



Constitution

(Confirmed by Annual General Meeting (24th November, 2024)

Under the *Associations Incorporation Act 2009*

A. OBJECTS OF THE ASSOCIATION

- (a) To provide a caring ministry to the residents, the homeless, the poor and underprivileged, youth at risk, single parents and others in need – particularly in the Hills District and adjacent areas.
- (b) To operate and manage short and long term crisis and/or refuge accommodation for the unemployed, drug addicts, youth at risk, the abused, those under stress and others in need due to their circumstances.
- (c) To rehabilitate, train and educate people for the purpose of assisting their development, wellbeing and employment opportunities, including opportunities generated through job creation programs.
- (d) To provide legal aid, financial assistance and all types of counselling.
- (e) To operate and manage opportunity shops, food stores and other services or enterprises for the purpose of providing cheaper goods and services, or for training people in work skills, as part of the caring ministry of the Association.
- (f) To undertake fund raising activities, accept donations and gifts, apply for and accept subsidies or other assistance for the purpose of providing funds for the operation of the Association.
- (g) To champion the cause of the poor, the underprivileged, disadvantaged and distressed and to seek a just and compassionate society.
- (h) To sponsor or make donations, gifts or contributions or provide other assistance to persons or organizations with similar aims or objectives to any or all of the objects of the Association or for specific purposes corresponding to any one or all of the objects of the Association.
- (i) To do all things incidental or conducive to attaining one or more of the objects of the Association.

Part 1 - Preliminary

1. Definitions

(1) In this constitution:

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

ordinary committee member means a member of the committee who is elected by the members of 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.

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*.

(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 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the association if that person is a member of the Dural Baptist Church.

3. Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made by the Dural Baptist Church, 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 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.

4. 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) ceases to be a church member;

5. 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.

6. 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.

7. Register of members

- (1) The public officer 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 and the register of associate members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The registers must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) 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.
- (5) 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.

8. Fees

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) The amount payable by the member under subclause (1), may be paid by the Dural Baptist Church on behalf of that member.

9. 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 8.

10. Resolution of disputes

Disputes between members (in their capacity as members) of the association, and disputes between members and the Association, the parties shall: -

- (a) comply with the principles outlined in Matthew Chapter 5 verses 23 and 24 and Chapter 18 verses 15 to 17.; and only then
- (b) bring that matter before the Dural Baptist Church through the Council of Church members.

11. Disciplining of members

- 11.1 A complaint may be made to the committee by any person that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules;
or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 11.2 On receiving such a 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.
- 11.3 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.
- 11.4 If the committee expels or suspends a member, the Public Officer 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 rule 12.
- 11.5 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 rule 11 (10);
- whichever is the later.
- 11.6 A member may appeal to the Association in general meeting against a resolution of the committee under rule 11, within seven days after notice of the resolution is served on the member, by lodging with the Public Officer a notice to that effect.
- 11.7 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.
- 11.8 On receipt of a notice from a member under clause 11.6, the Public Officer 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 Public Officer received the notice.
- 11.9 At a general meeting of the Association convened under clause (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.
- 11.10 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 - The committee

12. 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, 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.

13. Composition and membership of committee

(1) The committee is to consist of:

- (a) the Chairman of the Council of Church members of the Dural Baptist Church or his or her nominee, and
- (b) the Senior Pastor or acting Senior Pastor of the Dural Baptist Church
- (c) one other pastor of the Dural Baptist Church nominated by the Senior Pastor
- (d) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.

(2) The total number of committee members is to be 6.

(3) The office-bearers of the association are as follows:

- (a) the chairman,
- (b) the treasurer, who may also hold the office of Public Officer,
- (c) the secretary, who may also hold the office of Public Officer.

(4) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

14. Election of committee members

(1) Nominations of candidates for election 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) 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.

15. Election of Office Bearers

(1) The office-bearers of the association being:

- (a) the chairman,

- (b) the treasurer, who may also hold the office of Public Officer,
 - (c) the secretary, who may also hold the office of Public Officer,
- are to be elected by the committee during its first meeting following the Annual General Meeting of the association.

(2) The position of chairman must be filled by an ordinary member

16. 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 signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The secretary must ensure that either the secretary or the treasurer fulfils the role and carries out the duties of the Public Officer.

17. 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.

18. 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 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.

19. Removal of committee members

- (1) The association in general meeting may by resolution remove any ordinary member of the committee from the office of committee 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 chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the chairperson 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.

20. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the chairman or by any member 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) Any four (4) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) If, through an approved communication link such as teleconference, email one or more members of the committee absent from the place of meeting can hear and be heard either in writing or orally by not only one another but also the other members then proceedings of the meeting conducted with the aid of such communication link are to be valid and effectual as if they had been conducted at a meeting at which all of those members were present.

21. Voting and decisions

- (1) Questions arising at a meeting of the committee are to be determined by a majority of the votes of members of the committee present at the meeting.
- (2) Each member present at a meeting of the committee is entitled to one vote but, in the event of an equality of votes on any question, the Chairman of the Council of Church members of the Dural District Baptist Church or his or her nominee may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, 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.

22. 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.

Part 4 - General meetings

23. 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) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, 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 ordinary committee members of the association,
 - (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.

25. 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.

26. 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 24 (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.

27. 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.

28. Presiding member

The chairperson or, in the chairperson's absence, his/her nominee, is to preside as chairperson at each general meeting of the association.

29. 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 particular 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.

30. 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) a.) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal.

b.) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.”

31. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Part 5 - Miscellaneous

32. Insurance

The association may effect and maintain insurance.

33. Funds - source

- (1) The funds of the association are to be derived from entrance fees of members, donations 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.

34. 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, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

35. 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.

36. Custody of books etc.

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.

37. Inspection of books etc.

- (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 \$1 for each page copied.

38. 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 facsimile transmission or some other form of electronic transmission 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 facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

39. 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.

40. Winding Up

In the event of the Association being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund, authority or institution, which has similar objects, and to which income tax deductible gifts can be made.

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