

# Constitution of Mitcham Hills Inter-Church Council Inc.

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The name of the incorporated association is “Mitcham Hills Inter-Church Council Inc.” referred to herein as “The Council”.

## 1. DEFINITIONS:

In these rules;

- “executive” means the committee of management of The Council
- “general meeting” means a general meeting of members of association convened in accordance with these rules
- “member” means a member congregation of The Council
- “the Act” means Association Incorporation Act 1985
- “special resolution” means a special resolution defined in the Act
- “month” shall mean a calendar month

## 2. OBJECTS OR PURPOSES OF THE COUNCIL

The objects of the council are to;

- a) Foster Christian fellowship and mutual understanding
- b) Work together to serve the community and make Christian action effective wherever possible
- c) Seek to do together those things which our common mission indicates are better done together, other than those things which our present divisions require us to do separately
- d) As appropriate, employ chaplains for the various schools in the Mitcham Hill area. Such appointments to be made in conjunction with the individual schools and the Schools’ Ministry Group.

## 3. POWERS OF ASSOCIATION

The council shall have all the powers conferred by section 25 of the Act.

## 4. MEMBERSHIP

Membership shall be open to all congregations of those churches in the Mitcham Hills Area which acknowledge Jesus Christ as Lord and Saviour and apply for membership in the manner approved by The Council.

### 4.2 SUBSCRIPTIONS

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- a) The subscription fees for membership shall be such sum, (if any), as the members shall determine from time to time in general meeting.
- b) The subscription fees shall be payable annually on 1 January or at such other time as the committee shall determine.
- c) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such membership on such terms as it thinks fit.

## 4.3 RESIGNATIONS

A member may resign from membership of The Council by giving written notice thereof to the secretary or public officer of The Council. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to The Council.

## 4.4 REGISTER OF MEMBERS

A register of members must be kept and contain:

- 1) The name and address of each member
- 2) The date on which each member was admitted to The Council; and
- 3) If applicable, the date of, and reason(s) for, termination of membership.
- 4) The names and addresses of appointed representative(s) of each member from time to time.

## 5. POWERS AND DUTIES

- a) The affairs of The council shall be managed and controlled by The Council which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of The Council, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The Council has the management and control of the funds and other property of The Council.

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- c) The Council shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of The Council on which these rules are silent.
- d) The Council shall appoint a public officer as required by the Act.

### 5.2 EXECUTIVE

- a) The executive shall be comprised of a chairperson, deputy chairperson, secretary and treasurer.
- b) An executive member shall be a natural person and as appointed representative of a member of The Council.
- c) The first executive of the association shall be comprised of such persons as hold office prior to incorporation. The first executive shall hold office until the first annual general meeting after incorporation.
- d) A retiring executive member shall be eligible to stand for re-election. No person shall be eligible to stand for re-election unless a member of The Council has nominated that person at least 28 days before the annual general meeting by delivering the nomination of that person to the secretary of The Council. The nomination shall be signed by the proposer and by the nominee.
- e) Notice of all persons seeking election to the executive shall be given to all members of The Council with the notice calling the meeting at which the election is to take place.
- f) The Council may appoint a suitable person to fill a casual vacancy, and such person shall hold office until the next annual general meeting.

### 5.3 POWERS AND PROCEEDINGS OF EXECUTIVE

- a) The executive shall meet together for the dispatch of business bi-monthly or as required.
- b) Questions arising at any meeting of the executive shall be decided by the majority of votes, and in the event of equality of votes the chairperson shall have a casting vote.
- c) A quorum for a meeting of the executive shall be three members of the executive.

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- d) A member of the executive having a direct or indirect pecuniary interest in a contract or proposed contract, with The Council must disclose the nature and extent of that interest to the executive as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the executive must disclose the nature and extent of his or her interest in the contract at the next general meeting of The Council.
- e) Meetings of the executive may be called by any member of The Council who can show cause that there is an item of business which may not be left until the time of the next Council meeting. The meeting shall be competent to conduct business on that item only.
- f) The executive may be empowered by The Council to meet and conduct business as required.

## **5.4 DISQUALIFICATION OF EXECUTIVE MEMBERS**

The office of an executive member shall become vacant if an executive member is:

- Disqualified from being an executive member by the Act
- Permanently incapacitated by ill health
- Absent without apology for more than four meetings in a financial year
- No longer the duly appointed representative of a council member

## **6. THE SEAL**

The Council shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the executive, and every use of the seal shall be recorded in the minute book of The Council. The affixing of the seal shall be witnessed by any two members of the executive.

## **7. GENERAL MEETINGS**

### **8.1 ANNUAL GENERAL MEETINGS**

- a) The committee shall call an annual general meeting in accordance with the Act and these rules.

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- b) The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of the financial year.
- c) The order of the business meeting shall be:
  - 1) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
  - 2) The consideration of the accounts and auditor's report (if auditor's report is required)
  - 3) The election of committee members
  - 4) The appointment of auditors (if required – see rule 10.5)
  - 5) Any other business requiring consideration by the association in general meeting.

### 7.2 GENERAL MEETINGS

The executive may call a general meeting of the association at any time as required but shall call a general meeting at least four times per year.

### 7.3 NOTICE OF GENERAL MEETINGS

- a) Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the council to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members or by email. (See rule 5.4)
- d) Where a notice is sent by post:
  - I. The serving is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
  - II. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of the post.

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## 7.4 PROCEEDINGS AT GENERAL MEETINGS

- a) One representative each from sixty percent of member congregations shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the same day of the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the council.
- d) If the chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson for that meeting.

## 7.5 VOTING AT GENERAL MEETINGS

- a) Subject to these rules, every representative of a member of the council has one vote at a meeting of the council.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of the representatives of members who vote in person or, where proxies are allowed, by proxy at that meeting.
- c) A question for decision at a general meeting must be determined by a show of hands.

## 7.6 SPECIAL AND ORDINARY RESOLUTION

- a) A special resolution is a special resolution as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## 7.7 REPRESENTATIVES

A member shall be entitled to be represented by all ministers and up to two lay persons who may attend and vote at any meeting of the council.

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## **8. MINUTES**

- a) Proper minutes of all proceedings of general meetings of the council and of meetings of the executive, shall be entered within one month after the relevant meeting in the minute books kept for that purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the council or the members of the executive (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed valid.

## **9. FINANCIAL REPORTING**

### **10.1. FINANCIAL YEAR**

The first financial year of the association shall be period ending the 31<sup>st</sup> December after incorporation, and thereafter a period of 12 months commencing on 1<sup>st</sup> January and ending on 31<sup>st</sup> December of each year.

### **9.2 ACCOUNTS TO BE KEPT**

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **9.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS**

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting. (Refer to section 35(6) of the Act)

### **9.4 ANNUAL RETURN**

If required by the Act,  
the annual (periodic) return shall be lodged with the Office of Consumer and Business affairs within six months after the end of each financial year. It must



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be accompanied by a copy of the accounts, the auditor's report, the committee statement and the committee's report. (Refer to section 36(1) of the Act)

## 9.5 APPOINTMENT OF AUDITOR

Only is required by the Act or otherwise determined by the council,

- a) At each annual general meeting, the members shall appoint a person to be the auditor of the association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at the annual general meeting, the committee shall appoint an auditor for the current financial year.

## 10. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

## 11. WINDING UP

The council may be wound up in the manner provided for in the Act.

## 12. APPLICATION OF SURPLUS ASSETS

- a) If after winding up the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

## 13. RULES

These rules may be altered (including an alteration of the council's name) by a special resolution of the council. This rule includes rescission or replacement of substitute rules.

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The alteration shall be registered with the office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agree to be bound by all of the provisions thereof.