

MISSION WORLD AID INCORPORATED

RULES OF THE ASSOCIATION

1. Name

- a. The name of the Incorporated Association in MISSION WORLD AID INCORPORATED (in these rules referred to as ‘the association’)
- b. In these rules, unless the contrary intention appears:
 - ‘board’ means the board of management of the association;
 - “committee” means a committee appointed by the Board under these rules;
 - “meeting” means a meeting of the general members of the association convened in accordance with these rules;
 - “member” means the member of the association;
 - “Act” means the Associations Incorporation Act 1985;
 - “Regulations” means the Associations Regulations 1985.

2. Objects of the Association

The objects of the association are established on the principles of “I was hungry and you gave me something to eat, I was thirsty and you gave me something to drink, I was a stranger and you invited me in, I needed clothes and you clothed me, I was sick and you looked after me, I was in prison and you came to visit me” Matthew 25:35-36 (NIV) and:

- a. To assist, promote and work in co-operation with other organisations for the relief of poverty, starvation and disease amongst peoples of the world;
- b. To secure financial and other assistance for the preparation, packing and sending of goods, medicines and other necessary aid to underprivileged peoples of the world and to any country in the world which needs assistance for the relief of poverty, starvation and disease amongst its people;
- c. To coordinate the distribution of voluntary donations given to or through the association for aid projects in Australia and overseas;
- d. To establish communication links with missionaries, missions and other aid organisations and supporters through whatever means of communication are appropriate.
- e. To encourage Australians of the Christian faith to embark on any project in Australia or overseas which assists the people in that country. For example, such projects may be to assist with education, agriculture, health care, and building and construction projects, but are not limited to those types of projects;
- f. To support and encourage the training of indigenous people with a view to those people contributing their taught skills and expertise to their country’s development.
- g. To make available any necessary information that people require to enable the promotion of the above objectives;
- h. To hold meetings at which local and overseas missionaries may speak.

3. Statement of beliefs in carrying out the Objects of the Association

In carrying out the objects of the association, the association has the following beliefs, namely:

- a. A belief in God the Father, maker of Heaven and Earth, and a desire that all humanity come into right relationship with him;
- b. A belief in Jesus Christ, the Head of the Church and the association;
- c. A belief in the person and work of the Holy Spirit encouraging all those associated with the work of the association to be responsive to the Spirit's leading;
- d. A belief that the bible is inspired by God and a belief in the application of the Scriptures in the working of the objects of the association;
- e. A belief that all those associated to the association should heed the scripture – *“the fear of the Lord is the beginning of wisdom and the knowledge of the Holy One is understanding”*
- f. A belief that it is working in the role of a servant ministry throughout the world.

4. Powers

The association has for the purpose of carrying out its objects, the power to

- a. Acquire, hold, deal with and dispose of any real or personal property;
- b. Administer any property or trust;
- c. Open and operate bank, building society or credit union accounts;
- d. Invest its money in any security in which any trust money may, by any Act of Parliament, be invested;
- e. Borrow money upon such terms as the association thinks fit;
- f. Give security for the discharge of liabilities incurred by the association as the association thinks fit;
- g. Appoint agents to transact any business of the association on its behalf;
- h. Enter into any other contract it considers necessary or desirable;
- i. Employ any person other than a member of its board or committee upon such terms as the association thinks fit.

5. Membership

- a. Any adult person who resides in Australia and signs an acceptance of the principles and objects of the association, is eligible for membership of the association.
- b. Any person who qualifies for membership, may apply for membership, and this application must be proposed by one member and seconded by another member. The application for membership must be in writing, signed by the applicant and the seconder, in such a form as the board determines and addressed to the director of the association. The director must ensure that a majority of at least two thirds of the board members of the association **approves of** the proposed member and that the proposed member is committed to the objects and principles of the association and is willing to further those objects and principles. The board has the absolute discretion on whether or not to admit the proposed member as a member of the association. Upon acceptance of the application by the board, and upon the payment of the first annual subscription (if any), the applicant becomes a member of the association.

6. Subscriptions

- a. The subscription fee (if any) is the sum determined by the members in a general meeting of the association.
- b. Any subscription fee must be payable annually on the 1st of July or at such other time as the board may determine.
- c. A member ceases to be a member of the association if the member's subscription is outstanding for more than three calendar months after the due date for payment. However, the board may reinstate such a person's membership on such terms as it thinks fit.

7. Resignation

A member may resign from membership of the association by giving written notice to the public officer of the association.

8. Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the board may resolve to expel a member upon a charge of disaffection from the required commitment to the objects and principles of the association and which is detrimental to the interests of the association.
- b. Particulars of the charge must be given to the member in writing at least one calendar month before the meeting of the board at which the matter will be determined.
- c. The determination of the board must be communicated to the member, and if the determination is adverse to the member, then the member will cease to be a member 14 days after the board has communicated its determination to the member.

9. The Board

- a. The affairs of the association are managed and controlled exclusively by a board. In addition to any powers and authorities conferred by these rules, the board may do everything that is within the objects of the association and is not required by the Act or the rules to be done by the association in general meeting.
- b. The board has the power to appoint such officers and employees as are required to carry out the objects of the association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.
- c. The board must consist of a minimum 6 persons and a maximum 14 persons.
- d. The board must appoint officers necessary for the operation of the association. One of the officers shall be designated chairperson, another shall be designated to be the director of the association. The person who is appointed as the director of the association is also automatically appointed as the public officer of the association. The board may also appoint any other officers of the association.
- e. A person may not hold more than one office of the association other than the director and public officer and the secretary and treasurer.
- f. The first board of the association must be comprised of such persons as hold office prior to incorporation.

- g. The board may appoint a natural person a member of the board to fill a vacancy, and such board member will have their appointment confirmed or otherwise at the next annual general meeting of the association.
- h. All members of the board must be members of the association.

10. Disqualification of Board Members

A position as a board member becomes vacant if a board member:

- a. Is disqualified by the Act;
- b. Is expelled under these rules;
- c. Is permanently incapacitated by accident or ill health;
- d. Dies;
- e. Is absent without apology for more than three consecutive board meetings, or more than three board meetings in a financial year;
- f. Has not participated in the activities of the association for a period of at least six calendar months;
- g. Is no longer the duly appointed representative of a corporate member;
- h. Resigns from the board;
- i. No longer demonstrates support for the objects and principles of the association.

11. Proceedings of the board

- a. The board must meet together for the despatch of business at least six times in each financial year, and one of these meetings must be the annual general meeting of the association.
- b. The time and place of these meetings will be determined by the chairperson or the public officer of the association.
- c. At each meeting the director must provide or arrange to be provided
 - i. A report of the activities of the association from the time of the previous meeting;
 - ii. A report on the future activities of the organisation;
 - iii. Reports from any committee established by the board;
 - iv. A current financial statement of the association;
 - v. A statement setting out the projected financial requirements of the association.
- d. At each meeting an opportunity must be given for corporate worship, bible reading, devotion, sharing God's Word, prayer, intercession and ministry.
- e. The chairperson may require questions arising at any meeting to be the subject of further prayer and deliberation as required under paragraph 11(h). At the next meeting the matter shall be discussed and a decision can be made. Should any decision not be unanimous the majority vote will prevail and dissenting opinions will be minuted.
- f. A quorum for a meeting of the board is 6 members.
- g. A member of the board having a financial interest in any contract with the association, must disclose that interest to the board as required by the Act, and must not vote in respect of the contract.

- h. The board members must corporately seek the Lord Jesus Christ (Col1:9) for guidance and direction for the operations of the association and see that the operations are carried out for the Glory of God.
- i. The board may grant any member of the board leave of absence from the board on such terms as the board thinks fit.

12. Committees

- a. The board may establish committees to facilitate the objectives of the association.
- b. The board must establish guidelines for the operation of the committees and specify the area of work and reporting procedures that the committees are to perform. The board may revise these guidelines at its discretion.
- c. Any committees must obtain the written approval of the board to incur any liability for the association.
- d. The term of any committee is always at the discretion of the board.
- e. Any committee must consist of a minimum of three persons and a maximum of eight persons. One of the members of the committee must be a member of the board or an authorised representative of the board.
- f. Any committee must obtain the approval of the board for any change to its structure or membership.
- g. Each committee must elect a coordinator and other officers as become necessary for the operation of the committee. The coordinator, as required by the guidelines in clause 12.b must provide the board with reports for presentations at meetings. Each report must detail the activity of the committee and the financial position of the committee. The committee must provide any information requested by the board, and a failure to do so allows the board to cancel the tenure of the committee.

13. Supporters

- a. The association may, in addition to its members, have supporters of the association.
- b. Supporters of the association are not members but are persons actively supporting or praying for the association and the objects of the association.
- c. Supporters have no rights relating to the association but may request the association to include them on a mailing list for receipt of any information regarding the association.
- d. The association will encourage supporter to be involved with their local Church and pursue fellowship with other Christian organisations and other Christians.

14. Minutes

- a. Proper minutes of all proceedings of meetings of the association and the meetings of the board must be entered within one month of the relevant meeting in minute books kept for that purpose.
- b. The minutes kept pursuant to this rule must be signed by the chairperson of the meeting at which the proceedings took place, or by the chairperson of the next succeeding meeting.
- c. Where minutes are entered and signed they are (until the contrary is proved) conclusive evidence that:

- i. The meeting was convened and properly held;
- ii. That all proceedings held at the meeting have been properly held;
- iii. That all appointments made at the meeting are valid.

15. Accounts

- a. The financial year of the association is from the 1st July to the 30th June in each year.
- b. The association must keep accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association. These accounts must comply with the Act.
- c. In the preparation of the accounts, the following guidelines apply:
 - i. As the association is a non-profit association, no part of the income of the association or the profit of the association may be paid to any member of the association other than the association may pay any officers or employees of the association for services rendered to the association and for rent for premises supplied by a member of the association or repayment of out of pocket expenses of a member of the association.
 - ii. Any money received by the association must be deposited in its bank account and all payments by the association must be made either by cheque or from a petty cash account supervised by the director or other person authorised by the board to undertake this task.
 - iii. Any cheque of the association must be signed by two of four persons authorised by the board. At least three of the four authorised signatories must be board members.
- d. If an audit of the association's accounts is required, a qualified auditor must be appointed. The auditor must not be a member of the association.
- e. The director must provide to the board regular reports of the accounts of the association as per clause 11c and at the end of the financial year provide a statement of the accounts of the association for each financial year.
- f. The board may approve the provision of the annual financial statement of the association for any year, to any person who is associated with the work of the association.

16. Borrowing Powers

- a. Subject to this rule, the association may borrow money from banks or other financial institutions upon such terms as the board sees fit, and may secure the repayment of the money by charging the property of the association.
- b. Subject to section 53 of the Act the association may invite and accept deposits of money from any persons on such terms as may be determined by the board.

17. Meetings

- a. The board may call a special general meeting of the association at any time, and must call an annual general meeting in accordance with the Act.
- b. The first general meeting must be held within 18 calendar months after the incorporation of the association and after that, within five calendar months after the end of the financial year for the association.

- c. Upon a requisition in writing of not less than three members of the association, the board must within one month in receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- d. Every requisition for special general meeting must be signed by the members making the requisition and must state the purpose of the meeting.
- e. If the special general meeting is not convened within one calendar month as required by subrule (c), the people requesting the special general meeting may convene a special general meeting. Such a meeting must be convened in the same manner as a meeting convened by the board, and for this purpose the board must ensure that the people requesting the special general meeting are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of conveying and conducting such a meeting must be paid by the association.
- f. Subject to subrule (g) at least 14 days notice of any general meeting must be given to members. The notice must set out where and when the meeting will be held, and the particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting the order of business at that meeting is the consideration of the accounts and the reports of the board and if required, the auditors, the appointment of the auditors and board members (if required) and any other business requiring consideration by the association of general meeting.
- g. Notice of a meeting of which a special resolution is proposed must be given at least 21 days prior to the date of the meeting.
- h. A notice may be given by the association to any member by personally serving the member with a notice, or by sending it by post to the address appearing in the register of members.
- i. Where a notice is sent by post, service of the notice is taken to have been effected if it is properly addressed and posted to the member by ordinary prepaid mail.

18. Proceedings at meetings.

- a. 6 members present personally or by proxy constitute a quorum at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members lapses. In any other case the meeting is adjourned to the same day in the next week at the same time and place and if a quorum is not present within 30 minutes of the time appointed for the meeting, the members who are present represent a quorum.
- c. The chairperson of the board will preside as chairman at every general meeting of the association. If the chairperson is not present, then the director of the association will preside at the general meeting of the association. If neither the chairperson nor the director is present or if they decline to take the chair or retire from the chair, then one of the board members chosen by the meeting will preside as chairperson.

- d. If there is no chairperson or director present within five minutes after the time appointed for the holding of the meeting, the members present may choose one of their number to be the chairperson.
- e. The chairperson may with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting to a time at a place to be decided. However, no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- f. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as if that meeting were an original meeting of members.
- g. At any general meeting, the business of the meeting must be conducted in the manner set out in paragraph 11d, 11e, and 11h of these rules.

19. Voting Rights

Subject to these rules, each member present in person or by proxy is entitled to one vote.

20. Proxies

A member is entitled to appoint in writing a natural person who is also a member of the association, to be a proxy of the member. The proxy has the right to attend and vote at any meeting of the association for which the proxy is appointed.

21. Common Seal

- a. The association must have a common seal upon which its corporate name must appear in legible characters.
- b. The board must authorise the use of the common seal. Every use of the seal must be recorded in the minute book of the association. The affixing of the seal must be witnessed by two seal holders authorised by the board to affix the seal.
- c. The seal must be kept in the custody of the director or such other person as the board may authorise.

22. Rules

- a. 14 days notice must be given to members of the board of any proposed amendments to these rules or any cancellation or replacement of these rules.
- b. The rules may only be amended, cancelled or replaced by a unanimous vote of the board. If a unanimous vote of the board does not occur on the first occasion that the matter comes to the board then a further meeting of the board must be held at a time no earlier than 7 days and no later than 21 days after the meeting. At this second meeting, the board must meet together for a day of prayer and fasting and then bring the matter forward for discussion amongst the members of the board and a further vote is taken. If a unanimous decision of the board does not occur, then the constitution may not be altered cancelled or replaced.
- c. An amendment of these rules comes into force at the time that the amendment is passed, other than a change to the name of the incorporated association which does

not come into force until the alteration is registered with the commission under the Act.

- d. Any amendment, replacement or cancellation of the rules must be presented to the members of the association at the next annual general meeting of the association.

23. Winding Up

The association may be wound up in the manner provided for in the Act.

24. Application of surplus assets

If, after the winding up of the association, there remains “surplus assets” as defined in the Act, the surplus assets are not paid or distributed amongst the members, but must be given or transferred to an association with the same or similar objects to the association.

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