

Door of Hope Constitution

Preamble

Door of Hope Australia Inc. is an International children's charity, based Melbourne, Australia. We are a not for profit organisation established to help alleviate poverty in developing nations, through primary healthcare, basic education, nutrition, advocacy and community development projects.

We believe that every child has a right to quality of life; this includes freedom from prejudice, abuse, discrimination, exploitation and direct causes of poverty; such as illiteracy, preventable diseases and malnutrition.

1. The name of the charity

1:1 The name of this children's charity is "Door of Hope Australia Inc."

NB# The name "Door of Hope Australia Inc." will now be referred to as "DOHA Inc" in this document.

2. The history of "Door of Hope Australia Inc."

2:1 After traveling through different nations on mission trips, a number of the members of the Board of DOHA Inc saw the needs of children and felt the importance of the establishing of a fund / charity to be able to assist children in their many needs. While the main thrust of DOHA Inc will be towards children, it will be at liberty to embrace other worthy projects that the Board deems to be within its aim and purpose.

2:2 The idea for DOHA Inc began in 1996 and reached its fulfillment in May 1999. The following outline is the basis of the constitution for the DOHA Inc.

3. The Aim

3:1 To assist children with special needs; ie. those who are orphans, poor and disadvantaged, physically and mentally handicapped, blind, HIV AIDS affected and socially outcast. These include those affected by war and by natural disasters eg. drought, earthquakes, floods etc.

4. The focus of the charity

4:1 DOHA Inc is an international charity, reaching children throughout the world, without limiting itself to any particular country.

4:2 DOHA Inc is an interdenominational charity, although it shall support chosen 'CRC Churches International' Children's projects. DOHA Inc shall not be limited to only one denomination.

4:2b DOHA Inc. will seek to provide aid without any discrimination against people groups, religion or culture, regardless of age, sex, race, ethnic background, religion, political beliefs or marital status.

4:3 DOHA Inc will seek to provide funding, materials and support to existing children's agencies and trustworthy ministries throughout the world, which have been endorsed by the DOHA Inc Board.

4:4 DOHA Inc will seek to establish new opportunities and projects to assist children throughout the world, involving finances, materials and personnel.

5. The Board & Its Members

In 1996, Bryan Grasby and Michelle van Zanen had a desire to help children from impoverished circumstances improve their living conditions, education, health and future prospects. Together they founded Door of Hope Australia Inc. and Bryan became the founding chairman.

The original Board Members were: Bryan Grasby, Feona Grasby, Dan Parker, Michelle van Zanen (Harry), Maureen Lisbon and Barry Silverback.

6. Alteration of the rules

6:1 These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

7. Guidelines for Chairman

7:1 Mr Bryan Grasby as a founding member will be the first Chairman of the charity DOHA Inc, as of 1st May 1999.

7:2 He will hold this position for the first 5 years so that the charity can be guided and directed through its formative years.

7:3 After which the position of Chairman will be open for nomination of chairman whose term of office thereafter will be for a maximum of two (2) years

7:4 Nominations for Chairman will be made in writing to the current Chairman and must be accompanied by the signatures of the nominee and a seconder to the nomination.

7:5 Such nominations will be received by the current Chairman no later than 30 days prior to the scheduled meeting for election of the office of new Chairman.

7:6 Voting will be by secret ballot and appointment of Chairman will be by simple majority of votes counted.

7:7 In the advent of the death of the Chairman or that he is unable to continue his duties then the Secretary will continue to be acting Chairman until nominations and elections can be held to appoint new Chairperson.

7:8 This should take place within six (6) months from the date of the Secretary taking over responsibilities from the Chairman.

8. Guidelines for decisions

8:1 The Board will always seek to have unanimous decisions.

8:2 In the event of the Board failing to reach a unanimous decision, then a simple two thirds (2/3) majority will be sufficient for a decision to be passed and adopted by the charity.

9. A Quorum

9:1 A Quorum consists of at least two thirds (2/3rd) of the total number of Board members present in any given meeting.

9:2 All decisions of the Board will require a two thirds (2/3) of the Board members present in any given meeting. Note this is not two thirds of the total membership of the Board; but two thirds of the Board members present at any given meeting; providing there is a quorum present in that meeting.

- 9:3 Proposed changes to the Constitution will be made in writing and circulated to all Board members at least three (3) weeks in advance of a scheduled meeting being called for the purpose of voting on the proposals.
- 9:4 Except in the case of an emergency decision to alter the Constitution, the Chairman may contact Board members by phone and make appropriate decision within 24 hours (10:2).

10. The Board

- 10:1 A properly governed Board Meeting, with **all** Board members present must be held a minimum once each year, otherwise the Board will meet as many times as required.
- 10:2 Board members will be contacted by phone, fax, e-mail or post with regard to urgent matters needing attention and a decision.
- 10:3 A written record of the responses of each Board member will be held, as to the matters discussed or presented. This is to safe guard the two-thirds (2/3) requirement.
- 10:4 Such decisions conducted in this manner will be considered as binding as those made in a fully convened meeting of the Board.
- 10:5 The Treasurer is also the Secretary. The first Secretary appointed for the DOHA Inc is Maureen Lisbon.
- 10:6 The Chairman will set the agenda for Board meetings and be responsible for ensuring that all Board Members are informed of progress of current projects undertaken or being proposed, of news items and reports of action previously undertaken, and any proposed new projects or business arising from a meeting of the Board.
- 10:7 The Secretary is responsible for the sending out of minutes, monthly reports and the distribution of any other relevant information which would assist to Board member to be properly informed. This will be done on a monthly basis.
- 10:8 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or control all books, documents and securities of the DOHA Inc. and must be made available for inspection free of charge for any member upon request.
- 10:9 The common seal of the DOHA Inc. must be kept in the custody of the Secretary and must not be affixed to any instrument except by the authority of the Board and must be attested by the signatures of two members of the Board.
- 10:10 The Treasurer is to show due account for all monies donated to and handled by DOHA Inc.
- 10:11 The Treasurer will ensure that an external financial audit is undertaken once every 12 months and the audit report and accounts will be forwarded to the Chairman and Board members.
- 10:12 The Treasurer will be responsible for ensuring that all financial transactions are properly and timely recorded. This includes the issuing of receipts for each and every donation received, including a thank you letter.
- 10:13 A quarterly financial report is to be produced by the Treasurer for the Chairman and the Board and duly sent out to each of them.
- 10:14 When a Board Member position becomes vacant, new Board Members may be nominated by DOHA Inc. Members and current Board Members and must have a two thirds (2/3) majority of a quorum of members present at the subsequent AGM, before a nominee is considered elected to the Board.
- 10:14a Nominations of candidates for election must be:

- (i) made in writing, signed by two members of DOHA Inc. and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination)
- (ii) delivered to the Secretary of DOHA Inc. not less than 7 days before the date fixed for the holding of the Annual General Meeting

10:14b A candidate may only be nominated for one office or as an ordinary member of the Board, prior to the Annual General Meeting.

10:14c If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.

10:14d If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

10:14e If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

10:14f The ballot for the election of officers and ordinary members of the DOHA Inc. Board must be conducted at the Annual General Meeting in such manner as the Board may direct.

10:15 The Board will consist of no more than 7 Members at any one time. The Board can have less than 7 Members.

10:16 In the event of the resignation of a Board Member, written notification must be presented to the Chairman prior to the notification of the remaining Board Members.

10:17 In the event of the decease of a Board Member, new Board Members may be nominated by DOHA Inc. Members and current Board Members and must have a two thirds (2/3) majority of a quorum of members present at the subsequent AGM, before a nominee is considered elected to the Board.

10:18 In the event of the decease of all the Board Members of DOHA Inc, then the funds shall be administered by another Trust or Organisation predetermined by the Board for a period no longer than 6 months. During which time the said Trust or Organisation will seek to appoint a new DOHA Inc Board. It is expected that the New Board must reflect the original heart and vision of the Founders as outlined in the DOHA Inc aims and goals.

10:19 The Board will only accept donated funds for projects outside of DOHA Inc if the Board of DOHA Inc is satisfied that such a project has credibility within the said nation and also meets the aims and goals of the DOHA Inc. The Charity (DOHA Inc) will then have power to distribute such designated funds accordingly.

10:20 Should DOHA Inc be directed to verify the bona fide status of a project outside the DOHA Inc then costs incurred for such verification will be at the donor's expense.

10:21 Where applicable a Local Board will be formed within a nation to monitor and give accountability for funds given and used. Such a Board will be required to forward a monthly financial report to the Board of DOHA Inc. Where a Local Board within a nation is not deemed to be necessary then the individual responsible for the said projects within that nation will be required to forward a monthly financial report to the Boards of DOHA Inc.

10:22 There will be three bank accounts established and operated by DOHA Inc. One account being for funds specifically designated for Administration and running costs of DOHA Inc. One account being for funds specifically designated for the DOHA Inc. Public Fund. The other account being for all monies donated for projects or for general use.

- 10:22b The funds of the DOHA Inc. shall be derived from entrance fees, annual subscriptions, donations, fundraising and such other sources as determined by the Board.
- 10:23 Two signatories are required at the one time to authorize any transaction from either bank account.
- 10:24 The Board has complete control and Power of Attorney in regard to the running of the DOHA Inc Charity and in making any decisions relevant to the workings of DOHA Inc.
- 10:25 The Board will nominate and endorse all projects and the allocation of funds as they deem necessary, giving due attention to those funds that have been specifically designated for certain projects and countries.
- 10:26 The members of the Board will operate on a voluntary basis and will not receive any remuneration for their service from the funds of the DOHA Inc trust. However, in the event of a Board member taking up a part or full time position with DOHA Inc, a wage will be set by the Board to compensate that member.
- 10:27 The Board may purchase, lease, hire or otherwise acquire any lands, building, easements or property to meet the objectives of the DOHA Inc.
- 10:28 The Board may construct, improve maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences as is necessary to perform the functions of the DOHA Inc. The Board may also assist and take part in the constructions, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 10:29 The Board may borrow or raise money with or without security and in such a manner as the Board may think fit for any the objectives of the DOHA Inc and in particular by overdrawn accounts at a bank, financial institution, by mortgage, debentures or other securities of the DOHA Inc with power to charge such mortgages, charges or other securities upon all or any of the property of the DOHA Inc both present and future.
- 10:30 In furtherance of the objectives of the DOHA Inc, the Board may print, publish and distribute any newspapers, periodicals, books or leaflets that the Board thinks desirable.
- 10.31 The Board may enter into any arrangement with any government or authority, supreme, local, municipal or otherwise in pursuance of the objectives of DOHA Inc to obtain from any such government or authority all rights concessions and privileges that it is entitled to.
- 10:32 Each officer of DOHA Inc. shall hold office until the annual general meeting next after the date of his/her election but is eligible for re-election. The office of an officer of DOHA Inc. or an ordinary member becomes vacant when; they cease to be a member, become insolvent under administration or resigns from office by notice in writing to the Secretary.
- 10:33 In the event of a vacancy in any office, the Board may appoint one of it's members to the vacant office and the members appointment may continue up to and including the next annual general meeting.

11. Assessment of Special Projects

- 11:1 The Board shall have the power to appoint a representative to assess the suitability of any international project. Such a representative will report back to the Board.
- 11:2 The Board shall have the discretion to financially assist or underwrite the costs incurred by such a representative for the assessing and evaluating of any

international projects which the Board may be considering to become involved in. Such costs would be met by the administrative fund.

12. Members

- 12:1 A person who applies and is approved for membership as provided in these Rules is eligible to be a Member of the DOHA Inc. on payment of the entrance fee and annual subscription payable under these Rules.
- 12:2 The entrance fee and the annual subscription is payable in advance of 1 July in each year.
- 12:3 The Secretary must keep and maintain a register of members containing name and address of each member and the date each members name was entered on the register.
- 12:4 Members are entitled to vote at AGM, be nominated for Board membership and to nominate and are encouraged to raise funding and awareness for DOHA Inc.
- 12:5 A person who applies to be a Friend of the DOHA Inc. is on payment of the entrance fee and annual subscription payable under these Rules eligible.
- 12:6 Friends are not entitled to vote at AGM, are not entitled to be nominated for Board membership or to nominate but are encouraged to raise funding and awareness for DOHA Inc.

13. Discipline, suspension and expulsion of members

- 13:1 Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the DOHA Inc. the Board may by resolution-
- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of DOHA Inc. for a specified period; or
 - (c) expel that member from DOHA Inc.
- 13:2 There is no appeal process for disciplined, suspended and expelled members.

14. Disputes and mediation

- 14:1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
 - (b) a member and DOHA Inc.
- 14:2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 14:3 If parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 14:4 A mediator must be chosen in agreement with both parties and may be a member of DOHA Inc. and must allow both parties the opportunity to be heard, allow due consideration by all parties of any written statement submitted by any party and ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 14:5 The mediator must not determine the dispute. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

15. Annual General Meetings (AGM)

- 15:1 The end of financial year for Door of Hope Australia Inc. is December 31.
- 15:2 The Board may determine the date, time and place of the annual general meeting of DOHA Inc.
- 15:3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 15:4 The ordinary business of the annual general meeting shall be-
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the DOHA Inc. during the last preceding financial year.
- 15:5 In the event of a Board Member position becoming vacant, a vote (2/3 majority of quorum present) will be taken during AGM to appoint replacement board member, as nominated by current Board and DOHA Inc. Members prior to AGM.

16. General Meetings

- 16:1 The Secretary, atleast 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding the general meeting of DOHA Inc., a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 16:2 Notice may be sent by mail, electronic mail or fax.
- 16:3 66% of members personally being present is required to constitute a quorum for the conduct of the business of a general meeting.
- 16:4 Each member is entitled to appoint another member as a proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

17. DOHA Inc. Public Fund

- 17:1 An account called 'Public Fund' will be established to receive all gifts received by DOHA Inc. This account will only include any money or property which is a gift to DOHA Inc. or which is received because of such giftings including, without limitation, interest received on any monies in the account.
- 17:2 All receipts for gifts must issue in the name of the DOHA Inc. Public Fund. Receipts issued must include the name of the Fund, DOHA Inc.'s Australian Business Number and state the fact that the receipt is a gift.
- 17:3 DOHA Inc. will invite the general public to make gifts to the Public Fund for the purpose of carrying out the objects of the Fund.
- 17:4 DOHA Inc. Public Fund is to be managed by a selected committee (minimum of 3 members), who have a degree of responsibility to the general community by reason of their occupation or standing in the community.
- 17:5 The assets and income of the Fund shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Trustee or any other persons acting for the Trustee except bona fide compensation for services rendered or expenses incurred on behalf of DOHA Inc.
- 17:6 In the event of the DOHA Inc. Public Fund being wound up, any surplus assets remaining after the payment of liabilities of the DOHA Inc. Public Fund shall be transferred to another organisation or Fund with similar purposes to which tax deductible gifts can be made.

7:7 The Australian Taxation Office must be notified of any alterations made to the DOHA Inc. Public Fund rules.

18. Registered Address

The registered address of DOHA Inc. is 2 Third Street, Parkdale VIC 3195.

19. Dissolution

If upon the winding up or dissolution of DOHA Inc there remains after the satisfaction of all its debts and liabilities any property, that property will be donated to another charity or charities with the same aims and objectives of DOHA Inc and the charity or charities must be public benevolent institutions for the purposes of s 78(4) of the Income Tax Assessment Act, to be determined by the Chairman at the time of winding up or dissolution or in default thereof by the Chief Judge of such court as may have or acquire jurisdiction in the matter.