

APPENDIX A

LINC CHURCH SERVICES NETWORK (Bayside) INC





LINC CHURCH SERVICES NETWORK (BAYSIDE) INC.

CONSTITUTION



Constitution of LinC (Bayside)

1. Name

The name of the Association is LinC Church Services Network (Bayside) Inc.

2. Preamble

- 2.1 LinC (Bayside) is a Christian expression of concern for needy people in its area of operation consisting of concerned people from local churches and Christian agencies who associate together to pursue LinC's principles and purposes.
- 2.2 LinC (Bayside) is an association constituted as a legal entity and affiliated with LinC Church Services Network National Inc. as an association incorporated in Victoria, and modelled on similar programmes conducted by Christians in the USA, Canada and New Zealand. The programmes are associated with World Vision in the USA and Canada.
- 2.3 In Australia the ministry of LinC Church Services Network National Inc is encouraged by World Vision of Australia because it shares the objectives of LinC Church Services Network National Inc. to challenge and empower Christians everywhere to express practical compassion and love to the poor and needy in the name of Jesus Christ.

3. Core Values

The association shall adhere to and abide by the fundamental principles here set out as core values.

3.1 We are Christian.

We are Christian. We acknowledge one God; Father, Son and Holy Spirit. In Jesus Christ the Love, mercy and grace of God are made known to us and all people. From this overflowing abundance of God's love we find our call to ministry. We proclaim together, "Jesus lived, died, and rose again. Jesus is Lord." We desire him to be central in our individual and corporate lives.

We recognise that LinC Church Services Network - in order to be a work pleasing to Christ - must be surrounded and upheld with prayer.

We seek to follow Him:-

- in His identification with the poor, the afflicted, the oppressed, the marginalised;
- in His special concern for children;
- in His respect for the dignity bestowed by God on women equally with men;
- in His challenge to unjust attitudes and systems;
- in His call to us to share resources with each other;
- in His love for all people without discrimination or conditions;
- in His offer of new life through faith in him.

From Him we derive our understanding of the essentially holistic nature of the gospel of the Kingdom of God which forms the basis of our response to human need.

We hear the call of God to servanthood, and see the supreme example of it in the life of Jesus. We commit ourselves to a servant spirit totally permeating this ministry. We know this means taking up our cross daily and with integrity -facing our own pride, sin and failure, and walking together with those whom we serve.

We bear witness to the redemption offered through faith in Jesus Christ. The staff we engage are equipped by belief and practice to bear this witness. We will maintain our identity as Christian while being sensitive to the diverse contexts in which we express that identity.

3.2 We are committed to the needy.

We are called specifically to serve the needy people of the earth; to relieve their suffering and to promote the transformation of their condition of life.

We seek to understand the situation of the poor and work alongside them towards fullness of life. We look to share our discovery of eternal hope in Jesus Christ in gentleness, with sensitivity, and with a commitment to avoiding any actions or attitudes which might be interpreted as proselytism.

On behalf of the needy, we are channels for a response of compassion from local churches. In so doing we respect the needy as active participants, not passive recipients in this relationship. They are people from whom we and others may learn transformation is common to all. Our desire is for reconciliation and healing in the community.

3.3 We value people

We regard all people as created and loved by God. We give priority to people before money, structure, systems and other institutional machinery. We act in ways that respect the dignity, uniqueness and intrinsic worth of every person -the needy, the supporters, our own staff and their families, our boards and volunteers. We appreciate the richness of diversity in human personality, culture and contribution.

3.4 We are stewards

The resources at our disposal are not our own. They are a sacred trust from God on behalf of those in need. We are faithful to the purpose for which those resources are given and manage them in a manner that brings maximum benefit to the needy. We speak and act in truth. We are transparent and factual in our dealings with individual supporters, supporting churches, government and community agencies, the public at large and with each other. We endeavour to convey a public image conforming to our core values. We strive for consistency between what we say and what we do. We demand of ourselves high standards of competence and accept the need to be accountable through appropriate structures for achieving these standards. We assist others through training, advice and encouragement to be an expression of Jesus Christ in a broken, needy world.

3.5 We are partners

We recognise ministries which are founded on equivalent values, goals and objectives and encourage fellowship with such ministries.

We affirm and promote unity in the Body of Christ. We pursue dialogue with churches and para-church agencies and desire partnership in ministry where we have common objectives. We seek to enhance the holistic mission of the church.

We maintain a co-operative stance and a spirit of openness towards other humanitarian organisations. We are willing to receive and consider honest opinions from others about our work.

3.6 We are responsive

We are committed to act in response to cries for help where our involvement is needed and appropriate.

We are responsive to new and unusual opportunities. We encourage innovation, creativity and flexibility. We maintain an attitude of learning, reflection and discovery in order to grow in understanding and skill.

We have defined these Core Values as "fundamental principles that determine action".

We have stated them in the present tense so that we may hold them alongside our actions as a constant challenge. We commit ourselves to repent where we fall short and by the grace of God to continue our efforts towards this expression of a preferred future.

We further recognise that values cannot be legislated; they must be lived. No document can substitute for the attitudes decisions and actions that make up the fabric of our actual work.

4. Purposes and powers

The purposes for which the association is established are as follows -

- 4.1 To relieve and alleviate suffering and distress in the Wynnnum - Manly area in which its Supporting Congregations operate;
- 4.2 To generate untapped church resources to meet community needs;
- 4.3 To develop referral centres linking church volunteers and helping agencies with the needs in the community;
- 4.4 To organise and coordinate churches in the community to respond to individual family and project needs in the name of Christ, incarnate Son of God, Saviour and Lord;
- 4.5 To fashion a co-operative helping relationship between area agencies and churches;
- 4.6 To do anything consistent with a function specified in subclauses 4.1 to 4.5;
- 4.7 To take or otherwise acquire and hold shares, debentures or other securities of any corporation.
- 4.8 To lend and advance amounts or give credit to any individual or corporation, guarantee or give guarantees and indemnity for the payment of an amount or the performance of a contract or obligation by any individual or corporation, and to assist any individual or corporation;
- 4.9 To borrow or raise amounts, alone or with an individual or corporation in the way the association considers proper and secure the amounts by mortgage, charge, lien or other security on all or part of the association's property and to purchase, redeem or pay off the security;
- 4.10 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments;
- 4.11 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the association;
- 4.12 To take or hold mortgages, liens, or charges to secure payment of the purchase price, of any part of the association's property sold by the association or amounts due to the association from purchasers and others;
- 4.13 Subject to subclause 4.3, to take any gift or property, whether or not subject to a trust, for any one or more of the association's objects;
- 4.14 To take any necessary steps, including for example personal and written appeals and public meetings, to obtain contributions to the association's funds in the form of donations, annual subscriptions or another form;
- 4.15 To print and publish newspapers, periodicals, books or leaflets the association considers desirable to promote its objects;
- 4.16 To amalgamate with one or more incorporated associations having the same or similar objects as LinC who prohibits the distribution of its income or property among members at the least to the extent specified in section 31;
- 4.17 To purchase or acquire and undertake to transfer all or part of the property, assets, liabilities and engagements of the association to one or more of the incorporated associations with which LinC amalgamates;
- 4.18 To make donations for patriotic, charitable or community purposes.

5. Membership

- 5.1 There is no mandatory requirement for membership but an intending member must demonstrate to the Board an active participation in a local Christian church.
- 5.2 Subclause 5.1 does not prevent the Board from fixing general requirements for membership.
- 5.3 The types of membership shall be -
 - a) Ordinary members - appointed subject to the provisions of Clause 6.
 - b) Life members - appointed by a General Meeting on the recommendation of the Board.
 - c) Honorary members - who are ministers of the Supporting Congregations or appointed by a General Meeting on the recommendation of the Board.
- 5.4 Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any General Meeting of the organisation.
- 5.5 A financial member at any material time is a member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatsoever.

6. Nomination for Ordinary Membership

- 6.1 A nomination of a person for membership of the Association shall be made in writing by a member in the form approved by the Board, accompanied by the membership fee, and lodged with the Secretary..
- 6.2 As soon as practicable after receiving the nomination for membership the Secretary shall refer the nomination to the Board.
- 6.3 The Board may approve or reject the nomination but if the Board rejects it, the Board is not obliged to give reasons for the rejection.
- 6.4 If the Board approves a nomination that has not been accompanied by the membership fee, the secretary shall notify the nominee of the approval and ask the person to pay the fee within 28 days of the notice.
- 6.5 The secretary shall enter in the Register of Members the names of persons who have been approved for membership and paid the membership fee.
- 6.6 A person becomes a member on entry of the person's name in the Register of Members.
- 6.7 A person whose nomination for membership has been rejected shall be notified of the appeal provisions of Clause 25.
- 6.8 Where a person, whose nomination has been rejected, does not within the time prescribed appeal against the decision of the Board, or so appeals but the appeal is unsuccessful, the Secretary shall refund to the person the amount of the membership fee paid to the Secretary.

7. Cessation of membership.

- 7.1 A person ceases to be a member of the Association if the person -
 - a) dies; or
 - b) resigns that membership by written notice given to the Secretary; or
 - c) is expelled from the Association, subject to the provisions of Clause 12; or
 - d) stops being a financial member; or
 - e) stops being an active participant in a local Christian church; or
 - f) behaves in a way considered by the Board to be harmful to the association's interests or reputation and of such a nature that the person is unfit to remain a member.
- 7.2 A right, privilege or obligation had by a person as a member of the Association
 - a) is not transferable; and
 - b) ends when a person stops being a member.

8. Resignation.

- 8.1 A fully paid member of the association may give the Secretary at least one month's notice of intention to resign from the Association.
- 8.2 A resignation takes effect at the end of the period specified in the notice.
- 8.3 When a resignation takes effect the Secretary shall enter that fact in the Register of Members and the date that resignation took effect.

9. Register of members.

- 9.1 The Secretary shall keep a Register of Members of the Association
- 9.2 The register shall contain the name and address of each person who is a member of the association and the date the person became a member.
- 9.3 The register shall be open for inspection by a member free of charge at any reasonable time at the association's principle place of administration.

10. Entrance fee and annual subscription.

- 10.1 A person admitted as a member of the Association shall pay to the Association an entrance fee fixed by the Board.
- 10.2 An ordinary member shall also pay an annual subscription fixed by the Board.
- 10.3 The Board may fix different entrance fees and annual subscriptions for different classes of members.
- 10.4 The annual subscription is payable before July 1 in each year.
- 10.5 If a person becomes a member after 1 July in any year, the subscription is payable on becoming a member.
- 10.6 The Board may waive the entrance fee or annual subscription in a particular case,

11. Member's Liability.

A member's liability to contribute to the payment of the association's debts and liabilities or the cost of winding up the association is limited to the amount unpaid by the member for entrance fees or subscriptions at the time the liability arises.

12. Discipline.

- 12.1 If the Board considers that a member of the Association-
 - a) has over a reasonable period failed to comply with a provision of these Rules; or
 - b) has acted in a way harmful to the association's interests;
 it may expel the member or suspend the member's membership for a specified period.
- 12.2 The Board may not expel or suspend a member on a ground specified in subclause 12.1a unless -
 - a) The Board has warned the member not to continue to act in a specified way; and
 - b) The member has continued to act in the specified way despite the warning.
- 12.3 The warning sent to the member at the member's address in the register of members is taken to have been received by the member.
- 12.4 A resolution to expel or suspend a member does not take effect unless the Board confirms the resolution at a meeting held at least 14 days and no later than 28 days after notice of the resolution is served on the member.
- 12.5 If the board decides to expel or suspend a member, the secretary must, as soon as practicable, give the member written notice setting out the board's decision and providing information regarding the provisions of Clause 25.

13. Board's Composition, Powers and Functions.

- 13.1 The Board is the Board of Management and, subject to the Act and resolutions of a General Meeting -
- a) controls and manages the association's affairs; and
 - b) may exercise all functions of the association (other than functions which must be exercised by a General Meeting of members);
 - c) may do anything necessary for the proper management of the association's affairs.
- 13.2 The Board shall consist of -
- a) an Executive comprised of the Chairperson, Secretary and Treasurer; and
 - b) one member nominated by each Supporting Congregation.
- 13.3 A member holds office until the end of the Annual General Meeting following the member's election and is eligible for re-election.
- 13.4 If a vacancy occurs in the membership of the Board, the Board may appoint a member of the association to fill a vacancy on the Executive. If the vacancy occurs among other Board Members it shall confer with the Supporting Congregation which nominated that position. If a vacancy occurs in the office of Secretary the Board shall fill that vacancy within one month. Such appointments shall be for the remainder of the Board's term of office.
- 13.5 The Secretary shall maintain a List of Supporting Congregations.
- 13.6 The Board may change the List of Supporting Congregations by resolution. Any such change shall be notified in writing together with details of the provisions of Clause 25.
- 13.7 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

14. Board Elections.

- 14.1 A nomination of a person as a candidate for election as a member of the Executive shall -
- a) be written, signed by 2 members of the association and accompanied by the nominee's written consent to the nomination; and
 - b) be given to the Secretary at least 7 days before the Annual General Meeting at which the election is to be held.
- 14.2 Supporting Congregations shall deliver their nomination of Board Member to the Secretary at least 7 days before the Annual General Meeting.
- 14.3 In the event of such a nominee being elected to the Executive, the Congregation, at its own discretion, may submit a further nomination to the Annual General Meeting.
- 14.4 If there is only one candidate to fill a vacant position on the Executive, the person nominated shall be declared elected without the need for a ballot.
- 14.5 A vacancy on the Board at the completion of the Annual General Meeting shall be treated as a casual vacancy.
- 14.6 If a ballot must be held to fill the vacancies, the Board may decide how the ballot is to be conducted.

15. Casual Board Vacancies and Alternate Members.

- 15.1 A casual vacancy in the office of Board member occurs if the member -
- a) dies; or
 - b) stops being a member of the Association; or
 - c) takes advantage of the laws in force relating to bankruptcy; or
 - d) resigns office by signed written notice given to the Secretary; or
 - e) is removed from office under Clause 16; or
 - f) is convicted of an offence described in section 35 (2) (d) of the Act; or
 - g) is absent without the permission of the Board from all meetings held in a 6 month period.
- 15.2 A Board member may, by written instrument given to the secretary, appoint a member as the board member's alternate on the Board for a specified period.
- 15.3 The alternate member may act as a member of the Board during the elected member's absence.

16. Removal of a Board Member.

- 16.1 The Association may, in a general meeting -
- a) remove a member of the Board from office; and
 - b) appoint another member to the office for the remainder of the former Board Member's term of office.
- 16.2 If the Board proposes to remove a Board Member from office, the secretary shall, as soon as practicable, give the member written notice setting out the Board's decision and advising of the provisions of Clause 25.

17. Board Meetings.

- 17.1 The Board shall meet at least once in each 2 calendar months and may hold additional meetings.
- 17.2 The secretary shall give each member written notice of an additional meeting.
- 17.3 Meetings shall be held at the place and time fixed by the Board.
- 17.4 A meeting may be held by telephone or another means of electronic communication.
- 17.5 The secretary shall give each Board member at least 48 hours oral or written notice of a meeting.
- 17.6 The notice must specify the general nature of business to be conducted at the meeting.
- 17.7 Unless the Board unanimously decides to consider other business, no business other than that stated in the notice may be discussed at the meeting.
- 17.8 A quorum is a simple majority of the Association's Board members.
- 17.9 If a quorum is not present 30 minutes after a meeting is due to start, the secretary shall postpone the meeting 7 days.

- 17.10 At a Board meeting -
- a) the Chairperson shall preside but if the Chairperson is unable or unwilling to preside, another member selected from the members present shall preside; and
 - b) decisions shall be taken by a simple majority.
- 17.11 The Board may, by written instrument, delegate a power of the Board to the Executive.
- 17.12 A decision of the Board or a committee of the Board shall be made by a simple majority.
- 17.13 A person may vote once on a question, but if the votes for and against a question are equal, the chairperson may exercise a casting vote to decide the question.
- 17.14 An act of the board or a committee of the Board is not invalid merely because of a defect in the appointment or qualification of a member of the Board or committee.
- 17.15 A Board Member unable to attend a meeting may appoint a member of the Association as the Member's proxy.
- 17.16 The proxy member may not exercise the Board Member's voting rights at a meeting unless the Board Member gives the Secretary notice of the appointment at least 24 hours before the meeting.
- 17.17 The proxy must act in the way the appointing Board Member directs.

18. Secretary.

- 18.1 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board Meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board Meeting shall be signed by the Chairperson of that meeting verifying their accuracy. Similarly the minutes of every General Meeting shall be signed by the Chairperson of that meeting.
- 18.2 The minutes shall be confirmed and signed by the Chairperson at the next General Meeting or Board Meeting.
- 18.3 If the minutes are of an Annual General Meeting the minutes are to be confirmed and signed at the next Annual General Meeting.

19. Treasurer.

The Treasurer of the Association shall -

- a) receive all amounts due to the Association and make all payments authorised by the Association; and
- b) keep correct accounts and books of financial affairs of the Association with full details of receipts and expenditures; and
- c) as soon as practicable after the end of the Association's financial year, prepare a statement of the income, expenditure, assets, liability and property of the association at the end of the financial year.

20. Annual General Meetings.

- 20.1 The Annual General Meeting shall be held within the period June 30 till September 30.
- 20.2 The Board shall decide when and where the meeting is to be held.
- 20.3 The business of the Annual General Meeting shall include -
- a) confirmation of the minutes of the last annual general meeting and any later special meeting; and
 - b) receiving the Board's annual report on the association's activities during the previous financial year; and
 - c) the election of Executive office bearers and confirmation of other nominees to the Board; and
 - d) receiving the statements of income and expenditure, assets and liabilities, charges and securities affecting the association's property the previous financial year; and
 - e) receiving the auditor's report on the books of accounts for the previous financial year; and
 - f) receiving and considering any statement submitted by the Association under section 40 of the Act; and
 - g) appointing an auditor
- 20.4 Every financial member present shall be entitled to one vote and in the case of an equality of votes, the Chairperson shall have a second or casting vote. Provided that no member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting.

21. Special Meetings.

- 21.1 The Board may on its own initiative, and shall at the request of at least 25% of the members, convene a special meeting of members of the Association.
- 21.2 A members' request for a special meeting -
- a) shall state the purpose of the meeting; and
 - b) shall be signed by the members requesting it; and
 - c) shall be filed with the Secretary.
- 21.3 The request need not be on one sheet of paper.
- 21.4 If the Board fails to convene a special meeting within one month of the filing of a members' request with the Secretary, a member who requested the meeting may convene the meeting.
- 21.5 The meeting must be held within three months of the day the member gives notice of the member's decision to convene the meeting.
- 21.6 The rules applying to meetings convened by the Board apply to a meeting convened by a member.
- 21.7 The Board shall pay the member's cost of convening the meeting.

22. Notice of General Meeting.

- 22.1 The Secretary shall give each member written notice of a General Meeting.
- 22.2 The notice shall be given by pre-paid post and shall specify when and where the meeting is to be held and the nature of the business for decision at the meeting.
- 22.3 If the business requires a special resolution of the association, the notice shall be given at least 21 days before the meeting is to be held and must specify the intention of the special resolution.
- 22.4 Business other than the business specified in the notice shall not be transacted at the meeting.
- 22.5 Subclause 22.4 does not apply to an Annual General Meeting.

23. General Meeting Procedures.

- 23.1 A quorum shall equate to double the number of members currently on the Board plus one.
- 23.2 If a quorum is not present 30 minutes after a meeting convened by the Board is due to start, the secretary shall postpone the meeting 7 days.
- 23.3 If a quorum is not present 30 minutes after a meeting convened at a members' request is due to start, the meeting lapses.
- 23.4 The Chairperson shall preside at a General Meeting. However if the Chairperson is unable or unwilling to preside at the meeting, the members present shall select a member to preside at the meeting.
- 23.5 With the consent of the members present at the meeting, the chairperson may adjourn the meeting.
- 23.6 Business other than unfinished business from the adjourned meeting shall not be transacted when the meeting resumes.
- 23.7 If the meeting is adjourned for more than 14 days, the Secretary shall give each member written notice stating when and where the adjourned meeting is to be held and the business to be decided at the meeting.
- 23.8 A decision at a meeting shall be made by a show of hands.
- 23.9 However, at least 3 members may demand a poll of members. The members must demand the poll before the chairperson declares the result of the show of hands.
- 23.10 If a poll is demanded, the poll shall be taken -
 - a) if the poll is about the election of the chairperson or an adjournment - immediately it is requested; or
 - b) in any other case- in the way and at the time (before the meeting ends) the chairperson directs.
 The result of a poll is taken to be the decision on the question.
- 23.11 A person may vote once on a question, but if the votes for and against are equal, the chairperson may exercise a casting vote to decide the question.
- 23.12 If a person is not present, the person may appoint a proxy to vote at the meeting. No person may hold more than 5 proxies.
- 23.13 A proxy may not exercise the member's voting rights at a meeting unless the member gives the Secretary notice of the appointment at least 24 hours before the meeting.
- 23.14 The proxy must act in the way the appointing member directs.
- 23.15 However, the proxy may vote only if both the member and proxy are financial members.

24. Special Resolutions.

- 24.1 A Special Resolution must be passed -
 - a) to make any change or alteration to this Constitution; or
 - b) to amalgamate with another Incorporated Association; or
 - c) to voluntarily wind up the Association and distribute its assets; or
 - d) to apply for registration as a Company or a Co-operative.
- 24.2 A special resolution may be passed only if -
 - a) members are given at least 21 days written notice of a general meeting to consider the Special Resolution; and
 - b) the notice gives details of the resolution; and
 - c) at least 75% of the members present and entitled to vote, vote for the resolution.

25. Appeal procedures.

A person whose application for membership pursuant of subclause 6.6 or a member of the Board who has been removed by decision of the Board pursuant of subclause 16.2 or a Congregation in dispute with the Board regarding the list of Supporting Congregations pursuant to subclause 13.6 shall have recourse to this Appeal Process.

- 25.1 The appellant shall give notice of appeal in writing to the Secretary within one month of receiving notice of the Board's decision.
- 25.2 The appellant may make a written submission, not exceeding 1000 words, in support of the appeal to the Secretary which shall be presented to the Board.
- 25.3 Unless the Board reverses its decision in favour of the appellant, it shall convene a General Meeting at a time convenient to a majority of members within 3 months of the notice of intention to appeal.
- 25.4 At such meeting the appellant shall be given the opportunity to present his/her/its case either orally or in writing or partly by the one and partly by the other and the Board shall likewise have opportunity to present its case.
- 25.5 The appeal shall be decided by the members present at the meeting by simple majority and the decision shall be final.
- 25.6 Members of the Board, and particularly the Executive, shall offer support and counsel, in the spirit of Matthew 18:15-17, to any member they perceive to be potentially in conflict with the Association.

26. Funds.

- 26.1 The Association's funds are to be raised through entrance fees, subscriptions, donations and other sources approved by the Board.
- 26.2 The amount of a loan must not exceed \$5000 unless the loan and the amount of the loan is approved by a General Meeting of the Association.

- 26.3 Amounts received by the Association must be deposited without delay in the Association's bank account.
- 26.4 The treasurer shall issue a receipt for all amounts received.
- 26.5 All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the Chairperson, Secretary, Treasurer or other member authorised from time to time by the Board. All expenditure shall be approved or ratified at a Board Meeting.
- 26.6 Assets and income of the Board shall not be distributed directly or indirectly to a member of the Association.
- 26.7 Subclause 26.6 does not prevent the compensation of a Board Member for services given to the Association or expenses incurred for the association honestly and in good faith.
- 26.8 The Financial Year of the Association will commence on the 1st July and conclude on 30th June the following year.
- 26.9 The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers.

27. Amendment of this Constitution.

- 27.1 Subject to the provisions of the Associations Incorporation Act 1981 these Rules may be amended, rescinded or added to from time to time by a Special Resolution carried at any General Meeting.
- 27.2 However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved and registered by the Chief Executive, Office of Consumer Affairs.

28. Common Seal.

- 28.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 28.2 The Common Seal may only be affixed to an instrument under the authority of the Board.
- 28.3 Two Board members shall attest the affixing of the common seal.

29. Custody of Books etc.

Subject to these rules, the books, records, registers and other documents of the association shall be kept in the Secretary's custody.

30. Service of Notices.

- 30.1 If these rules require a notice to be served on a member the notice may be served on the member personally or by sending it to the member by prepaid post at the member's address in the register of members.
- 30.2 A notice served on a member by pre-paid post is taken to have been served on the member when the notice would have been received in the ordinary course of the post.

31. Winding Up and Cancellation.

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution having objects similar to the objects of the Association, gifts to which are allowable deductions under the provisions of Section 78(1)(a) of the Income Tax Assessment Act, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of this constitution, such institution or, institutions to be determined by the members of the Association.

32. By Laws.

- 32.1 The Board may make by-laws under these rules.
- 32.2 A by-law must not be inconsistent with these rules.
- 32.3 If a by-law is inconsistent with these rules the by-law is of no effect and is taken to have been repealed.
- 32.4 The Board shall certify by-laws made under these rules as correctly made and give a copy of the by-laws to the Secretary.
- 32.5 The Secretary shall register the by-laws in a register kept for the purpose.
- 32.6 The Chairperson shall -
 - a) table a copy of by-laws made during a financial year at the association's Annual General Meeting; and
 - b) make the by-laws available at a meeting at which the by-laws are relevant to a question being decided.

33. Definitions.

In these rules -

- "Board" means the Association's Board of Management; any reference to the Board shall be acknowledged to refer to a Management Committee as defined under the Act.
- "Chair person" means President as defined under the Act.
- "Member" means a member of the Association;
- "Supporting Congregation" means a local Church which supports the work of the Association.
- "Secretary" means the secretary of the association;
- "the Act" means the Associations Incorporation Act (Queensland);
- "the Regulations" means the regulations under the Act.

- 34. The Acts Interpretation Act 1954 applies in the interpretation of terms used in these rules and defined in that Act.

