



**HEARTLAND MINISTRIES**  
**INCORPORATED**

**CONSTITUTION**

**Part 1            Establishment of Heartland Ministries Incorporated:**

1.     The name of the association is Heartland Ministries Incorporated (hereinafter called the "association").

**Part 2            Definitions and Interpretation:**

2.     In the constitution, except insofar as the context or subject matter otherwise indicates or requires :-

**"association"** means **"Heartland Ministries" or "Heartland"**

**"Constitution"** means the Constitution of the association in force from time to time

**"member"** means a member, however described, of the **"association"**

**"Chairperson"** means a member appointed as executive director of the association in accordance with section 16 of the constitution

**"director"** means a member appointed as a director or office bearer of the association in accordance with section 17 of the constitution

**"Board of Management"** means the whole group of members (or committee) who have been appointed as directors of the association in accordance with section 16 of the constitution

**"The Act"** means the **"Associations Incorporation Act 1991"**

**"The Regulation"** means the **"Associations Incorporation Regulations 1991"**.

**"Notice in writing"** means notice whether by electronic mail, letter, facsimile, telex, telegram, cable or any other means of written communication.

3.     Except insofar as the contrary intention appears in the constitution:
  - a) A reference to a function includes a reference to a power, authority and duty and
  - b) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
4.     Words importing the singular member also include the plural and visa versa.
5.     Words importing the masculine gender also include the feminine gender.
6.     Words importing persons include corporations and companies.
7.     Headings are for convenience only and do not affect the interpretation of the constitution.

**Part 3        Objects:**

8.        Heartland Ministries exists to represent the interests of the Lord Jesus Christ. We are a translocal expression of His eternal and transcendent Kingdom. The Association is a not-for-profit organization and was constructed as a legal entity to serve the needs of the Christian community and the community at large. We will promulgate the Gospel of Christ, as contained and expressed in the Bible. The scope and purpose of the organization will include, but will not be restricted to::
- I.        Preaching this gospel message of Jesus Christ;
  - II.       Producing teaching materials to make disciples and help followers of Jesus Christ to live out that message;
  - III.      Meeting the needs of the poor, taking care of widows and orphans
  - IV.      Overseeing and or supporting Christian Faith, Mission communities or ministries and other not-for-profit organizations who serve the Lord Jesus Christ for similar or extended purposes

**Part 4        Powers of the Association:**

9.        The Association has all powers necessary to achieve the objects of the Association

**Part 5        Membership:**

10.      Qualifications

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

- a) The person has not ceased to be a member of the Association at any time after incorporation of the Association under the Act or
- b) The person is a natural person who:
  - i) Has been nominated for membership of the Association in writing on the form set out in Appendix 1 by another member of the association, and
  - ii) Accepts the nomination
  - iii) Is approved for membership of the Association by the directors of the Association

11.      Cessation of Membership

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

- a) Dies
- b) Resigns that membership by a notice in writing to the secretary
- c) Is expelled by the directors of the association

12.      Membership Entitlements not transferable

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

- a) Is not capable of being transferred or transmitted to another person and
- b) Terminates upon cessation of the person's membership.

13. **Members Register**

A Register of members of the Association will be established and maintained by the Public Officer of the Association:-

- a) specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- b) and shall be kept at the principle place of administration of the Association.

14. **Fees, subscriptions etc**

There shall be no membership or subscription fees etc

15. **Members' Contribution and Liabilities**

- a) In the event of the association being wound up whilst they are members or within 12 months of them ceasing to be members, the liability of that member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories themselves; such an amount maybe required not exceeding twenty dollars (\$20.00).
- b) If, upon winding up or dissolution of the association there remains, after satisfaction of all its debts and liabilities, any property or assets whatever, that property or asset must not be paid to or distributed among the members, but will be given or transferred to some other institution or institutions having objects similar to the objects of the association, and which prohibit the distribution of its or their income by the members at or before the time of dissolution.

**Part 6 Committee:**

16. **Powers of committee**

The Committee shall be called (and will now be referred to as) the Board of Management of the Association and subject to the Act, the Regulation, this constitution and to any resolution passed by the Association in General Meeting:

- a) shall facilitate and manage the affairs of the Association.
- b) has the power to perform all such acts and do all such things as appear to the Board of Management to be necessary or desirable for the proper management, empowerment and strategic direction of the Association.
- c) shall appoint from their midst an Executive Director, otherwise referred to as the CEO of the entire Association. The CEO shall be invested with the casting vote in the event that a vote is required and that vote remains unresolved.
- d) shall appoint General Managers for each branch/ministry office opened domestically or internationally by the Association, and these General Managers can be but are not held to be Directors.

17. Constitution and Membership

- a) The office bearers of the Association shall be generally referred to as directors and together will form the Board of Management.
- b) The inaugural members of the Association will appoint the first Board of Management which will consist of a minimum of five (5) directors including the CEO.
- c) The directors shall hold office for three (3) years and shall be eligible for re-appointment.
- d) At least half of the inaugural Board of Management, including the appointed CEO, will hold office for five (5) years so as to ensure that not all the Board changes over at the completion of the first three (3) years.
- e) A director is appointed or re-appointed by a consensus of the members present at the Annual General Meeting of the association as they come up for appointment or re-appointment and as the Board of Management directs.
- f) There shall be a minimum of the following director's positions on the Board of Management:
  - i) Chairperson
  - ii) Deputy Chairperson
  - iii) Treasurer
  - iv) Secretary
  - v) Ordinary Director
- g) The Board of Management has the authority to create other director's positions as and or when required by the association
- h) In the event of either a vacancy or a newly created position, a member of the association can be co-opted or appointed at any time by the Board of Management to a director's position. The member will, upon consent, function in that role until the next scheduled AGM following the appointment

18. Secretary

- 1) It is the duty of the Secretary to keep minutes of:
  - a) all appointments of directors to the Board of Management
  - b) the names of directors and members present at any Board of Management or general meeting and
  - c) proceedings at any Board of Management or general meeting of the association.
- 2) Minutes of proceedings at a meeting must be signed by the person who presided at that meeting or by the person presiding over the succeeding meeting.

19 Treasurer

It is the duty of the Treasurer of the association to ensure that:

- a) All money due to the association is collected and received and that all payments authorised by the Association are made.
- b) Correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.
- c) Ensure an independent audit is conducted on the association's books, accounts and financial management practices at least annually and in time for the audited financials for the immediate past financial year to be presented to the members for scrutiny and ratification at each Annual General Meeting of the association

20. Meetings and Quorum:

- 1) The Board of Management shall meet at least once in each period of twelve (12) months at such place and time as the Board of Management may determine.
- 2) Additional meetings of the Board of Management may be convened by any member of the Board of Management.
- 3) Oral or written notice of a meeting of the Board of Management shall be given by the Secretary to each member of the Board of Management at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board of Management) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under section 20 (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Board of Management members present at the meeting unanimously agree to treat as urgent business.
- 5) Any four (4) directors of the Board of Management including the Executive Director or his appointed proxy, constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- 6) No business shall be transacted by the Board of Management unless a quorum (as defined in section 20 (5) is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stand adjourned to the same place and at the same hour of the same day in the following week.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 8) At a meeting of the Board of Management:
  - a) The Chairperson or in the Chairperson's absence, the Deputy Chairperson shall preside or
  - b) If the Chairperson and Deputy Chairperson are absent or unwilling to act, one (1) of the remaining Board of Management members appointed by the members present at the meeting, shall preside.

21. Delegation by Board of Management to Sub-Committee:

- 1) The Board of Management may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board of Management thinks fit) the exercise of such of the functions of the Board of Management as are specified in the instrument other than:
  - a) This power of delegation and
  - b) A function which is a duty imposed on the Board of Management by the Act or by any other law.
- 2) A function, the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Notwithstanding any delegation under this Rule, the Board of Management may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee act in the exercise of a delegation under this section, has the same force and effect as it would have if it had been done or suffered by the Board of Management.
- 6) The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this section.
- 7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and Decisions:

- 1) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management shall be determined by a majority of the votes of members of the Board of Management or sub-committee present at the meeting.
- 2) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the chairperson or person presiding may exercise a second or casting vote.
- 3) Subject to section 18 (5), the Board of Management may act notwithstanding any vacancy on the Board of Management.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a sub-committee appointed by the Board of Management, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the Board of Management or sub-committee.

**Part 7            General Meetings:**

**23.      Annual General Meetings - Holding of:**

- 1) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Association convene an annual general meeting of its members. The financial year for the Association shall run from 1 July to 30 June each year.
- 2) The Association shall hold its first annual general meeting:
  - a) Within the period of eighteen (18) months after it's incorporation under the Act and
  - b) Within the period of five (5) months after the expiration of the first financial year of the Association.
- 3) Subsection (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

**24.      Annual General Meetings - Calling of and Business At:**

- 1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Board of Management considers appropriate.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - 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 Board of Management reports upon activities of the Association during the last preceding financial year.
  - c) To receive and consider the statement of accounts and reports from the most recent financial year ended 30 June, which are required to be submitted to members pursuant to section 73(1) of the Act.
- 3) An annual general meeting must be specified as such in the notice convening it in accordance with section 24 (Notice).

**25.      General Meeting - Calling Of:**

- 1) The Board of Management may, whenever it thinks fit, convene a general meeting of the association.
- 2) The Board of Management must, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a general meeting of the Association.
- 3) A requisition of members for a general meeting:
  - a) Shall state the purpose or purposes of the meeting.
  - b) Shall be signed by the members making the requisition



- c) Shall be lodged with the Secretary and
  - d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Board of Management fails to convene a general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.
- 5) A general meeting convened by a member or members as referred to in section 25 (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Management and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.

26. Notice:

- 1) Except where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in subsection (1) specifying in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to section 23 (2).
- 4) Any member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the meeting.

27. Procedure:

- 1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) Five (5) members of the Association present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 3) If within an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- 4) If at the adjourned meeting a quorum is not present with an hour after the time appointed for the commencement of the meeting, the members present (being not less than fifty percent (50%)) shall constitute the quorum.

28. Presiding Member:

The Chairperson shall be the presiding member. If the Chairperson is absent from a general meeting or unwilling to act, the Deputy Chairperson shall preside. If the Chairperson and the Deputy Chairperson are absent from a general meeting or unwilling to act, the members present shall elect one (1) of their number to preside at the meeting.

29. Adjournment:

- 1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the business to be transacted at the meeting.
- 3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of Decisions:

- 1) A question arising at a general meeting of the association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that the resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy at the meeting.
- 3) Where the poll is demanded at general meeting, the poll shall be taken:
  - a) Immediately in the case of a poll which relates to the election of the person presiding at the meeting or to the question of adjournment or
  - b) In any other case, in such manner and at such time before the close of the meeting as the person presiding directs and the Resolution of the poll on the matter shall be deemed to be the Resolution of the meeting on that matter.

31. Special Resolution:

A Resolution of the Association is a Special Resolution if:

- a) It is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the Resolution as a Special Resolution was given in accordance with these

Rules or

- b) Where it is made to appear to the registrar-general that it is not possible or practicable for the Resolution to be passed in the manner specified in paragraph (a) - the Resolution is passed in a manner specified by the registrar-general.

32. Voting:

- 1) Upon any question at a general meeting of the Association a member has one vote only.
- 2) All votes shall be given personally or by proxy but no member shall hold more than one (1) proxy.
- 3) In the case of an equality of votes on a question at a general meeting, the person presiding at the meeting is entitled to exercise a second or casting vote.

33. Appointment of Proxies:

- 1) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy shall be in the form set out in Appendix 2.

**Part 8            Miscellaneous:**

34. Insurance:

- 1) The Association shall effect and maintain insurance.
- 2) In addition to the insurance required under subsection (1), the Association may effect and maintain other insurance.

35. Funds - Source:

- 1) The funds of the Association shall be derived from freewill offerings, donations and subject to any resolution passed by the association in general meeting and subject to the Act section 114, any other sources as the Board of Management determines.
- 2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

36. Funds - Management:

- 1) Subject to any Resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board of Management determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Board of Management or employees of the Association, being members or employees authorised to do so by the Board of Management.

37. Funds - Borrowing Powers:

The Board of Management may from time to time borrow or secure the payment

of any sum or sums of money for the purposes of the Association.

38. Alteration of Objects and Rules:

The statement of objects and these rules may be altered, rescinded or added to only by a Special Resolution of the Association subject to the Act.

39. Common Seal

- 1) The common seal of the Association shall be kept in the custody of the Secretary
- 2) The common seal shall not be affixed to any instrument except by the authority of the Board of Management and affixing of the common seal shall be attested by the signatures either of two (2) members of the Board of Management or one (1) member of the Board of Management and of the Secretary.

40. Custody of Books Etc.:

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control, all records, books and other documents relating to the Association.

41. Inspection of Books Etc.:

The records, books and other documents of the Association shall be open for inspection free of charge, by a member of the Association, between 1000 and 1600 hours Monday to Friday excluding public holidays.

42. Service of Notice:

- 1) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 2) Where a document is sent to a person by properly addressing, prepaying and posting to the person, a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules, to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

43. Surplus Property (Dissolution clause):

- 1) At the first general meeting of the association, the association must pass a special resolution nominating –

- a) another association for the Act, section 92 (1) (a); or
- b) a fund, authority or institution for the Act, section 92 (1) (b);

in which it is to vest its surplus property in the event of the winding up or dissolution of the Association.

- 2) The Incorporated Association or Associations so nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2)

44. Income and Property (Not for profit clause):

- 1) The assets and income of the organisation shall be applied solely in furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as a bona fide compensation

for services rendered or expenses incurred on behalf of the organisation.

2) Nothing in the foregoing provision of the rule prevents payment in good faith to an Officer, Member of the Board of Management, Employee, Member of the Association; of the following:

- a) Reimbursement of out of pocket expenses.
- b) Interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association bankers for money lent to the Association.
- c) Reasonable and proper rent for premises let to the Association.
- d) Remuneration in return for services rendered to the Association by the person, for goods supplied to the Association by the person in the ordinary course of activities.

45. Public Officer:

- 1) The Board of Management shall ensure that a person is appointed as Public Officer.
- 2) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 3) The committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is at least 18 years of age and a resident of the Australian Capital Territory.
- 4) The Public Officer shall be deemed to have vacated their position in the following circumstances:
  - a) Death
  - b) Resignation
  - c) Removal by the Board of Management or at an Annual General Meeting
  - d) Bankruptcy or financial insolvency
  - e) Mental illness or incapacity or
  - f) Residency outside Australian Capital Territory
- 5) When a vacancy occurs in the position of Public Officer the Board of Management shall within fourteen (14) days notify the relevant Government Department by the prescribed form and appoint a new Public Officer.
- 6) The Public Officer is required to notify the relevant Government Department by the prescribed form in the following circumstances:
  - a) Appointment (within fourteen (14) days)
  - b) A change of residential address
  - c) A change in the Association's Objects or Rules (within one (1) month)
  - d) A change of the Association's financial affairs (within one (1) month after the Annual General Meeting)
  - e) A change of the Association's Name (within one (1) month)
- 7) The Public Officer may be an Officer Bearer, Board of Management Member or any other person regarded as suitable for the position by the Board of Management.

46. Indemnity:

Every Board of Management member, Auditor and other Officer for the time being of the Association shall be indemnified out of the Assets of the Association against any Liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether Civil or Criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

**Appendix 1**

(see section 10 in Part 5)

**Application for Membership of the Association**

.....  
Incorporated (incorporated under the *Associations Incorporation Act 1991*)

I, .....  
(full name of applicant)

of .....  
(residential address)

.....apply to become  
(occupation)

a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

..... Date .....  
(Signature of applicant)

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I, .....  
(full name)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

..... Date .....  
(Signature of proposer)

I, .....  
(full name)

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

..... Date .....  
(Signature of seconder)

**Appendix 2**

(see section 33 (2))

**Form for Appointment of Proxy**

I, .....  
(full name)

of .....  
(residential address)

a member of .....  
(name of incorporated association)

appoint

.....  
(full name of proxy)

of .....  
(residential address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

.....

And at any adjournment of that meeting.

\*My proxy is authorized to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....  
(Signature of member appointing proxy)

Date .....

(\*To be inserted if desired.)

**Note A proxy vote may not be given to a person who is not a member of the association.**