

# Constitution of Tasmanian Council of Churches – Emergencies Ministry Inc.

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## 1. Name of association

The name of the Association is as follows:

Tasmanian Council of Churches – Emergencies Ministry Inc.

## 2. Interpretation

In these rules, unless the context otherwise requires –

**“Accounting records”** has the same meaning as in the Act;

**"Act"** means the *Associations Incorporation Act 1964*;

**“Annual General Meeting”** means an annual general meeting of the Association held under rule 13;

**"Association"** means the association referred to in rule 1;

**"Auditor"** means the person appointed as the auditor of the Association under rule 10;

**"Basic objects of the Association"** means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

**"Committee"** means a committee of management referred to in rule 25;

**"General meeting"** includes –

- (a) the annual general meeting; and
- (b) any special general meeting;

**"Ordinary business of the annual general meeting"** means the business specified in rule 13;

**"Ordinary committee member"** means a member of the committee other than an officer of the Association;

**"Special general meeting"** means any general meeting other than the annual general meeting;

**“Special resolution”** has the same meaning as in the Act.

### **3. Association's office**

The office of the Association will be at a place determined by the committee of the Association.

### **4. Objects and purposes of Association**

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- a) to recruit, train and retain Emergencies Ministry volunteers from Tasmanian faith communities;
- b) to pass and adopt such rules and by-laws it considers necessary for the successful running of the activities and affairs of the association;
- c) to acquire and hold any necessary equipment;
- d) the borrowing and raising of money in any manner and on terms –
  - (i) the committee thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting.

## 5. Membership of Association

**(1)** The membership of the Association is restricted to the people holding the following committee positions:

- a. The Association's President (who is the Emergencies Ministry State Officer)
- b. The Association's Vice President
- c. The Association's Secretary (who also acts as the Public Officer)
- d. The Association's Treasurer
- e. President of the Tasmanian Council of Churches or their delegate

If a person holds two of the above positions (e.g., if the Secretary and Treasurer is the same person) one or more ordinary members are added to form a membership of five persons.

Requirements of Membership are that the person is:

- a. Listed on the Tasmanian Council of Churches Emergencies Ministry list of volunteers, and/or
- b. A member or delegate of the Tasmanian Council of Churches Executive.

**(2)** A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –

**(a)** the person is nominated for membership in accordance with subrule (3); and

**(b)** the person is approved for membership by the committee.

**(3)** A nomination of a person for membership is to be –

**(a)** made in writing and signed by 2 members of the Association; and

**(b)** accompanied by the written consent of the person nominated; and

**(c)** lodged with the public officer of the Association.

**(4)** The consent referred to in subrule (3)(b) may be endorsed on the nomination.

**(5)** As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the committee.

**(6)** If a nomination is approved by the committee, the public officer is to –

**(a)** notify the nominee, in writing, that the nominee has been approved for membership of the Association; and

**(b)** enter the nominee's name in a register of members.

**(7)** A member of the Association may resign by serving on the public officer a written notice of resignation.

**(8)** On receipt of a notice from a member of the Association under subrule (7), the public officer is to remove the name of the member from the register of members.

**(9)** A person –

**(a)** becomes a member of the Association when his or her name is entered in the register of members; and

**(b)** ceases to be a member of the Association when his or her name is removed from the register of members.

**(10)** Any right, privilege or obligation of a person as a member of the Association –

**(a)** is not capable of being transferred to another person; and

**(b)** terminates on the cessation of the membership.

**(11)** If the Association is wound up, each member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –

**(a)** to the assets of the Association for payment of the liabilities of the Association; and

**(b)** for the costs, charges and expenses of the winding-up; and

**(c)** for the adjustment of the rights of the contributors among themselves.

**(12)** Any liability under subrule (11) is not to exceed \$10.

**(13)** Despite subrule (11), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

## **6. Annual Subscription**

1. There is no fee for membership and no annual subscription fee.

## **7. Financial Year**

1. The financial year of the association is the period beginning on the 1<sup>st</sup> of January in each year and ending in 31<sup>st</sup> of December in the same year.

## **8. Accounts of receipts and expenditure**

1. True accounts are to be kept of –
  - a) all money received and expended by the Association;
  - b) and the matter in respect of which the receipt or expenditure takes place; and
  - c) the property, credits and liabilities of the Association.
2. The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
3. The treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the committee directs.
4. The accounts, books and records are to be kept at the Association's office or at any other place the committee decides.

## **9. Banking and finance**

- 1) The treasurer of the Association, on behalf of the Association, is to –
  - a) receive all money paid to the Association; and
  - b) immediately after the receipt issue official receipts where required/requested.
- 2) If required, the committee is to cause to be opened with any bank, building society or credit union the committee selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.
- 3) The committee may –
  - a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and

- b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.
- 4) Except with the authority of the committee, a payment of any sum exceeding \$1000 is not to be made from the funds of the Association in the year of incorporation, otherwise than by cheque drawn on the Association's account or by bank transfer.
- 5) For every year following incorporation, the sum set will require the approval of the executive committee at its first meeting following the annual general meeting.
- 6) The committee may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the committee may impose.
- 7) Cheques or electronic bank transfer are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the committee.
- 8) The Treasurer and President will always be the principle signatories required to authorise the Associations cheques, drafts, bills of exchange, promissory notes and other negotiable instruments. The Executive Committee can, however, nominate other signatories in addition as the Executive Committee sees fit.

## **10. Auditor**

- 1) If it is expected that the Association's income will approach or exceed the threshold for Incorporations requiring audit, at each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- 2) The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- 3) The first auditor may be appointed by the committee before the first annual general meeting, and holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
- 4) If an appointment is not made at an annual general meeting, the committee is to appoint an auditor for the current financial year of the Association.
- 5) Except as provided in subrule (3), the auditor may only be removed from office by special resolution.
- 6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

## **11. Audit of accounts**

- 1) When required (ie, when the Association's income reaches the threshold requiring audit), the auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 2) The auditor is to –
  - a) certify as to the correctness of the accounts of the Association; and
  - b) report to the members present at the annual general meeting.
- 3) In the report and in certifying to the accounts, the auditor is to state if –
  - a) he or she has obtained the required information; and
  - b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association –
    - i) according to the information at his or her disposal and the explanations given;
    - ii) and as shown by the books of the Association; and
    - iii) the rules relating to the administration of the funds of the Association have been observed.
- 4) The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 5) The auditor may –
  - a) have access to the accounts, books, records, vouchers and documents of the Association; and
  - b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
  - c) employ persons to assist in investigating the accounts of the Association; and
  - d) in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

## **12. Audit Exemption**

- 1) Where appropriate, the association can apply to be exempt from the audit requirement under the exemption for small incorporated bodies from professional auditing requirements if:
  - a) the association's total revenue in any financial year is less than the threshold; and
  - b) the total assets of the Association is less than the threshold not including real property such as land and real estate; and
  - c) a resolution is passed at a special general meeting where a three quarter majority of members have voted in favour of not having the association's accounts audited.

## **13. Annual general meeting**

- 1) The Association is to hold an annual general meeting each year.
- 2) The annual general meeting is to be held on any day (being not later than 6 months after the close of the financial year of the Association) the committee determines.
- 3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- 4) The notice convening the annual general meeting is to specify the purpose of the meeting.
- 5) The ordinary business of the annual general meeting is to be as follows:
  - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b) to receive from the committee, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
  - c) to elect the officers of the Association and any ordinary committee members;
  - d) when required, to appoint the auditor;
- 6) The annual general meeting may transact special business of which notice is given in accordance with these rules.

#### **14. Special general meetings**

- 1) The committee may convene a special general meeting of the Association at any time.
- 2) The committee, on the requisition in writing of at least 4 members of the Association, is to convene a special general meeting of the Association.
- 3) A requisition for a special general meeting –
  - a) is to state the objects of the meeting; and
  - b) is to be signed by the requisitionists; and
  - c) is to be deposited at the office of the Association; and
  - d) may consist of several documents, each signed by one or more of the requisitionists.
- 4) If the committee does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.
- 5) A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the committee.
- 6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

#### **15. Notices of general meetings**

- 1) At least fourteen (14) days notice before the day on which a general meeting of the Association is to be held, the public officer of the Association is to publish in at least one newspaper circulating in Tasmania an advertisement specifying:
  - a) the place, day and time at which the meeting is to be held; and
  - b) the nature of the business that is to be transacted at the meeting.

## **16. Business and quorum at general meetings**

- 1) All business transacted at a general meeting, except the ordinary business of the annual general meeting is special business.
- 2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting is considering that business.
- 3) A quorum for the transaction of the business of a general meeting is 4 members of the association entitled to vote.
- 4) If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –
  - i) if convened on the requisition of members of the Association, is dissolved; or
  - ii) if convened by the committee, is to be adjourned to the same day in the next week at the same time and -
    - (a) at the same place;
    - (b) at any other place specified by the chairperson –
      1. at the time of the adjournment; or
      2. by notice in a manner determined by the chairperson.
- 5) If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

## **17. Chairperson at general meetings**

At each general meeting of the Association, the chairperson is to be –

- a) the president; or
- b) on the absence of the president, the vice-president; or
- c) in the absence of the president and the vice-president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

## **18. Adjournment of general meetings**

- 1) The chairperson 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 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 meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **19. Determination of questions arising at general meetings**

- 1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- 2) 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, and an entry to that effect in the minute book of the Association is evidence of the fact unless a poll is demanded on or before the declaration.

## **20. Votes**

- 1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- 2) All votes are to be given personally.
- 3) In the case of an equality of votes, the chairperson has a second or casting vote.

## **21. Taking of poll**

If at a meeting a poll on any question is demanded –

- a) it is to be taken at that meeting in the manner the chairperson determines; and
- b) the result of the poll is taken to be the resolution of the meeting on that question.

## **22. When poll to be taken**

- 1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

## **23. Affairs of Association to be managed by a committee**

- 1) The affairs of the Association are to be managed by a committee of management constituted as provided in rule 25.
- 2) The committee –
  - a) is to control and manage the business and affairs of the Association; and
  - b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

## **24. Officers of the Association**

- 1) The officers of the Association are as follows:
  - a) a president;
  - b) vice-president;
  - c) a treasurer;
  - d) a secretary (who acts the Public Officer).
- 2) The provisions of rule 26(2), (3) and (4), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule (1).

- 3) Each officer of the Association is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.
- 4) If a casual vacancy in any office referred to in subrule (1) occurs, the committee may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **25. Constitution of the executive committee**

- 1) The committee consists of -
  - a) the officers of the Association; and
  - b) any other members elected at the annual general meeting.
- 2) An ordinary committee member is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.
- 3) If a casual vacancy occurs in the office of ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the next annual general after the appointment.

## **26. Election of members of committee**

- 1) Notification of a candidate for election as an officer of the Association, or as an ordinary committee member is to be -
  - a) made in writing, signed by two members of the Association and accompanied by written consent of the candidate; and
  - b) delivered to the public officer of the Association at least 10 days before the day on which the annual general meeting is to be held.
- 2) If insufficient nominations are received to fill all vacancies on the committee –
  - a) the candidates nominated are taken to be elected; and
  - b) further nominations are to be received at the annual general meeting.
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 4) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 5) The ballot for the election of officers and ordinary committee members is to be conducted at the annual general meeting in the usual manner as directed by the committee.

## **27. Vacation of office**

For the purpose of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member –

- a) dies; or  
becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- b) resigns office in writing addressed to the committee; or
- c) ceases to be resident in the State; or
- d) ceases to be a member of the Association.

## **28. Meetings of the committee**

- 1) The committee is to meet at least every four months at any place and time the committee determines.
- 2) A meeting of the committee may be convened by the president or any four of its members.
- 3) Written notice of any special committee meeting is to be served on members of the committee and is to specify the general nature of the business to be transacted.
- 4) A special committee meeting may only transact business of which notice is given in accordance with subrule (3).
- 5) A quorum for the transaction of the business of the meeting of the committee is four members of the committee.
- 6) Business is not to be transacted at a meeting of the committee unless a quorum is present.
- 7) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be 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 is to be dissolved.
- 8) At a meeting of the committee, the following is to preside:
  - a) the president;
  - b) or in his or her absence the vice-president;
  - c) or in the absence of both the president and the vice-president, the secretary;
  - d) if the president, vice-president and secretary are absent, any one of the remaining members of the committee as may be chosen by the members present.

- 9) Any question arising at a meeting of the committee or of any subcommittee appointed by the committee is to be determined –
  - a) on a show of hands; or
  - b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.
- 10) Each member present at a meeting of the committee (including the chairperson) is entitled to one vote.
- 11) If there is an equality of votes on any question, the person presiding has a second or casting vote.
- 12) Written notice of each committee meeting is to be served on each member of the committee by –
  - a) delivering it at a reasonable time before the meeting; or
  - b) sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting;
  - c) sending it to the member's email address.
- 13) At any meeting of the Association, any member is allowed to attend and contribute to the discussion.

## **29. Disclosure of interest**

- 1) If a member of the committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.
- 2) A member of the committee is not to vote as a member of the committee in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

### **30. Notices**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

- a) giving it to the person: or
- b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- c) emailing it to the person's email address.

### **31. Expulsion of members**

- 14) The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.
- 15) The expulsion of a member under subrule (1) does not take effect until whichever of the following is the later date:
  - a) the expiration of 14 days after the service on the member of a notice under subrule (3);
  - b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 16) If the committee expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –
  - a) stating that the committee has expelled the member; and
  - b) specifying the grounds for the expulsion; and
  - c) informing the member of a right to appeal against the expulsion under rule 32.

### **32. Appeal against expulsion**

- 1) A member may appeal against an expulsion under rule 31 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under rule 33(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

- 2) On receipt of a requisition, the public officer is to immediately notify the committee of its receipt.
- 3) The committee is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- 4) At a special general meeting convened for the purpose of hearing an appeal under this rule –
  - a) no business other than the question of the expulsion is to be transacted; and
  - b) the committee may place before the meeting details of the grounds of the expulsion; and
  - c) the expelled member is to be given an opportunity to be heard; and
  - d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
  - a) the expulsion is to be taken to have been lifted; and
  - b) the expelled member is entitled to continue as a member of the Association.
- 6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
  - a) the expulsion takes effect; and
  - b) the expelled member ceases to be a member of the Association.

### **33. Disputes**

- 1) A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- 2) This rule does not affect the operation of rule 32.