

MODEL RULES

Dale Chaplaincy Services
Inc.

An Incorporated
Association

PART 1 — PRELIMINARY

1. Name

The name of the Association is **DALE CHAPLAINCY SERVICES Inc.**

2. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

associate member means a member with the rights referred to in rule 11(2);

Association means the incorporated association referred to in rule 1;

Board means the management Board of the Association referred to in rule 23;

Board meeting means a meeting of the Board referred to in rule 37;

Board member means a member of the Board referred to in rule 24;

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 57;

chairperson means the Board member holding office as the chairperson referred to in rule 25;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements prepared for presentation to a Board meeting or members meeting;

financial year, of the Association, has the meaning given in rule 4;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

member means a person who is an ordinary member or an associate member of the Association;

ordinary Board member means a Board member who is not an office holder of the Association under rule 24(3);

ordinary member means a member with the rights referred to in rule 11;

peak body means a related association or other incorporated body of which the Association is a member.

register of members means the register of members referred to in rule 15;

revenue means income that arises in the course of the ordinary activities of an entity

rules mean these rules of the Association, as in force for the time being;

secretary means the Board member holding office as the secretary referred to in rule 24 and rule 26;

special general meeting means a general meeting of the Association other than the annual general meeting;

special resolution has the meaning given by the Act, that is –

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the rules of the Association to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared;

subcommittee means a subcommittee appointed by the Board under rule 44;

tier 1 association means an incorporated association with revenue of less than \$250,000 per year;

tier 2 association means an incorporated association with revenue between \$250,000 and \$1,000,000 per year;

tier 3 association means an incorporated association with revenue of or exceeding \$1,000,000 per year;

treasurer means the Board member holding office as the treasurer referred to in rule 24 and rule 27.

3. Objects of the Association

The Objects of the Association are:-

In accordance with our Christian faith, as outlined in our Vision, Mission, Doctrinal Policy and Denominational Policy in the Appendix 2, the objects for which the Association is established are:

- (a) to provide and promote professional and trained chaplaincy services through accreditation
- (b) to promote the well-being of people living within the regional district of Armadale and beyond by identifying and relieving the short and long-term physical, spiritual, emotional, and mental needs of this community. These needs may include poverty, distress, abuse, sickness, disability, destitution, suffering, misfortune, or helplessness, and their related causes and effects;

- (c) to screen, endorse, and monitor chaplains.
- (d) to do such things as are incidental or ancillary to the attainment of these objects.
- (e) Where possible, develop methods and means to work within a secular pluralistic society.

4. Financial Year

- (1) The first financial year of the Association is to be the period, not exceeding 18 months, being a period commencing on the date of incorporation of the Association and ending on the 30th June.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing on 1st July and ending on 30th June in the following year.

5. Powers

The powers conferred on the Association are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money in any security in which trust monies may lawfully be invested;
- d) borrow money upon such terms and conditions as the Association thinks fit;
- e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- f) appoint agents to transact any business of the Association on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association

PART 2 —NOT FOR PROFIT BODY

6. Not-for-profit body

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorized under sub rule (3).
- (3) A payment to a member out of the funds of the Association is authorized if it is—
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the secured lending rate of the financial institution with which the Association conducts its financial affairs.
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

7. Eligibility for membership

- (1) A person who supports the Objects of the Association, and holds the required qualifications, is eligible to apply to become a member;
- (2) Agrees to be bound by this Constitution;
- (3) Is 18 years and over;
- (4) Subscribes to the Vision, Mission, Doctrinal Policy and Denominational Policy;
- (5) An Association must always have at least 6 members with full voting rights;
- (6) A member is only liable for their own outstanding membership fees.
- (7) Christian Chaplains accredited with the Association must be members of the Association.

8. Applying for membership

- (1) A person who wants to become a member must apply in writing to the Association.
- (2) The application must include a member's nomination of the applicant for membership.
- (3) The application must be signed by the applicant and the member nominating the applicant.

9. Dealing with membership applications

- (1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (3) The Board must not accept an application unless the applicant —
 - (a) is eligible under rule 7; and
 - (b) has applied under rule 8.
- (4) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- (5) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

10. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 14.
- (c) the Association must give each person who becomes a member of the Association a copy of the rules in force at the time their membership commences. This may be by electronic transmission or providing the details for the website where the rules may be downloaded.

11. Classes of membership

- (1) The Association has a single class of member with full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting and each member has one vote at a general meeting of the Association.

- (2) Each ordinary member has one vote at a general meeting of the Association member

12. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) the individual dies;
 - (b) the person resigns from the Association under rule 13;
 - (c) the person is expelled from the Association under rule 16;
- (2) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

13. Resignation

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice and brings it to the Board; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.
- (4) The outstanding fees may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

14. Membership fees

- (1) The Board must determine the entrance fee \$10 and the annual membership fee \$10 to be paid for membership of the Association.
- (2) A member must pay the annual membership fee to the treasurer, or another person authorized by the Board to accept payments, by the due date determined by the Board.
- (3) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (4) If a person who has ceased to be a member under sub rule (4) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
 - (a) the Board may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

15. Register of members

- (1) The secretary, or another person authorized by the Board, is responsible to maintain the register of members and record in that register any change in the membership of the Association.
- (2) The register of members must include each member's name and a residential, postal or email address.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.

- (5) If —
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under the Act; or
 - (b) a member makes a written request under the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

16. Suspension or expulsion

- (1) The Board may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (3) The notice given to the member must state —
 - (a) when and where the Board meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (4) At the Board meeting, the Board must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (i) decide —whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- (5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- (6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under sub rule (6), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- (8) If notice is given under sub rule (7), the member who gives the notice and the Board are the parties to the mediation.

17. Consequences of suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.

- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

18. Disputes

- (1) The procedure set out in these rules applies to disputes —
- (a) between members (or former members); or
 - (b) between one or more members and the Association
- (2) The parties to a dispute must meet and discuss the matter in dispute and attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 2, any party to the dispute may start the dispute procedure by giving written notice to the secretary of —
- (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (4) Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (5) The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (6) The notice given to each party to the dispute must state —
- (a) when and where the Board meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (7) If —
- (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Board; and
 - (ii) requests the appointment of a mediator under rule 20,
- the Board must not determine the dispute.

19. Determination of dispute by Board

- (1) At the Board meeting at which a dispute is to be considered and determined, the Board must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Board's determination under sub rule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 20.
- (4) If notice is given under sub rule (3), each party to the dispute is a party to the mediation.

20. Mediation

- (1) if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 16(7); or
 - (b) by a party to a dispute under rule 18(7) or rule 19(3).
- (2) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 16(7) — by agreement between the Member and the Board; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 18(7) or 19(3) — by agreement between the parties to the dispute.
- (3) If there is no agreement for the purposes of sub rule (2)(a) or (b), then, subject to sub rules (4) and (5), the Board must appoint the mediator.
- (4) The person appointed as mediator by the Board may be a person nominated by the peak body of the organization or a person who acts as a mediator for another not-for-profit body, such as a community legal center, if the appointment of a mediator was requested by —
 - (a) a member under rule 16(7); or
 - (b) a party to a dispute under rule 18(7) or rule 19(3) and the dispute is between one or more members and the Association.
- (5) The person appointed as mediator by the Board may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favor of or against any party to the mediation.

21. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) In the event that the dispute is not resolved the matter may, at the request of one of the parties, be referred to the local Armadale District Ministers Association (Unincorporated) of which the Association is a member for resolution.

22. If mediation results in decision to suspend or expel being revoked

- If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 16(7); and

- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

PART 5 — BOARD

23. Board

- (1) The Board members are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Board must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).
- (4) a member of the management Board is not liable in respect of the liabilities of the Association.

24. Board members

- (1) The minimum number of members of the Board is three and a maximum of five.
- (2) The following are the office holders of the Association —
 - (a) the chairperson;
 - (b) the deputy chairperson (where appointed);
 - (c) the secretary;
 - (d) the treasurer.
- (3) A person may be a Board member if the person is —
 - (a) an individual who has reached 18 years of age; and
 - (b) an ordinary member.

25. Chairperson

- (1) The chairperson has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in these rules.
- (2) It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each Board meeting and general meeting.

26. Secretary

The secretary has the following duties —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorized by the Board to do so, maintaining on behalf of the Association the register of members as required under rule 15;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required by the Act;
- (f) unless another member is authorized by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorized to act on

- behalf of the Association, as required under rule 61;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Board.

27. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts (if required) for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association as required under rule 55 and as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorized by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act as set out in rule 56;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

28. How members become Board members

A member becomes a Board member if the member —

- (a) is elected to the Board at a general meeting; or
- (b) is appointed to the Board by the Board to fill a casual vacancy under rule 34.

29. Nomination of Board members

- (1) At least 21 days before an annual general meeting, the secretary must send a written notice to all the members —
 - (a) calling for nominations for election to the Board; and
 - (b) stating the date by which nominations must be received by the secretary to comply with sub rule (2).
- (2) A member who wishes to be considered for election to the Board at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for one specified position of office holder of the Association or to be an ordinary Board member.
- (5) A member whose nomination does not comply with this rule is not eligible for election to the Board unless the member is nominated under rule 30(2).

30. Election of Board

- (1) At the annual general meeting, a separate election must be held for each vacancy in the Board.
- (2) If there are no nominations for the vacancies, the chairperson of the meeting **may** call for nominations from the ordinary members at the meeting.

- (3) If only one member has been nominated for each vacancy, the chairperson of the meeting **may** declare the member elected to the position.
- (4) If more than one member has nominated for each vacancy, the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (5) Each ordinary member present at the meeting may vote for one member who has nominated for each vacancy.
- (6) A member who has nominated for the vacancy may vote for himself or herself.
- (7) The new members of the management Board, elected at the annual general meeting, take office at the close of the meeting.

31. Term of office

- (1) The term of office of a Board member begins when the member —
 - (a) is elected at an annual general meeting (close of the meeting); or
 - (b) is appointed to fill a casual vacancy under rule 34.
- (2) Subject to rule 33, a Board member holds office until the positions on the Board are declared vacant at the next annual general meeting.
- (3) A Board member may be re-elected.

32. Resignation and removal from office

- (1) A Board member may resign from the Board by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general meeting, the Association may by resolution remove a Board member from office.
- (4) A Board member who is the subject of a proposed resolution under sub rule (3) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

33. When membership of Board ceases

- (1) A person ceases to be a Board member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board or is removed from office under rule 32; or
 - (c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
 - (d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (e) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
- (2) When a person ceases to be a member of the Board the Act requires the person to, as soon as practicable after their membership ceases, deliver to a member of the Board all of the

relevant documents and records they hold pertaining to the management of the Association's affairs.

34. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 24(4) to fill a position on the Board that —
 - (a) has become vacant under rule 33; or
 - (b) was not filled by election at the most recent annual general meeting.
- (2) If the position of secretary becomes vacant, the Board must appoint a member who is eligible under rule 24(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 41, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum under rule 41, the Board may act only for the purpose of —
 - (a) appointing Board members under this rule; or
 - (b) convening a general meeting.

35. Validity of Acts

The acts of a Board or subcommittee, or of a Board member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a subcommittee.

36. Payments to Board members

- A Board member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
- (a) in attending a Board meeting or
 - (b) in attending a general meeting; or
 - (c) otherwise in connection with the Association's business.

37. Board meetings

- (1) The Board must meet at least 3 times in each year on the dates and at the times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the annual general meeting at which the Board members are elected.
- (3) Special Board meetings may be convened by the chairperson or any 2 Board members.

38. Notice of Board meetings

- (1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

39. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each Board meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under sub rule (5) to attend a Board meeting—
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.
- (7) A member of the Board who has a material personal interest in a matter being considered at a Board meeting must:
 - as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - disclose the nature and extent of the interest at the next general meeting of the Association
- (8) the sub rule 7 does not apply in respect of a material personal interest
 - (a) that exists only because the member-
 - is an employee of the incorporated Association; or
 - is a member of a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.
- (9) A member of the management Board who has a material personal interest in a matter being considered at a meeting of the management Board **must not be present** while the matter is being considered at the meeting or vote on the matter
- (10) Every disclosure made by a Board member of a material personal interest must be recorded in the minutes of the Board meeting at which the disclosure is made.

40. Use of technology to be present at Board meetings

- (1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Board meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

41. Quorum for Board meetings

- (1) Subject to rule 34(4), no business is to be conducted at a Board meeting unless a quorum is present.
- (2) Fifty (50) percent of Board members will constitute a quorum.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (4) If a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub rule (3)(b); and at least 2 Board members are present at the meeting, those members present are taken to constitute a quorum.

42. Voting at Board meetings

- (1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Board members present at the Board meeting vote in favor of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Board members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

43. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any person attending the meeting under rule 39(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote;
 - (e) any disclosure of a member's material personal interest.
- (3) The minutes of a Board meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Board meeting.
- (5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

44. Subcommittees

- (1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following appoint one or more subcommittees.
- (2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.

- (3) Subject to any directions given by the Board, a subcommittee may meet and conduct business as it considers appropriate.

45. Delegation to subcommittees

- (1) The Board may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Board other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- (2) A power or duty, the exercise or performance of which has been delegated to a subcommittee under this rule, may be exercised or performed by the subcommittee in accordance with the terms of the delegation.
- (3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- (4) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- (5) Any act or thing done by a subcommittee, under the delegation has the same force and effect as if it had been done by the Board.
- (6) The Board may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS

46. Annual general meeting

- (1) The Board must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the secretary must apply to the Commissioner for permission within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Board's annual report on the Association's activities during the preceding financial year; or
 - (ii) the financial statements or the financial report, prepared in compliance with rule 56, of the Association for the preceding financial year; and
 - (iii) a copy of the report of the review or auditor's report on the financial statements or financial report; (if applicable).
 - (c) to elect the office holders and other Board members of the Association;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association;
 - (e) to confirm or vary the entrance fees and/or, subscriptions (if any) to be paid by members;
 - (f) any other business of which notice has been given in accordance with these rules.
 - (g) report any material disclosures of conflicts of interest

47. Special general meetings

- (1) The Board may convene a special general meeting.
- (2) The Board must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —

- (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under sub rule (3)(a).
- (5) If the Board does not convene a special general meeting within that 28-day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under sub rule (5)—
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

48. Notice of general meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 47(5), the members convening the meeting, must give to each member —
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 10 days' notice of a general meeting in any other case.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 29(2); and
 - (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution; and
 - (ii) state that the resolution is intended to be proposed as a special resolution;
- (3) A reviewer or auditor of an Association (where appointed) is entitled to receive all notices of and other communications relating to any general meetings of the Association that a member is entitled to receive.

49. Use of technology to be present at general meetings

- (1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a general meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

50. Presiding member and quorum for general meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the members at the meeting must appoint a chairperson of the meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.

- (4) Twenty (20) percent of members personally present or deemed to be present by Rule 49 (being members entitled to vote under these rules at a general meeting) will constitute a quorum
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to—
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (5)(b); and
 - (b) at least 2 ordinary members are present at the meeting,

those members present are taken to constitute a quorum.

51. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 48.

52. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to sub rule (4), each ordinary member has one vote; and
 - (b) ordinary members shall vote in person.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present at a general meeting vote in favor of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) For a person to be eligible to vote at a general meeting as an ordinary member, the ordinary member —
 - (a) must have been an ordinary member at the time notice of the meeting was given under rule 48; and
 - (b) must have paid any fee or other money payable to the Association by the member.

53. Determining whether resolution carried

- (1) Subject to sub rule (3), the chairperson of a general meeting may, by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) lost.
- (2) If the resolution is a special resolution, the declaration under sub rule (1) must identify the resolution as a special resolution.
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson; and
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (4) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (5) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (6) A declaration under sub rule (1) or (3) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

54. Minutes of general meeting

- (1) The secretary, or a person authorized by the Board from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting; and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.
- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next general meeting; or
 - (c) authority is given to the Board to review and approve.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

55. Control of funds

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorize the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two persons, where practicable at least one of them being a Board member
- (5) All funds of the Association must be deposited into the Association's account promptly after their receipt
- (6) The Association must keep financial records that;
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (7) The Association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

56. Financial statements and financial reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial reports of the Association are met.
- (2) Without limiting sub rule (1), those requirements include —
 - (a) if the Association is a tier 1 association, the preparation of the financial statements; and
 - (b) if the Association is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

57. By-laws

- (1) The Association may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 11(2); and
 - (b) impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
 - (c) provide for any other matter the Association considers necessary or convenient to be dealt with in the by-laws.

- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

58. Executing documents and common seal

- (1) The Association may execute a document without using a common seal if the document is signed by —
 - (a) 2 Board members; or
 - (b) one Board member and a person authorized by the Board.
- (2) If the Association has a common seal —
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of —
 - (i) 2 Board members; or
 - (ii) one Board member and a person authorized by the Board,
 and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The secretary must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the secretary or another Board member authorized by the Board.

59. Giving notices to members

A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

- (a) delivered by hand to the recorded address of the member; or
- (b) sent by prepaid post to the recorded postal address of the member; or
- (c) sent by electronic transmission to an appropriate recorded electronic address of the member.

60. Custody of books and securities

- (1) Subject to sub rule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books of the Association other than the Minute Book must be retained for at least 7 years. The Minute Books should as far as be possible, be retained as a permanent record.

61. Record of office holders

The record of Board members, Seal holders and other persons authorized to act on behalf of the Association is required to be maintained by the Act. This register must include the names and address of all these persons and must be kept in the secretary's custody or under the secretary's control.

62. Inspection of records and documents

- (1) A member may, at any reasonable time, inspect without charge the minutes of any general meeting, the membership registers, the register of office holders and any reports presented at any general meeting.
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.
- (3) The member may make a copy of or take an extract from a record or document referred to in sub rule (1) but does not have a right to remove the record or document for that purpose.
- (4) The member must not use or disclose information in a record or document referred to in sub rule (1) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

63. Publication by Board members prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless —

- (a) the Board member has been authorized to do so at a Board meeting; and
- (b) the authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

64. Distribution of surplus property on cancellation or winding up

- (1) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution of the members to another incorporated association or associations, having objects wholly or substantially similar to the Association, and which has been endorsed by the ACNC as a Charity.
- (2) A meeting convened under this rule requires 28 days' written notice
- (3) In this rule surplus property, in relation to the Association, means property remaining after satisfaction of —
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,
 but does not include books relating to the management of the Association.
- (4) The Board shall continue in office subsequent to the decision to cancel or wind up the Association for the purpose of giving effect to the efficient realization of assets and the winding up in accordance with the provisions of the Act

65. Alteration of rules

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution approved at a members meeting of which 28 days' written notice has been given.
- (2) The Association must lodge with the Commissioner, within one month, the notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules so altered conform to the requirements of the Act.
- (3) The alteration to the rules of the Association do not take effect until the approval of the Commissioner is given.

Appendix 1 APPLICATION FOR MEMBERSHIP OF Dale Chaplaincy Service Inc.

I,
(Insert APPLICANT'S name)

of
*(insert APPLICANT'S residential, postal or Email address -
required by the Associations Incorporation Act)*

apply to become a member of the above Association and confirm I have a commitment to the Objects of the Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:.....

Date:.....

Rule 7.2 "A person who wishes to become a member must be ... proposed by a member."

PROPOSED: Name:.....

Signature:..... Date:.....

----- *Applicants to detach and keep* -----

INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, must be recorded in a register of members and be made available to other members, upon request, for the purposes of the Association, as required by the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at the address of the Secretary.
- You can access or correct personal information (your name and address) by contacting the Secretary of the Association.

OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members and/or the record of Board Members and other persons authorized to act on behalf of the Association, as provided in the *Associations Incorporation Act*.
- If your application is accepted, you are entitled to inspect the records and documents as set out in the rules and as provided in the *Associations Incorporation Act*.
- If your application is accepted, you are entitled to a copy of the rules (constitution) of the association as provided in the *Associations Incorporation Act*.

Appendix 2

Vision, Mission, Doctrinal Policy and Denominational Policy

Vision

To bring the gospel message, ministry resources, support, and social services of the Christian Church to promote the Christian faith, spiritual development and well-being of people through the provision of chaplaincy.

Mission

- to facilitate a nonprofit inter-church Association of Chaplains servicing hospitals, industry, sporting associations, and other specific industry or groups throughout the region of Armadale and beyond.
- to promote the Vision, primarily through the Chaplains and ministry partners of Dale Chaplaincy Services Inc.
- to thereby make available the resources, support and social services of the Christian church to any individual, without discrimination on any grounds, seeking their benefit, as well as the relief of any associated problems.
- to thus inform and demonstrate the Christian Faith's message of Hope and Renewal through the Lord Jesus Christ.

Doctrinal Policy

We believe, in accordance with the Scriptures, that:

- God and his purposes are revealed fully through Jesus Christ
- each person has worth before God
- each person is made for relationship with God, possible only through repentance, and faith in Jesus
- the Apostles' creed reflects the Christian faith's traditional message
- the Church is the community of God's people and God's people are called by God to go into the world, with the enabling of the Holy Spirit, to live, love, proclaim and serve in Jesus' name.

We seek to honor and serve God by:

- helping all people meet their spiritual, social, emotional and physical needs
- reaching out to all people to enable them to hear and respond to the Word of God
- offering caring and social services, especially to those connected to the hospitals, prisons, and military as resources permit.

We want to:

- enable people, particularly those undergoing serious trauma or transition, to enjoy the quality of life that reflects their worth before God inclusive of those most vulnerable in today's society
- achieve excellence in managing our public relations, and our human, material and spiritual resources
- bring people from all cultural backgrounds into relationship with God through Jesus, and into growth to full Christian maturity.
- To work cooperatively with persons' different belief systems and to network as appropriate meet each individual's particular needs.

Denominational Policy

The Association shall be non-denominational in its emphasis, witness and practice.