right to vote or attend Committee Meetings.

6. Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 10 (2) within 3 months after the fee is due.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8. Resignation of membership

- (1) A member of the Association may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of members

- (1) The secretary of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the main premises of the secretary of the Association.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$2 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10. Fees and subscriptions

- (1) The annual membership fee will be determined by the Committee and presented for affirmation to the membership at the annual general meeting.
- (2) A member of the Association must, on admission to membership, pay to the Association the annual membership fee for the current calendar year.
- (3) In addition to any amount payable by the member under subclause (2), a member of the Association must pay to the Association the annual membership fee that is determined by the Committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

11. Members' liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 10.

12. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

13. Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 14, whichever is the later.

14. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the Committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association.

Part 4 - The Committee

15. Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association, namely:
 - (i) set the direction of the Association;
 - (ii) ensure that the high standards and policies of the Association are actively maintained;
 - (iii) ensure that the financial accounts are kept and reported in accordance with standard accounting procedures
 - (iv) transfer donated funds to the Philippines for the provision and maintenance of Association approved programs, training, equipment and buildings;
 - (v) ensure that donated funds are allocated to the program or activity to which they were donated;
 - (vi) fulfil the financial responsibilities associated with retaining the Association's tax deductibility status with the Australian Taxation Office;
 - (vii) strengthen and develop the encouragement and support provided to those leading the ministries in Manila, Philippines;
 - (viii) foster links between other educational facilities in Australia for mutual benefit to both parties;
 - (ix) participate actively in Committee meetings and Association events, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

16. Composition and membership of Committee

- (1) As well as satisfying the qualifications for membership, Committee members should also:
 - (a) have wisdom, patience and understanding in their dealings with others;
 - (b) be suitably qualified in management, education, marketing, fundraising or financial accounting expertise;
 - (c) give evidence by their life and gifts that they are truly called of God and satisfy the scriptural requirements for leadership;
 - (d) have been members of the Association for at least six months.
- (2) The Committee is to consist of:
 - (a) the office-bearers of the Association, and
 - (b) at least 3 ordinary Committee members, each of whom is to be elected at the annual general meeting of the Association under clause 17.

Committee members and Association members are commissioned by God and the Association to seek discernment regarding the nomination of members to the Committee.

- (3) The total number of Committee members is to be 7.

- (4) The office-bearers of the Association are as follows:
 - (a) the chairperson,
 - (b) the vice-chairperson,
 - (c) the treasurer,
 - (d) the secretary
- (5) A Committee member may hold up to 2 offices (other than the chairperson office).
- (6) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting two years following the date of the member's election, but is eligible for re-election.

17. Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Association or as ordinary Committee members:
 - (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Association must be a member of the Association.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (8) Nominations can be given to the existing Committee for consideration at any time during the year, to fill casual vacancies, and up to four weeks before the annual general meeting.

18. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be accepted by the attendees of the meeting at the next succeeding meeting.

19. Treasurer

It is the duty of the treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20. Public Officer

- (1) The Committee shall ensure that a person is appointed as the public officer.
- (2) The Committee may at any time remove the public officer and appoint a new public officer, provided the person appointed is 18 years of age or over and a resident of New South Wales.
- (3) The public officer may vacate their office by notice in writing or shall be deemed to have vacated the position in the event of:
 - (a) death;
 - (b) removal from office by the Committee or at the Annual General Meeting or a Special Association Meeting;
 - (c) bankruptcy or financial insolvency;
 - (d) residency outside New South Wales.
- (4) If a vacancy occurs in the position of public officer the Committee shall, within 14 days, appoint a new public officer and notify the Department of Fair Trading by the prescribed form.

21. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association who qualifies under clause 16 (1) to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22. Removal of Committee members

- (1) The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a single A4 page) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Committee meetings and quorum

- (1) The Committee shall meet as often as necessary to conduct the business of the Association, and not less than once every two months.
- (2) Additional meetings of the Committee may be convened by the chairperson or any two members of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee 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 is to be dissolved.
- (7) At a meeting of the Committee:
 - (a) the chairperson or, in the chairperson's absence, the vice-chairperson is to preside, or
 - (b) if the chairperson and the vice-chairperson are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

24. Delegation by Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 22 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part 5 - General meetings

26. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its annual general meetings:
 - (a) no later than the fourth week in November of each year.
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

27. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers of the Association and ordinary Committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

28. Special general meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

29. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

31. Presiding member

- (1) The chairperson or, in the chairperson's absence, the vice-chairperson, is to preside as chairperson at each general meeting of the Association.
- (2) If the chairperson and the vice-chairperson are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

32. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a 65% majority or lost, or 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (4) Decisions for all matters will be by a 65% majority vote of all members present.
- (5) Office bearers and other members of the Committee are affirmed at the annual general meeting following a 65% majority vote of members present.

34. Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

35. Voting

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.
- (5) Associate members do not have voting rights.

36. Proxy votes

Members unable to attend a general meeting are entitled to vote by proxy. The secretary must receive notification of the appointment of their proxy in writing before or at the beginning of the general meeting.

37. Postal ballots

- (1) The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 6 - Miscellaneous

38. Insurance

The Association will effect and maintain insurance.

39. Funds - source

- (1) The funds of the Association are to be derived from donations, fundraising activities and annual subscriptions of members and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques shall be signed by the treasurer or nominee and countersigned by an authorised member.
- (3) All assets and funds of the Association will be used solely to further the objectives of the Association and will not be distributed to members.
- (4) Prior to putting into effect any alterations made to the rules of the fund the managers of the fund must notify the Australian Taxation Office.

41. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

42. Custody of books

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

43. Inspection of books

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$2 for each page copied.

44. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or

- (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by email to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by email, on the date it was sent.

45. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

46. Relief Fund

- (1) The relief fund is an overseas aid fund that is held and managed by graceWorks Australia Inc. to receive money from the general public. The relief fund will be called the *graceWorks Australia Inc. Relief Fund*.
 - (2) The object of the relief fund is to receive donations from interested persons for the provision of education programs, health and wellbeing programs, humanitarian relief and community development projects for children and families living in poor communities in the Philippines.
 - (3) The treasurer will set up appropriate accounts to manage and administer the relief fund.
 - (4) The relief fund will be managed by a Relief Fund management team led by the treasurer. The management team is to be composed of members who have a degree of responsibility to the general community.
- A 'responsible person' is an individual who:
- (a) performs a significant public function, or
 - (b) is a member of a professional body having a code of ethics or rules of conduct, or
 - (c) is officially charged with spiritual functions by a religious institution, or
 - (d) is a director of a company whose shares are listed on the Australian Stock Exchange, or
 - (e) has received formal recognition from government for services to the community, and
 - (f) is approved as a responsible person by the Commissioner.
- (5) A deputy treasurer who is qualified to manage business finances may assist the treasurer. The appointment of a deputy treasurer is subject to approval by the Committee.
 - (6) All gifts of property or money received, and income derived from the gifts will be kept separate from any other funds of the Association and managed according to standard Australian accounting principles.
 - (7) Receipts for all donations to the relief fund will be issued in the name of the fund showing that the amount received is a donation and also showing the Association's ABN.

- (8) The assets and income of the relief fund shall be applied solely in furtherance of the objects of the relief fund and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the relief fund.
- (9) In the event of the relief fund being wound up, any surplus assets remaining after the payment of liabilities of the relief fund shall be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made.
- (10) Prior to putting into effect any alterations made to the rules of the fund the managers of the fund must notify the Australian Taxation Office.

47. The Common Seal

- (1) The common seal of the Association shall be kept in the custody of the public officer.
- (2) The common seal shall not be affixed to any document except by the authority of the Committee. The affixing of the common seal shall be signed and dated by the public officer or nominee and one of the Committee members.

48. Dissolution

In the event of the Association being wound up, any remaining assets will be given only to an organisation which has similar objectives, and which is a non-profit body.

Appendix 1 - *Statement of Faith*

We believe:

1. **The Scriptures:** The sixty-six books comprising the Old and New Testaments are the infallible, complete Word of God. As originally given by the inspiration of the Holy Spirit, they are without error. They are our final authority, and sufficient in all matters of faith and conduct.
2. **The Trinity:** There is one true God, eternally existing in three persons, Father, Son and Holy Spirit. God is sovereign, holy and loving. He is the creator, ruler and judge of the world.
3. **The Person of the Lord Jesus Christ:** The Lord Jesus Christ is true God and true man. He was conceived by the Holy Spirit and born of the Virgin Mary. He lived a perfect, sinless life.
4. **The Work of the Lord Jesus Christ:** Christ died on behalf of all mankind, throughout all ages, was physically raised from death by God the Father, and ascended to His Father's presence where He is now interceding for His people. Through his death and resurrection He took the punishment for sin and he secured righteousness, forgiveness and eternal life for all who trust him.
5. **The Second Coming of the Lord Jesus Christ:** The Lord Jesus Christ is coming again, personally and visibly, in glory and power, to judge the world in righteousness and to bring the Kingdom of God to its full realisation.
6. **The Holy Spirit:** We affirm the deity and personality of the Holy Spirit. His present work is to represent the presence of the Lord Jesus Christ to each of us, helping us to understand God's truth. He shows us our need of Christ and brings us salvation when we call upon Christ as Lord. He empowers us to live worthy lives and equips us to serve God.
7. **The Sinfulness of Man:** Because men and women are made in the image of God, they have personal worth as individuals. However, the human race, without exception, has rebelled against the authority of God. The effect of this has been to bias man's thinking, feeling and behaviour against God. Therefore, everyone needs the salvation that only comes through the Lord Jesus Christ.
8. **Satan:** Satan is a person who opposes God and His purposes. He has been defeated by Jesus Christ and will ultimately be destroyed by God.
9. **Salvation:** Salvation is God's work. It is solely by the grace of God the Father, accomplished by God the Son and applied by God the Holy Spirit. It is obtained by faith in the Lord Jesus Christ and includes regeneration, justification by faith and adoption as sons, sanctification and final glorification.
10. **The Church:** There is One, Holy, Universal Church that is the body of Christ and to which all true believers belong.
11. **The Sacraments:** The Scriptures ordain only two sacraments:
 1. Believer's Baptism by immersion.
 2. The Lord's Supper, in which the bread and wine are symbols of the body and blood of Christ.These ordinances are the right, privilege and duty of all believers.
12. **Resurrection and Judgment:** There will one day be a bodily resurrection of all the dead when God will judge each individual. This will result in eternal gain for those who in this life submitted to Him by obeying the gospel and eternal loss for those who in this life rebelled against Him.

Appendix 2 - Application for Membership of Association (Clause 5 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

graceWorks Australia Incorporated

(incorporated under the *Associations Incorporation Act 2009*)

I, _____
[full name of applicant]

of _____
[address]

[occupation]

[email address]

hereby apply to become a member of *graceWorks Australia Incorporated*. In the event of my admission as a member, I agree to be bound by the constitution of the Association for the time being in force.

Signature of applicant

Date

Membership proposed by:

I, _____
[full name]

a member of *graceWorks Australia Incorporated*, nominate the applicant for membership of the Association.

Signature of proposer

Date

Membership seconded by:

I, _____
[full name]

a member of *graceWorks Australia Incorporated*, second the nomination of the applicant for membership of the Association.

Signature of seconder

Date