

# Constitution of Cooma Schools Ministry Association Incorporated under the Associations Incorporation Act, 2009

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## Part 1 Preliminary

### 1.1 Definitions

(1) In this constitution:

***Commissioner*** means the Commissioner of the Department of Fair Trading.

***Member*** means a person who is either an *Ordinary member* or a *Delegated member* of the Association.

**Ordinary member.** An *Ordinary member* has limited ability to vote on matters (see clause 4.8 (4)). Being an *Ordinary member* allows the *Member* to participate in discussion, represent the Association (as requested) and to be active on any sub-committees etc.

**Delegated member** of the Association holds a current endorsement from their *Participating church* as a representative of that church (this allows them to vote on behalf of their *Participating church* where such a ballot is demanded). Only delegated members can hold office or representation on the Committee of Management

**Affiliated church** means a church that has registered its interest in the Association with the *Secretary* of the Association (see Appendix 4) Such a church must either have a definable congregation within the *local zone*, or have been accepted by the Association on the basis of its interest in the education of students in one or more of the schools in the *local zone*. (Such a church must have an authorised representative complete Appendix 4 which confirms the applicant churches affirmation of the Nicene Creed and desire to concentrate educational efforts into things which unite Christian churches).

**Participating church** means an *affiliated church* which is also an *Approved provider* by Department of Education (DET), which has contributed a minimum donation of \$1 (or higher amount as determined by the participating church), to the funds of the Association in the previous 12 months.

**Approved provider** means a church or denomination with current recognition as an approved provider of Special Religious Education (SRE) by DET.

**Local zone** means the geographic area defined in the objects of the Association and defining the broad area where children feed into the target primary and secondary schools.

**Secretary** means:

(a) the person holding office under this constitution as *Secretary* of the Association; or

(b) if no such person holds that office – the public officer of the Association.

**Special General Meeting** means a General Meeting of the Association other than an annual General Meeting.

**The Act** means the *Associations Incorporation Act 2009*

**The Regulation** means the *Associations Incorporation Regulation 1<sup>st</sup> July 2009*.

(2) In this 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, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under *the Act*.

## Part 2 Membership of churches and individuals:

### 2.1 *Affiliated church* qualifications

- (1) A church can become an *affiliated church* to the Association by application in the form of Appendix 4 (such application completed by a clergy person or chairperson etc. on behalf of the church will be considered appropriate authority).
- (2) Such application will be considered and accepted or rejected by the Association at a General Meeting.
- (3) The grounds for successful application are:
- (a) the acceptance of the Nicene Creed (see Appendix 1);
  - (b) the desire to focus on the things which unite the Christian churches; and
  - (c) the location of either a definable congregation within the *local zone*, or an interest in a school or schools within the area (as described in Part 2 of Appendix 4) which is acceptable to the Association.
- (4) Upon approval as an *affiliated church* by the Association the *Secretary* shall enter the church on the register and include it as a recipient of information and mail-outs etc. An *affiliated church* will be encouraged to become an *Approved provider* (according to *the Act*) and a *Participating church*. Approved provider website:

<http://www.curriculumsupport.education.nsw.gov.au/policies/religion/providers/index.htm>

### 2.2 Participating church qualifications

- (1) A church is a *Participating church* when it has been recognised by the Association as an *affiliated church*;
- (a) it is also a *Approved provider* by DET; and
  - (b) it contributes a minimum of \$1 (or higher amount as determined appropriate by the participating church) annually to the Association.
- (2) By being a *Participating church* the church is permitted to nominate a maximum of three people to be delegated members to represent their interest in any voting (providing these people are acceptable to the Association as ordinary members). Nomination of a *delegated member* is to be in writing in the form of Appendix 3 (such application completed by a clergy person or chairperson is normally considered appropriate authorisation on behalf of the *Participating church*).
- (3) A church ceases to be a *Participating church* when (at anytime) it does not fulfill the qualifying factors of clause (1) (a) and (b).
- (4) The Treasurer is responsible to inform the *Secretary* of any donation of an amount which then qualifies an *affiliated church* for recognition as a *Participating church*. The *Secretary* shall determine whether such church is also an *Approved provider* and upon

affirming this shall, as soon as reasonably possible then send an invitation in the form of Appendix 6 for such church to nominate up to three delegated members.

### 2.3 Ordinary Membership qualifications

A person is qualified to be a *Member* of the Association if, but only if:

- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of *the Act* and 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 Ordinary membership of the Association as provided by clause 2.4; and
  - (ii) has been approved for Ordinary membership of the Association by the committee.

### 2.4 Nomination for Ordinary membership

- (1) A nomination of a person for Ordinary membership of the Association:
  - (a) must be made by a *Member* of the Association in writing in the form set out in Appendix 2 to this constitution; and
  - (b) must be lodged with the *Secretary* of the Association.
- (2) As soon as practicable after receiving a nomination for Ordinary membership, the *Secretary* must refer the nomination to the committee (or General Meeting) which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the *Secretary* must notify the nominee, in writing by mail, that the committee approved or rejected the nomination (whichever is applicable).
- (4) The *Secretary* must enter the nominee's name in the register of Ordinary members and, on the name being so entered, the nominee becomes an *Ordinary member* of the Association.

### 2.5 Recognition of an *Ordinary member* as a *Delegated member* (for a *Participating church*)

- (1) A *Participating church* can write a letter of nomination for up to 3 people to be their delegated members in the Association (a letter written by a clergy person or chairperson on behalf of the church will generally be considered a suitable authorisation in the form of Appendix 3).
- (2) As soon as practicable after receiving a nomination for delegated membership, the *Secretary* must refer the nomination to the committee (or General Meeting) which is to determine whether to approve or to reject the nomination.

- (3) Such a person who is entered in the register as an *Ordinary member* and is approved by the committee (or General Meeting) also becomes a *Delegated member* and may hold any association officer-bearer position if voted in by association.
- (4) As soon as practicable after the committee (or General Meeting) makes that determination, the *Secretary* must:
- (a) notify the nominee and their *Participating church*, in writing or electronically, that the committee approved or rejected the nomination (whichever is applicable); and
  - (b) enter an approved nominee's name in the register of delegated members and, on the name being so entered, the nominee becomes a *Delegated member* of the Association.

## 2.6 Cessation of membership

- (1) A person ceases to be an *Ordinary member* of the Association if the person:
- (a) dies; or
  - (b) resigns Ordinary membership; or
  - (c) is expelled from the Association.
- (2) A person ceases to be a *Delegated member* of the Association:
- (a) if the person dies; or
  - (b) if the person resigns from Ordinary membership; or
  - (c) if the person resigns from their delegated membership (in writing); or
  - (d) if the person is expelled from the Association; or
  - (e) upon receipt, by the *Secretary*, and approval by the committee, of a nomination by the *Participating church* that nominates new or different delegated members (in the form of Appendix 3); or
- (Note- Any previously serving delegated members for that church are considered to have been replaced. The *Secretary* is responsible to update the register).
- (f) the *Participating church* ceases to be a *Participating church*.

## 2.7 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 on cessation of the person's membership.

## 2.8 Resignation of membership

- (1) A *Member* of the Association is not entitled to resign that membership except in accordance with this clause.

- (2) A *Member* of the Association may resign from membership of the Association by first giving to the *Secretary* written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the *Member* ceases to be a *Member*.
- (3) If a *Member* of the Association ceases to be a *Member* under clause (2) and in every other case where a *Member* ceases to hold membership, the *Secretary* must make an appropriate entry in the register of members recording the date on which the *Member* ceased to be a *Member*.

## **2.9 Register of members and churches**

- (1) The *Secretary* of the Association must establish and maintain a register of Ordinary members and delegated members of the Association specifying the name and address of each person who is a *Member* of the Association together with records of the dates that such memberships commenced.
- (2) The *Secretary* of the Association must establish and maintain a register of affiliated churches and participating churches of the Association specifying the mailing address of each church together with the date on which the church became affiliated or participating.
- (3) The Treasurer shall annually remind participating churches of their ongoing need to renew their financial contribution to maintain their participating status, and invite affiliated churches to contribute financially.
- (4) The *Secretary* shall annually seek to inform any potential affiliated churches in the *local zone* of their opportunity to be involved in the Association (a method such as posting to churches advertising in the yellow pages would normally be considered appropriate).
- (5) These registers of members and churches must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any *Member* of the Association at any reasonable hour.
- (6) A *Member* of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## **2.10 Fees and subscriptions**

There are no fees associated with a person being a *Member* of the Association.

## **2.11 Members' liabilities**

The liability of a *Member* of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to an amount of nil.

## **2.12 Resolution of internal disputes**

- (1) Disputes would seek to be resolved in accordance with the policy outlined in Appendix 7; or

- (2) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centre's Act 2009*.
- (3) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### 2.13 Disciplining of members

- (1) A complaint may be made to the committee by any person that a *Member* of the Association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association.
- (2) On receiving such a complaint, the committee:
  - (a) must cause notice of the complaint to be served on the *Member* concerned;
  - (b) must give the *Member* at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
  - (c) must take into consideration any submissions made by the *Member* in connection with the complaint.
- (3) The committee may, by resolution, expel the *Member* from the Association or suspend the *Member* from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a *Member*, the *Secretary* must, within 7 days after the action is taken, ensure written notice is given to the *Member* of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 2.14.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the *Member* is entitled to appeal against the resolution concerned; or
  - (b) if within that period the *Member* exercises the right of appeal, unless and until the Association confirms the resolution under clause 2.14 (5), whichever is the later.

### 2.14 Right of appeal of disciplined *Member*

- (1) A *Member* may appeal to the Association in General Meeting against a resolution of the committee under clause 2.13, within 7 days after notice of the resolution is served on the *Member*, by lodging with the *Secretary* a notice to that effect.



- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the *Member* intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a *Member* under clause (1), the *Secretary* must notify the committee which is to convene a General Meeting of the association to be held within 28 days after the date on which the *Secretary* received the notice.
- (4) At a General Meeting of the Association convened under clause 4.1:
  - (a) no business other than the question of the appeal is to be transacted;
  - (b) the committee and the *Member* must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The committee**

### **3.1 Powers of the committee**

The committee is to be called the committee of management of the Association, subject to *the Act, the Regulation*, and this constitution and to any resolution passed by the Association in General Meeting:

- (a) is to control and manage the affairs of the Association;
- (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.

### **3.2 Constitution and membership of the committee**

- (1) Subject in the case of the first members of the committee to section 21 of *the Act*, the committee is to consist of:
  - (a) the office-bearers of the Association; and
  - (b) up to 3 delegated members, each of whom is to be elected at the annual General Meeting of the Association under clause 3.3.
- (2) The office-bearers of the Association are to be:
  - (a) The President;
  - (b) The Vice-President;
  - (c) The Treasurer;
  - (d) The Secretary;

- (e) Prayer Coordinator;                      (f) Publicity Officer.

- (3) 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. At least three committee members must reside in Australia and the public officer must be a resident of New South Wales.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a *delegated Member* of the Association to fill the vacancy and the *Member* so appointed is to hold office, subject to this constitution, until the conclusion of the annual General Meeting next following the date of the appointment.

### **3.3 Election of members of the committee**

- (1) Nominations of delegate members for election as office-bearers of the Association or as members of the committee:
- (a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the *Secretary* of the Association at least 7 days before the date fixed for the holding of the annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and members of the committee is to be conducted at the annual General Meeting in such usual and proper manner as the committee may direct.

### 3.4 President

Responsible to:

- (1) Chair committee meeting and General Meeting or empower another *Member* to act on their behalf;
- (2) Keep Association focused on the Statement of Objects;
- (3) Provide leadership and vision; and
- (4) Represent Association as a figurehead with school, churches and community.

### 3.5 Vice President

- (1) Shall act as the "Complaint Overseer" on behalf of the Association in the event of a complaint from the public or grievance from employees in relation to its fundraising activities (unless the Committee appoint another person/s to act under certain circumstances).
  - (2) Shall follow the guidelines set out in Appendix 9, in dealing with and recording complaints.
  - (3) Shall comply with any policies developed in accordance with Appendix 9
- Responsible to:

- (a) Assist the president;
- (b) Represent Association as required;
- (c) Strengthen prayer support for ministry and teachers and build the relationship between churches and the Association; and
- (d) Strengthen care for staff and volunteers.

### 3.6 Secretary

It is the duty of the secretary of the association to:

- (1) As soon as practicable after being appointed as *Secretary*, lodge notice with the Association of his or her address.
- (2) Keep minutes of:
  - (a) all appointments of office-bearers and members of the committee;
  - (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) Ensure that minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) Send notices of meetings to the *Members* and committee.

- (5) Process correspondence required for process of receiving new members, any resignations or expulsions (see constitution 2.4, 2.8, 2.13 etc.).
- (6) Send invitations to churches to become Participating churches (see Appendix 3).
- (7) Send invitations (annually) to new or non involved churches to the *local zone* to become an *affiliated church* (see clause 2.9 (4)).
- (8) Process nominations for the committee in lead up to the AGM.
- (9) Receive and respond to correspondence.
- (10) Store documents (see clause 5.6 – Custody of Books).

### 3.7 Treasurer

- (1) It is the duty of the treasurer of the Association to:
  - (a) ensure that all money due to the Association is collected and receipted and that all payments authorised by the Association are made;
  - (b) ensure that 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) inform the *Secretary* of any donations from churches which qualify them to be a *Participating church* (see clause 2.2);
  - (d) remind currently Participating churches of their upcoming need to continue contribution to the Association to continue their "participation" and remain a *Participating church* (see clause 2.9 (3)); and
  - (e) invite affiliated churches to contribute financially at least once per year (see clause 2.9 (3)).
  - (f) Lead in setting budgets and financial strategies.
  - (g) Work alongside those delegated responsibilities for fund raising.
  - (h) Report to members.
  - (i) Prepare End of Financial year reports and any audits deemed necessary etc.
  - (j) Ensure Association fulfils its legal obligations with Office of Fair Trading, Department of Gaming and Racing, GST, PAYG, and Insurances.

### 3.8 Other roles to be delegated to committee members

The committee may define other roles for *Members*. Such roles may change the responsibilities outlined above. Typical roles may be defining roles for:

- (a) Prayer Coordination;
- (b) Communications and Publicity (creating visual and written media etc.);
- (c) Resource manager (fund raising etc.);

- (d) Staff Care and development (care and curriculum development etc.).
- (e) Child Safety Contact Officer

### **3.9 Statutory duties of committee members and obligations of office bearers**

Committee members and office bearers must disclose any potential conflict of interest; must not use their position or information for a dishonest purpose; and must hand over any documents of the association within 14 days after ceasing to hold office. This makes it easier for new committee members to carry out their duties.

### **3.10 Casual vacancies in the committee**

For the purposes of this constitution, a casual vacancy in the office of a *Member* of the committee occurs if the *Member*:

- (a) dies; or
- (b) ceases to be a *Member* of the Association; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (d) resigns office by notice in writing given to the *Secretary*; or
- (e) is removed from office under clause 3.10; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

### **3.11 Removal of *Member* from the committee**

- (1) The Association in General Meeting may by resolution remove any *Member* of the committee from the office of *Member* before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the *Member* so removed.
- (2) If a *Member* of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the *Secretary* or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the *Secretary* or the president may send a copy of the representations to each *Member* of the Association or, if the representations are not so sent, the *Member* is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### 3.12 Meetings and quorum of the committee

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any *Member* of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the *Secretary* to each *Member* of the committee at least 48 hours (or such other period as many be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 *Members* of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to 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 is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside; or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### 3.13 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such *Member* or members of the Association as the committee thinks

fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the committee by *the Act* or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this clause 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 clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn, as it thinks proper.

### **3.14 Voting and decisions of the committee**

(1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of *Members* of the committee or sub-committee present at the meeting.

(2) Each *Member* present at a meeting of the committee or of any sub-committee appointed by the committee (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 person presiding may exercise a second or casting vote.

(3) Subject to clause 3.11 (5), the committee may act despite any vacancy on the committee.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any *Member* of the committee or sub-committee.

## **Part 4 General Meeting**

### **4.1 Annual General Meetings – holding of**

- (1) With the exception of the first annual General Meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual General Meeting of its members.

- (2) The Association must hold its first annual General Meeting within:

- (a) the period of 18 months after its incorporation under *the Act*; and
- (b) the period of 6 months after the expiration of the first financial year of the association. The date of the beginning of the financial year is 1st January.

- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the *Commissioner* under section 26(3) of *the Act*.

### **4.2 Annual General Meetings – calling of and business at**

- (1) The annual General Meeting of the Association is, subject to *the Act* and to clause 4.1, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual General Meeting, the business of an annual General Meeting is to include the following to:
- (a) confirm the minutes of the last preceding annual General Meeting and of any special General Meeting held since that meeting;
  - (b) receive from the committee reports on the activities of the Association during the last preceding financial year;
  - (c) elect office-bearers of the Association and delegated members of the committee;
  - (d) receive and consider the statement which is required to be submitted to *Members* under section 3.12 (6) of *the Act*.

- (3) An annual General Meeting must be specified as such in the notice convening it.

### **4.3 Special General Meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a *Special General Meeting* of the Association.



- (2) The committee must convene a *Special General Meeting* of the Association if they are requisitioned to do so, in writing (including electronic transmission), by:
- (a) at least 3 members of the total number of members (if total membership is not greater than 30 or less); or
  - (b) at least 10% of the total number of members (if the total membership is greater than 30).
- (3) A requisition of members for a *Special General Meeting*:
- (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the members making the requisition;
  - (c) must 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 committee fails to convene a *Special General Meeting* to be held within 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 *Special General Meeting* to be held not later than 3 months after that date.
- (5) A *Special General Meeting* convened by a *Member* or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the committee and any *Member* who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

#### **4.4 Notice for General Meetings**

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the *Secretary* must, at least 14 days before the date fixed for the holding of the General Meeting, give a notice to each *Member* specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the *Secretary* must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each *Member* specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an annual General Meeting, business which may be transacted under clause 4.2 (2).

(4) A *Member* desiring to bring any business before a General Meeting may give notice in writing of that business to the *Secretary* who must include that business in the next notice calling a General Meeting given after receipt of the notice from the *Member*.

#### **4.5 Procedure for General Meetings**

(1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) 50% of Participating churches plus one represented by delegated members present in person constitute a quorum for the transaction of the business of a General Meeting.

(3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present the meeting:

(a) if convened on the requisition of members, is to be dissolved; and

(b) in any other case, is to 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 within half an hour after the time appointed for the commencement of the meeting, the members present ( being at least 50% of Participating churches plus one represented by delegated members present in person) is to be dissolved.

#### **4.6 Presiding member of General Meetings**

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each General Meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

#### **4.7 Adjournment of General Meetings**

(1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting

other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a General Meeting is adjourned for 14 days or more, the *Secretary* must give written or oral notice of the adjourned meeting to each *Member* of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (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.

#### **4.8 Making of decisions in General Meetings**

- (1) A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a secret ballot is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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 secret ballot may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a secret ballot is demanded at a General Meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.
- (4) In such secret ballot a *delegated members* only will be eligible to vote. The *Secretary* (or scrutineers appointed by the meeting) will ensure that the *delegated members* only are given ballot paper.

#### **4.9 Special resolution in General Meetings**

- (1) A resolution of the Association is a special resolution:
  - (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under this constitution so to do, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution; or

- (b) where it is made to appear to the *Commissioner* that it is not practicable for the resolution to be passed in the manner specified in clause (a) if the resolution is passed in a manner specified by the *Commissioner*.

(2) Decisions of the Association which require a special resolution will include:

- (a) the changing of this constitution or the statement of objects;
- (b) the adopting of a new amount of annual contribution by a *Participating church* (as described in clause 2.2 (1) (b);
- (c) the approval of a new curriculum;
- (d) the appointment of a new permanent teacher (or authority to a sub-committee to appoint such teacher as the sub-committee would select); or
- (e) a change to the remuneration scale that teachers are entitled to.

(3) *delegated members* only will be eligible to vote in relation to matters if clause 4.9 [2] above.

#### **4.10 Voting in General Meetings**

(1) On any question arising at a General Meeting of the Association a *Member* has one vote only.

(2) All votes must be given personally or by proxy but no *Member* may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A *Member* or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the *Member* or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

#### **4.11 Appointment of proxies in General Meetings**

(1) Each *Member* is to be entitled to appoint another *Member* as proxy by notice to the *Secretary* received before the commencement of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy is to be in the form set out in Appendix 5 to this constitution.

#### **4.12. Postal ballots**

(1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 4.12).

(2) A postal ballot is to be conducted in accordance with clause 2.4 to the Regulation.

## **Part 5 Miscellaneous**

### **5.1 Insurance**

The Association may effect and maintain insurance.

### **5.2 Funds – source**

- (1) The funds of the Association are to be derived from donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **5.3 Funds – management**

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **5.4 Funds – Tax Deductible Fund**

- (1) The Cooma Schools Ministry Association Christian Education Association Tax Deductible Fund is to be maintained for the principal purpose of providing Special Religious Education in public schools. All tax deductible contributions are to be made to the Cooma Schools Ministry Association Tax Deductible Fund and any money received because of such gifts must be credited to the account of the Cooma Schools Ministry Association Tax Deductible Fund. The Cooma Schools Ministry Association Tax Deductible Fund will not receive any other money and that received will only be used for Special Religious Education in public schools. If the Cooma Schools Ministry Association Tax Deductible Fund is wound up or its tax deductible endorsement is revoked (whichever occurs first) any surplus assets will be transferred to another tax-deductible fund for the same or similar purpose.
- (2) The Cooma Schools Ministry Association Tax Deductible Fund will be promoted to the public to encourage donations.
- (3) The Cooma Schools Ministry Association Tax Deductible Fund will have four trustees, being two ministers of religion, the Treasurer of the Cooma Schools Ministry Association and one other board member of the Cooma Schools Ministry Association. The signatures of two of these trustees will be necessary to transfer any funds out of the fund and these funds will only be applied for Special Religious Education in public schools.



## 5.5 Alteration of objects and constitution

The statement of objects and this constitution may be altered, rescinded or added to only by a special resolution of the Association. The Office of Fair Trading and the Tax Office shall be notified of any changes.

## 5.6 Custody of books

Unless otherwise provided by this constitution, the *Secretary* must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

## 5.7 Inspection of books

The records, books and other documents of the Association must be open to inspection, free of charge, by a *Member* of the Association at any reasonable hour.

## 5.8 Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person by:

- (a) delivering it to the person personally; or
- (b) sending it by pre-paid post to the address of the person.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served in:

- (a) the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 5.9 Statement of objects

1. Establishing and maintaining a Public Fund for the promotion and provision of Christian Education (Special Religious Education) in the Primary and Secondary Schools of the local zone on behalf of the participating churches:

- (a) the local zone is seen as the total feed area for the secondary schools of:
  - 1. Monaro High School
- (b) the "local zone thereby includes the feed areas for the following Primary Schools
  - 1. Adaminaby Public School
  - 2. Nimmitabel Public School
  - 3. Cooma North Public School
  - 4. Cooma Public School
  - 5. Jerangle Public School
  - 6. Numeralla Public School
- (c) the "local zone is thereby seen as an area approximately that includes the localities of
  - 1. Adaminaby
  - 2. Anglers Reach
  - 3. Arable
  - 4. Badja
  - 5. Billilingra,
  - 6. Binjura,
  - 7. Bobundara,
  - 8. Bolaro

- |                       |                       |
|-----------------------|-----------------------|
| 9. Buckenderra,       | 30. Middlingbank,     |
| 10. Bungarby,         | 31. Murrumbucca,      |
| 11. Bunyan,           | 32. Myalla,           |
| 12. Cabramurra        | 33. Numeralla,        |
| 13. Carlaminda,       | 34. Old Adaminaby     |
| 14. Chakola,          | 35. Peak View,        |
| 15. Coolringdon,      | 36. Pine Valley,      |
| 16. Cooma North,      | 37. Polo Flat,        |
| 17. Cooma,            | 38. Providence Portal |
| 18. Countegany,       | 39. Rhine Falls,      |
| 19. Dairymans Plains, | 40. Rock Flat,        |
| 20. Dangelong,        | 41. Rose Valley,      |
| 21. Dry Plain,        | 42. Shannons Flat,    |
| 22. Frying Pan,       | 43. Springfield,      |
| 23. Glen Fergus,      | 44. Tantangara        |
| 24. Ironmungy,        | 45. The Brothers,     |
| 25. Jerangle,         | 46. Tuross,           |
| 26. Jimenbuen,        | 47. Wambrook,         |
| 27. Long Plain        | 48. Yaouk             |
| 28. Maffra,           |                       |
| 29. Middle Flat       |                       |

(d) the "local zone is thereby seen to be bounded approximately by

- |                          |                       |
|--------------------------|-----------------------|
| 1. North of Steeple Flat | 3. South of Michelego |
| 2. West of Courtegany    | 4. East of Rocky Plan |
2. Provide this education by employment of suitable teacher/s and mobilisation of suitable volunteers
  3. Raise funds in support of secondary school Special Religious Education (SRE)
  4. Uphold the doctrine of the Apostle's Creed in an environment that values unity amongst the church and use of the Bible as the basic text book.

#### **5.10 Non-profit clause**

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the *Members* of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

#### **5.11 Dissolution clause**

In the event of the Association being wound up or dissolved, any surplus assets remaining after the payment of the Association's liabilities shall be transferred to another Association, authority or institution which has similar objects and to which income tax deductible gifts can be made.

#### **5.12. Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

## Appendix 1 (see Clause 2.1 (3) (a))

### The Apostles' Creed (Contemporary English Version) and Statement of Faith

(Replaces "descended into hell" with more understandable "descended to the dead", and replaces "catholic" with its meaning "universal" to remove any sectarian confusion with the denominational label)

I believe in God, the Father almighty, creator of heaven and earth. I believe in Jesus Christ, God's only Son, our Lord, Who was conceived by the Holy Spirit, born of the Virgin Mary,

Suffered under Pontius Pilate, was crucified, died and was buried. He descended to the dead. On the third day he rose from the dead; he ascended into heaven, And is seated at the right hand of the Father; From there he will come to judge the living and the dead.

I believe in the Holy Spirit, the holy universal Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting.



## Appendix 2 (see Clause 2.4 (1))

### APPLICATION FOR ORDINARY MEMBERSHIP OF Cooma Schools Ministry Association INCORPORATED

(Incorporated under the *Associations Incorporation Act 2009*)

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

of.....  
(Address)

.....  
(Phone/s) (Email)

hereby apply to become an ordinary member of the above-named incorporated association. In the event of my admission as a member:

- I agree to be bound by the constitution of the Association, and,
- I give my support to the Statement of Objects
- I believe the Apostles Creed found in (Appendix 1)
- I agree to contribute in this Association in an attitude of cooperation, focussing energy into the things which unite local churches rather than divide.

.....  
Signature of applicant Date

I,..... a member for the association,  
(Full name)

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

.....  
Signature of proposer Date

I,..... a member for the association,  
(Full name)

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

.....  
Signature of seconder Date

### Appendix 3 (see Clauses 2.2, 2.5 (1), & 2.6 (2) (e))

#### NOMINATION BY PARTICIPATING CHURCH OF DELEGATED MEMBERS TO THE ASSOCIATION

To: The secretary Cooma Schools Ministry Association Incorporated

Re: Delegated members update

As a participating church in Cooma Schools Ministry Association Incorporated

we .....  
*Name of Participating church*

Would hereby nominate the following persons to be our delegated members until further notice:

.....  
*Delegate 1*

.....  
*Delegate 2*

.....  
*Delegate 3*

These persons have indicated a willingness to act on our behalf in the matters of Cooma Schools Ministry Association INCORPORATED and we believe them to be of good standing

.....  
*Signed*

.....  
*Name*

.....  
*Ministry Authority or position*

For and on behalf of

.....  
*Name of Participating church*

.....  
*Date*

## Appendix 4 (see clause 2.1)

### APPLICATION TO BECOME RECOGNISED AS AN AFFILIATED CHURCH WITH THE ASSOCIATION

To: The secretary Cooma Schools Ministry Association Incorporated

Re: Application for Affiliation

We .....  
*Name of Church*

Would hereby apply to be recognised as an affiliated church with Cooma Schools Ministry Association Incorporated

#### Part 1– (to be completed by all applicants)

We ..... are located at  
*Name of Church*

.....  
*Address*

And our contact details are:

.....  
*Contact person or Minister* *Ministry position*

.....  
*Phone* *Fax*

.....  
*Email* *Website*

We uphold the truth of the Apostles Creed and we desire to contribute in an attitude of cooperation, focusing energy into the things which unite local churches rather than divide

.....  
*Signed* *Name*

..... For and on behalf of  
*Ministry Authority or position*

.....  
*Name of Participating Church* *Date*



## Appendix 5 (see clause 4.11 (2))

### FORM OF APPOINTMENT OF PROXY

I, ..... of .....  
*(Full name)* *(Address)*

being a member of .....  
*(Name of incorporated Association)*

hereby appoint ..... of .....  
*(Full name of proxy)* *(Address)*

being 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 special General Meeting, as the case may be) to be held on the

..... day of.....  
*(Month and year)*

and at any adjournment of that meeting.

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

\* to be inserted if desired.

Signature of member appointing proxy .....

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.

## Appendix 6 (see Clause 2.2)

### INVITATION TO A PARTICIPATING CHURCH TO NOMINATE THEIR DELEGATED MEMBERS

Cooma Schools Ministry Association Incorporated

To: Church

Re: Recognition as a Participating church

Dear

As an affiliated church with Cooma Schools Ministry Association Incorporated and with your "approved provider" status by the Department of Education, and following your recent financial donation to the Association, we now recognise your church as a "Participating church" in our local Association

This means that you can now nominate up to three people to act on your behalf as "delegated members" of the Association in decision-making.

Our records indicate that the included list of people are from your church and are currently "Ordinary members" of the Association (and therefore suitable candidates for you to nominate immediately). If you nominate others they would first need to be recognised in their own right as Ordinary members.

Please find enclosed:

List of Ordinary members from church (as best our records show)

Appendix 3- nomination of delegated members

Appendix 2- Application for ordinary membership

Appendix 1- Apostles Creed

Again many thanks

.....  
Secretary

## **Appendix 7** (see Clause 2.12(1))

### **DECISION MAKING & OVERCOMING INTERNAL DISPUTES**

It has been said "SRE is a complex product, in a fluid environment, with many stakeholders and a chequered history..."

Disagreements are more common than we would like them to be.

#### **Our working principles:**

- In major decisions and during conflict we will revisit our values (see Appendix 8) and our statement of objects to identify key areas of conflict.
- We will stick close to the things that unite.
- We recognise that "the process is a living thing."
- We will make decisions by discernment.
- We will ask, "Is this a decision we can all comfortably live with?"
- We will courageously solve every problem.

#### **Contacts and resources:**

In a given conflict, we would consult assistance from the following (where appropriate):

- GenR8 Ministries<sup>1</sup> (82683328)
- ICCOREIS<sup>2</sup> (8268 3302)
- Heads of Churches
- Mediators – sometimes an issue may come up that bringing an outsider in for more formal discussion between parties can be a very empowering and positive process.

<sup>1</sup>GenR8 – NSW High Schools Special Religious Education Association Inc

<sup>2</sup>ICCOREIS – Inter-Church Commission on Religious Education in Schools

## Appendix 8 (see Appendix 7)

### VALUES OF Cooma Schools Ministry Association Incorporated

Values exist to describe the characteristics that are important to the Association. They describe something of the feel of the organisation. They give us a reference point in times of difficulty to understand and resolve conflict.

#### Children of the King! John 1:12, 13

- |                  |   |
|------------------|---|
| Uniqueness -     | We value individuals treated with dignity and respect.        |
| Relevance -      | We value changing the method not the message.                 |
| Apostles Creed - | We value our common centre grounded on the Word of God.       |
| Love -           | We value a loving community.                                  |
| Leadership -     | We value effective teamwork under good leadership.            |
| Kids -           | We value keeping children as the focus of our gaze.           |
| Integrity -      | We value the process and result through Christ-like actions.  |
| Destiny -        | We value God's kingdom growing in us and through us by faith. |
| Servant-hood -   | We value serving one another as Christ served us.             |



## Appendix 9

### Complaints Overseer and a mechanism for dealing with complaints

In accordance with clause 3.5 (1), the Vice President (or other such person/s appointed by the committee) shall act as the "complaint overseer" and be responsible to provide a mechanism for dealing with complaints made by members of the public and grievances from employees in relation to its fundraising activities (and any other types of complaints as specified by a resolution of the committee)

The policy developed will include:

- (1) The complaint shall be thoroughly investigated by the Complaint Overseer as soon as reasonably possible
- (2) Such investigation should be conducted in accordance with the Associations Values (Appendix 8)
- (3) Such investigation should lead to a detailed record in a register maintained for this purpose which includes:
  - i. the date the complaint was made
  - ii. the name of the complainant
  - iii. the address and telephone number of the complainant
  - iv. the nature of the complaint
  - v. the name of the person or persons who were the subject of the complaint
  - vi. the action taken to investigate it
  - vii. the details of the findings
  - viii. the date and manner by which the complainant was informed of the outcome
- (4) the complaint overseer shall develop a pro forma action sheet which would include details of any interviews with the person or persons who were the subject of the complaint
- (5) The Complaint Overseer shall bring a summary to the committee at their next meeting or as soon as reasonably possible
- (6) The Complaint Overseer shall bring recommendations to the committee to avoid future recurrence of a situation where the organisation was at fault.
- (7) The Complaint Overseer shall bring recommendations to the committee as to any appropriate action that should be taken with particular individuals (particularly where an individual has been subject to more than one complaint)
- (8) The Complaint Overseer should identify whether false or misleading information was provided to the complainant and that this was the cause of the complaint. In such circumstances the committee should resolve to acknowledge full responsibility and seek a constructive resolution to the complaint with the complainant.
- (9) The Complaint Overseer should bring recommendation to the committee of any disciplinary action they consider appropriate
- (10) The Complaint Overseer should keep the Committee informed of complaints and their progress

Notes and changes to the constitution listed below:

Special Resolution 23-Apr-2015

Whereas this incorporated association holds no trust bank accounts, therefore all references in the constitution to "Trustees" be read and interpreted as "Responsible People"  
(Clause 5.4(3) - page 21)