

# FRONTIER PROJECTS INCORPORATED:

## CONSTITUTION

### 1. NAME

The name of the organisation shall be “FRONTIER PROJECTS INCORPORATED”

### 2. OBJECTS

The objects of the Organisation are set out in Annexure 1.

### 3. NON- DISTRIBUTION OF PROFITS (Non Profit Clause)

(1) The income and property of the organisation, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and in the exercise of powers conferred upon it by the rules. These are set out in Annexure 1.

(2) No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Organisation.

(3) The requirement contained in (2) shall not, however, prevent the payment in good faith of:

(a) interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for unsecured loans) to any such member in respect of moneys advanced by that member to the Organisation, or otherwise owing by the Organisation to the member; or

(b) any remuneration to any officers or servants of the Organisation or other person in return for any services genuinely rendered to the Organisation.

### 4. MEMBERSHIP

(1) The founding members of Frontier Projects are recognised as members of the organisation

(2) Subsequent applications for membership shall be made in writing, signed by the applicant, and shall be in such form and contain such requirements as the Management Committee from time to time prescribes.

(3) As soon as practicable after the receipt of an application for membership, it shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant. The Committee is required to give a reason for the rejection of an application, if requested by the applicant.

(4) A register of members shall be kept showing the name, address and the date of commencement of membership.

## **5. MANAGEMENT**

The management of the Organisation shall be vested in a Management Committee consisting of the office-bearers and at least 3 other members.

No member of the Management Committee shall be appointed to any salaried office of the Organisation or any office of the Organisation paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Organisation to any member of the Management Committee except repayment of reasonable out-of-pocket expenses.

## **6. OFFICE-BEARERS**

The office-bearers shall consist of a President, Secretary, Treasurer and such other officers as shall be decided by the members of the Organisation at the Annual General Meeting. The office-bearers and the other members of the Management Committee shall be elected annually at the Annual General Meeting. Any casual vacancy occurring among the office-bearers may be filled by the Committee and the person so appointed to fill such vacancy shall hold office for the unexpired term of the member so replaced.

### ***6.1 Powers of the Management committee***

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### ***6.2 Composition and membership of Management committee***

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be 6.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the treasurer,
  - (c) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

### ***6.3 Secretary***

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **6.4 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct records 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.

## **7. PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

(1) The Management Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit. The President may at any time and the Secretary on the requisition of any two members of the Committee summon a meeting of the Committee.

(2) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and a determination by a majority of the members of the Committee present shall for all purposes be a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(3) The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is not reduced below the number fixed by or pursuant to these Rules as the necessary quorum. The continuing member or members may act for the purposes of increasing the number of members of the Committee from amongst the members, which they are hereby empowered to do, or of summoning a general meeting of the Organisation, but for no other purpose.

## **8. VACATION OF OFFICE**

A vacancy in the office of a member of the committee occurs, if the member:

- (a) dies;
- (b) becomes insolvent under administration within the meaning of the Corporations Law;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns office by notice in writing to the Secretary;
- (e) is absent without the consent of the committee from all meetings of the committee held during a period of six months;
- (f) ceases to be a member of the Organisation;
- (g) is expelled as a member in accordance with rule 20;
- (h) holds any office of profit under the Organisation;
- (i) is directly or indirectly interested in any contract or proposed contract with the Organisation;
- (j) upon resolution being passed by a two thirds majority of members present at a properly constituted general meeting called for the purpose, is removed from office.

## **9. FINANCIAL YEAR**

The financial year shall conclude on 30<sup>TH</sup> June, each year.

## **10. ANNUAL GENERAL MEETING**

The Annual General Meeting of members shall be held during the month of November in each year, when the Annual Report and financial statements shall be presented.

## **11. SPECIAL GENERAL MEETINGS**

Any two members of the Management Committee may at any time convene a Special General Meeting of the Organisation. Special General Meetings shall also be convened by the Secretary upon the written request of not less than 5 per centum in number of the members of the Organisation and shall be held within a period of one month from the date of receipt of the request.

## **12. QUORUM**

At Meetings of Members a quorum shall consist of 5 members and at a Management Committee Meeting shall consist of 3 members. Should within half an hour of the time set down for a meeting to commence, a quorum be not present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such meeting, to be determined thereat. If at such adjourned meeting a quorum not be present, then those members attending shall be deemed to be a quorum, provided, the number of such members is not less than three.

## **13. PROCEEDINGS AT GENERAL MEETINGS**

(1) The President shall preside as Chairman at every general meeting of the Organisation, but if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting, a simple majority sufficing.

(2) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Except as previously provided it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(3) At any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least three members present. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation shall each be conclusive evidence or the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

(4) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

(5) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which a poll is demanded shall be entitled to a second or casting vote.

(6) Each member present and voting at a general meeting of the Organisation shall have one vote.

## **14. NOTICE OF MEETINGS**

The Secretary shall give at least seven days notice in writing or email of all general meetings to the members of the Organisation specifying the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting.

## **15. FUNDS / TRANSACTION INFORMATION**

(1) The funds of the Organisation shall be deposited in the name of the Organisation in such bank, building society or credit union as the Management Committee may from time to time direct. The name of the bank accounts shall be: Frontier Projects and Frontier Projects - Haiti

(2) Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 must be maintained in accordance with that Act.

(3) A Frontier Projects Receipt will be issued for all funds donated and recorded on the Income and Expenditure Spread sheet. This will be maintained by the Treasurer.

(4) A record will be maintained recorded on the Income and Expenditure Spread sheet of all funds expended

(5) Provision will be made for donations to be via Paypal / Mastercard on the Frontier Projects website, by cash/cheque or by direct deposit into either nominated bank account.

## **16. MAINTENANCE OF BOOKS OF ACCOUNT AND RECORD**

The Management Committee shall ensure appropriate books of account and record are maintained, including those required to be maintained under the Charitable Fundraising Act 1991.

## **17. AUTHORISATION OF ACCOUNTS**

All accounts shall be presented to a Management Committee Meeting and full details of all such transactions shall be entered in the Income and Expenditure Spreadsheets.

## **18. AUDIT**

(1) The auditor or auditors shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc., and furnish a report thereon to the members at the Annual Meeting. Audits shall be conducted at regular intervals of not more than twelve months.

(2) An auditor shall not be a member or closely related to a member, of the Management Committee.

(3) Subject to paragraph (4) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Secretary at least twenty -one days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and if that person so wishes to be heard at such Annual General Meeting.

(4) Where the current auditor submits a resignation, or notifies the Secretary of the intention not to seek re-election as auditor, paragraph (3) hereof shall not apply.

## 19. MINUTES

The Management Committee shall cause minutes to be made:

- (a) of all appointments of office-bearers and members of the Committee;
- (b) of the names and of members of the Committee present at all meetings of the Organisation and of the Committee;
- (c) of all proceedings at all meetings of the Organisation and of the Committee; Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

## 20. EXPULSION OF MEMBERS

A member may be expelled from membership of the Organisation by the Management Committee, if in the opinion of such Committee, after affording such member an opportunity of offering the Committee an explanation of that person's conduct either verbally or in writing as the Committee may decide, the conduct of the member is such as to be detrimental to the best interests of the Organisation, provided that:

- (a) such expulsion shall not be effective unless it is confirmed by a majority of members present at a Special General Meeting of members convened to consider the expulsion.
- (b) such Special General Meeting is held within a period of one month from the date of the decision of the Management Committee to expel the member.
- (c) at such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of that person's conduct verbally or in writing at the option of such member.
- (d) the voting of such Special General Meeting shall be by ballot if not less than five members present thereat so demand.
- (e) It shall be in the power of the Committee to exclude such member from participation in the affairs of the Organisation until such Special General Meeting shall be held.

## 21. TRUSTEES

(1) Three Trustees shall be elected at a properly constituted general meeting.

(2) All property of whatever kind belonging to the Organisation shall be vested in the Trustees and they shall have the custody of all deeds and documents of title relating to the property of the Organisation and shall be responsible for the same and shall deal with and dispose of all the property of the Organisation whether real or personal for the time being vested in them and the income thereof in accordance with the directions of the Management Committee provided that such directions are not in violation of the trusts upon which the property is held.

## 22. DISSOLUTION

(1) The Organisation shall be dissolved in the event of membership less than 3 persons (Note – must not be less than three) or upon the vote of a three-fourths majority of members present at a Special General Meeting convened to consider such question.

(2) Upon a resolution being passed in accordance with paragraph 22. (1) of this rule, the net assets or property available after satisfying all debts and liabilities shall, upon determination by the members of the Organisation, be handed over to some other organisation or organisations having objects similar to the objects of the Organisation, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the Organisation under rule

3. However, in making the distribution, the Organisation must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.

## 23. AMENDMENT OF RULES

All fundraising and sponsorship activities as well as the dispersant of these monies must adhere to Frontier Project Guidelines.

(See Frontier Project Guidelines - Attachment 1 below

### **Amendment 1 Added 10<sup>th</sup> November 2014 FP AGMeeting**

a) All Frontier Project Activities and Journeys must be conducted under the auspices of one of the following Areas – and passed, accepted and detailed through any of the below Committees, including being recorded formally in Meeting Minutes:

1. Frontier Projects Incorporated or
2. Frontier Projects Haiti or
3. Frontier Projects Thailand or
4. Frontier Projects Australia or
5. Frontier Projects New Britain

b) Frontier Projects Journeys. Any team members or associated team members are encouraged to raise funds and participate in Journeys or Activities conducted under the auspices of the above areas.

c) Frontier Projects Journeys, Projects, Fundraising and Awareness-Raising Ventures: All journeys, projects, fund-raising and awareness-raising ventures are and have always been undertaken as ambassadors of Frontier Projects. All print and electronic (posters, media releases, websites etc that mention our work in the countries we are serving, must always be clear and correct in detail that these ventures are undertaken as an ambassador of – and part of team – Frontier Projects: Thailand/Haiti/New Britain .

d) Where a donor has requested the funds be donated for a specific Project purpose - except in the case of Child/Teacher Sponsorships/Orphanage Projects - the final decision for dispersal and use of the funds will be made in consultation with the NGO leaders/directors in charge of those projects, in the nations we are serving.

These rules may be amended by a resolution passed by a two-thirds majority of members present at any Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose.

## **24. NOTICES**

A notice may be given to any member either personally or by sending it by post to the member's address registered with the Organisation or if that person has no registered address to the place of abode of the member last known to the Management Committee. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter or an envelope containing the notice and to have been effected in the case of the notice of a meeting on the day after the date of its posting and in any other case the time at which the letter would be delivered in the ordinary course of post.

## **25. INTERNAL DISPUTES**

The Management Committee shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:

- (a) the appointment of an independent person to arbitrate in the dispute;
- (b) a process to bring the parties together to resolve the dispute at an early stage;
- (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case;
- (d) where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to a Community Justice Centre which functions as "a centre for dispute settlement".

## **26. COMPLAINTS**

The Management Committee shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.