



# CONSTITUTION

for

***[New ministry name]***

A Company Limited by Guarantee and not having a share capital

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# CONSTITUTION

for

## **[New Ministry name]**

A Company Limited by Guarantee and not having a share capital

1-00 The name of the Company is: - **[New Ministry name Ltd]** (hereinafter called “the company”)

### **OBJECTS**

2-00 The objects for which the Company is established are:-

2-01 To establish a Christian Church and Ministry in order that we may worship God as a united body, exercising all our inalienable rights and privileges granted to a religious body by the Constitution of Australia as specified in the following clauses 2-02 to 2-35.

### **CHURCH**

2-02 To proclaim the Gospel of the Lord Jesus Christ by, but not limited to the agency of a local church.

2-03 To instruct and disseminate the teachings of the Word of God and bring people to a place where they operate proficiently in the Biblical principles of love, faith, healing, prosperity, redemption and righteousness so they can share those principles with others.

2-04 To worship and praise the Lord Jesus Christ in an expressive and biblical manner.

2-05 To foster unity amongst the Body of Christ by linking and networking.

2-06 To administer and perform marriage ceremonies, infant dedications, water baptisms and funeral services.

2-07 To establish home fellowship / cell groups to cater for various needs, such as outreaching to the unchurched or ministering to those seeking to discover their place and purpose within the local church under certain terms and conditions as established in the by-laws.

2-08 To train and disciple new Christians in the development of their spiritual understanding.

### **CHILDREN**

2-09 To establish an active ministry to children based on Christian ideals and principles as established in the by-laws.

2-10 To assist families in raising their children by teaching principles of Christian discipline, love and obedience.

### **YOUTH**

2-11 To establish an active youth group based on Christian ideals and principles as established in the by-laws.

2-12 To initiate a program to assist young people to develop into well adjusted and mature adults who will fit into society and be an asset to our community.

2-13 To aid and assist youth who are homeless and/or destitute.

2-14 To provide support, friendship, counselling, encouragement and motivation for the youth.

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**ELDERLY**

- 2-15 To assist the elderly in our community with friendship, support, encouragement and counselling as established in the by-laws.

**MEN'S MINISTRY**

- 2-16 To establish a ministry addressing the concerns and needs of men as established in the by-laws.

**WOMEN'S MINISTRY**

- 2-17 To establish a ministry addressing the concerns and needs of women as established in the by-laws.

**PEOPLE CARE**

- 2-18 To develop over a period of time a recovery ministry to meet the needs of those who require assistance as established in the by-laws.
- 2-19 To provide relief from poverty, suffering, distress and/or misfortune to families, widows, orphans, the destitute and the homeless by any practical and/or spiritual means primarily in Australia but also overseas.
- 2-20 To teach and promote Christian principles of marriage with a goal of building strong and lifelong marriages.
- 2-21 To train parents how to raise godly children and strong families within the context of secular society.
- 2-22 To develop necessary and basic life skill courses for those in need.

**MISSIONS**

- 2-23 To establish and/or support other churches, ministries, missionaries, and mission stations locally or in their overseas activities both practically and spiritually as established in the by-laws.
- 2-24 To pioneer new works, churches and ministries.

**MUSIC & MEDIA**

- 2-25 To communicate the Gospel by any type of media, including but not limited to print, radio, television, film, visual or audio recordings and musical outreaches as established in the by-laws.
- 2-26 To produce sound recordings, radio and television programs.
- 2-27 To write, print, publish and market Christian books, literature and study courses.
- 2-28 To write and compose music and lyrics.

**PREACHING AND EVANGELISM**

- 2-29 To preach and teach biblical truths and principles via churches, seminars and conferences locally, nationally and overseas.
- 2-30 To evangelise and actively proselytise according to our Statement of Faith.
- 2-31 To actively evangelise unchurched people with the Gospel using the most creative and contemporary format possible.
- 2-32 To train people and release them to use their spiritual and natural gifts in ministry.
- 2-33 To actively practice outreach evangelism through crusades, street evangelism, concerts, seminars, home groups, community events, schools, prisons, hospitals, nursing homes and any other public and/or private institution.

**PROPERTY**

2-34 To acquire, build or lease the necessary land or buildings needed to fulfil the objects of Glorious Life Church. Document these buildings to include but not limited to churches, colleges, multipurpose buildings and any other type of building necessary to fulfil the objects of the Company.

**STATEMENT OF FAITH**

2-35 To be a non-profit Religious corporation based on the following Tenets of the Christian Faith.

We believe:

- The Deity of our Lord Jesus Christ.
- His virgin birth, His sinless life and His miracles.
- His victorious and atoning death through His shed blood.
- His bodily resurrection.
- His ascension to the right hand of the Father.
- His personal return in power and glory as Lord of Lords and King of Kings.
- The fall of man thus necessitating a rebirth through confession and belief in Jesus Christ.
- The reconciliation of man to God by the substitutionary death and shed blood of our Lord Jesus Christ.
- The resurrection of believers unto everlasting life and unbelievers unto everlasting punishment in hell.
- The present supernatural ministry of the Holy Spirit and His gifts into and among believers since the day of Pentecost and continuing until our Lord's return.
- The Bible reveals to us the mind of Christ and the complete revelation of God's will for the salvation of men; and is the inspired, infallible and authoritative Word of God.
- There is one God manifested in three persons, Father, Son and Holy Spirit.
- The reality of Satan and his present influence over the unbeliever.
- Believers have authority over all the works of darkness by the Word of God and the Name of Jesus.
- Baptism in water by full immersion in the name of the Father and of the Son and of the Holy Spirit is enjoined upon all who have repented and believe.
- The Baptism with the Holy Spirit, accompanied by speaking with other tongues is promised to every believer to be an effective witness for Christ. This experience is distinct from and subsequent to the New Birth.
- The celebration of the Lord's Supper should be regularly observed as Christ commanded and this being for all believers
- Healing is available to every believer, being God's will, through the laying on of hands, gifts of healing, prayer of agreement etc.

**INTERPRETATION**

3-00 In this Constitution, the following words and phrases shall have the following meanings;

3-01 **"The Act"** means the Corporations Act 2001 and any amendment from time to time;

3-02 **"The Company"** shall mean **New Life Restoration Ltd;**

3-03 **"The Board"** means the directors of the Company elected or appointed pursuant to this Constitution;

3-04 **"Chairperson"** shall mean the Senior Pastor divinely called and graced with the Pastors gift (Ephesians 4:11) and will also be the Chairperson of the Board of directors, as appointed pursuant to this constitution;

3-05 **"Company Member"** shall mean any person who has been admitted to membership as a subscriber to this Constitution or in accordance with the rules pertaining to Company Membership;

3-06 **"Secretary"** shall mean any person appointed to perform the duties of a secretary of the company and includes an Honorary Secretary;

3-07 **"Financial Year"** shall mean 1<sup>st</sup> January to 31<sup>st</sup> December;

- 3-08 **"Congregation"** shall mean those people who attend and fellowship at the churches established of affiliation by this constitution and in accordance with the By-laws governing Congregational Members;
- 3-09 **"Adherents and Supporters"** shall mean any person or entity who believes in the **[New Ministry name Ltd]** and agrees to help and assist bring its objects and vision to pass;
- 3-10 Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes or representing or reproducing words in a visible form;
- 3-11 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act;
- 3-12 Headings and sub-headings have been included for the sake of ease of reference, and none of the clauses herein appearing are to be construed or interpreted by reference to such headings or sub-headings;
- 3-13 This Constitution repeals in its entirety the replaceable rules as per section 141 of the Act.

### **POWERS**

- 4-00 Solely for the purpose of carrying out the previously mentioned objects and not otherwise, the Company shall have the following powers:
- 4-01 To subscribe to, become a member of and co-operate with or affiliate or amalgamate with any other company, association or organisation, whether incorporated or not, whose objects are similar to those of the Company. **Provided that** the Company shall not subscribe to or support with its funds or amalgamate with any company, association or organisation which does not prohibit the distributions of its income and property amongst its members to an extent at least as great as that imposed on the Company under or by virtue of this Constitution and which meets the requirements of Division 30 and Division 50 - 5 item 1.2 of the Australian Income Tax Assessment Acts as at the date of this document or any provision enacted in substitution therefor.
- 4-02 To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.
- 4-03 To purchase, hire, take on lease, or in exchange, and/or otherwise acquire any lands, building, easement, property, goods or chattels, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company. **Provided that** in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4-04 To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- 4-05 To establish and support or aid in the establishment and support of associations, institution funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- 4-06 To appoint, engage, employ, dismiss, remove or suspend ministers, pastors, managers, clerks, secretaries, servants, teachers, workmen and/or other persons qualified or unqualified as may be necessary or convenient to fulfil the objects or the purposes of the Company.
- 4-07 To invest and deal with the money of the Company not immediately required in such manner as the Board sees fit and as may be permitted by law for the investment of any trust funds.

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- 4-08 To make, draw, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
  - 4-09 To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise, or otherwise assist and take part in, the construction, improvements, maintenance, development, working, management, carrying out alteration, or control thereof.
  - 4-10 To borrow or raise or secure the payment of money in such manner as the Company may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem, or pay off such securities.
  - 4-11 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with, all, or any part, of the property and rights of the Company.
  - 4-12 To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the provision of clause 4-03.
  - 4-13 To take and/or hold mortgages, loans, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
  - 4-14 To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of tithes, offerings, donations or otherwise.
  - 4-15 To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
  - 4-16 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, or association with which the Company is authorised to amalgamate.
  - 4-17 To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies, or associations with which the Company is authorised to amalgamate.
  - 4-18 To make donations for charitable purposes.
  - 4-19 In furtherance of the objects of the Company to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
  - 4-20 To improve, manage, develop, work, maintain, sell, lease, license, underlet, exchange, surrender, mortgage, charge, dispose of and/or otherwise deal with and/or turn to account all or any part of the real and/or personal property, goods and chattels and the rights for the time being of the Company where so ever situated.
  - 4-21 To produce, purchase, use any films, visual, radio, print, audio and/or television or other media materials, scripts or films that the Company may think desirable for the promotion of its purposes and abiding by copyright requirements.
  - 4-22 To take over, apply for, purchase or otherwise acquire, maintain and prolong any copyrights, trademarks, designs, letters of registration, patents, licences, concessions or interest therein and the like conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
  - 4-23 To arrange for the holding of crusades, conventions, meetings, exhibitions, seminars and other gatherings calculated directly or indirectly to further any of the objects of the Company.



- 4-24 To provide new ministers with assistance in establishing their Ministries.
- 4-25 To establish and maintain various centres needed to fulfil the objects of the Company.
- 4-26 To develop and implement educational programmes, including those of a preventative and rehabilitative nature.
- 4-27 To research and evaluate the necessities for families in the community and, where appropriate cater for these specific needs.
- 4-28 To provide counselling and help to those in need.
- 4-29 The Company has in the exercise of its affairs all the powers of an individual.
- 4-30 To act as trustee in connection with any trust in respect of which the Company may accept appointment as trustee.
- 4-31 The powers set forth in Section 124(1) of the Act shall not apply to the Company except insofar as they are included in these clauses 4-00 to 4-30.
- 4-32 The Company will produce and maintain policies and procedures in line with the requirements of the law and what is needed to fulfil the objects of the Company.

### **INCOME & PROPERTY**

- 5-00 The income and property of the Company, however, derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Company.
- 5-01 Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any directors, officers or servants of the Company or to any member of the Company, or other persons in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by clause 12-02 on money borrowed from any members of the Company or reasonable and proper rent for premises demised or let by any member of the Company.

### **LIMIT OF LIABILITY**

- 6-00 The liability of the members is limited.
- 6-01 Each member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while they are a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before they cease to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributory among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

### **COMPANY MEMBERSHIP**

- 7-00 The subscribers to this Constitution and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Company.
- 7-01 Every applicant for membership of the Company (other than the subscribers of this Constitution) shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribe.
- 7-02 At the next meeting of the Board, after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

- 7-03 When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of their acceptance. There shall be no membership fees.
- 7-04 Company Membership shall be limited to no more than 100 Company members.

**CESSATION OF COMPANY MEMBERSHIP**

- 8-00 A member may at any time, by giving notice in writing to the Secretary, resign their membership of the Company but shall continue liable for any sum not exceeding one hundred dollars (\$100.00) for which they are liable as a member of the Company under clause 6-01 of this Constitution.
- 8-01 If any member shall wilfully refuse or neglect to comply with the provisions of this Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company, the Board shall have power by resolution to censure, fine, suspend, or expel the member from the Company. PROVIDED THAT at least one week before the meeting of the Board at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against them and of the intended resolution and that they shall, at such meeting and before the passing of such resolution, have had the opportunity of giving, orally or in writing, any explanation they may think fit and, provided further, that any such member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in general meeting. In that event, a general meeting of the Company shall be called for the purpose, and if at the meeting such a resolution be passed by a majority of seventy-five per cent of those present and voting (such vote to be taken by ballot), the member concerned shall be punished accordingly, and in the case of a resolution for their expulsion, the member shall be expelled.

**GENERAL MEETINGS**

- 9-00 An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act.
- 9-01 Any director may, whenever they think fit, convene a General Meeting. General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionist as provided by Sections 249D, 249E or 249F of the Act.
- 9-02 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
- 9-03 For the purpose of clause 9-02, all business that is transacted at a General Meeting shall be special, and all business that is transacted at an Annual General Meeting shall be special, with the exception of the consideration of the accounts, balance sheets, the reports of the directors and Auditors, and appointment of the Auditors if necessary, shall be special.
- 9-04 The Company may hold a meeting of its members at two (2) or more venues using any type of current or future technology that gives the members as a whole a reasonable opportunity to participate in the meeting. Sections 249S and 1322(3A) of the Act refer.

**PROCEEDINGS AT GENERAL MEETINGS**

- 10-00 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this article, "member" includes a person attending as a proxy. A quorum shall mean two-thirds of the current Company Membership.
- 10-01 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such additional time and place as the Board may determine. If at the adjourned meeting a

quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present being not less than three (3) shall be a quorum.

10-02 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given as in the case of any original meeting. Save as aforesaid, and it shall not be necessary to provide any notice of an adjournment or the business to be transacted at an adjourned meeting.

10-03 The Chairperson of the Board shall preside as Chairperson at every General Meeting of the Company, or if they are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is not willing to act, then the members present shall elect one of their number to be Chairperson of the meeting.

10-04 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairperson; or
- (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

10-05 If a poll is duly demanded, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

10-06 In the case of an equality of votes, whether on a show of hands or a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

10-07 A member may vote in person or by proxy or by an attorney, and on a show of hands, every person present who is a member or a representative of a member shall have one vote, and on a poll, every member present in person or by proxy or by an attorney or other duly authorised representative shall have one vote.

10-08 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed, the proxy may vote as they think fit.

10-09 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. In default, the instrument of proxy shall be treated as not valid.

10-10 The instrument appointing a proxy may be in the following form or in a standard or usual format.

INSERT NAME  
OF COMPANY

[New Ministry name Ltd];

I,.....

of.....

INSERT NAME  
OF COMPANY

being a member of: [New Ministry name Ltd]

appoint.....of .....  
or failing him ..... of .....

as my proxy to vote for me on my behalf at the (Annual General Meeting or a General Meeting as the case may be) of the Company to be held on the .....day of ..... 20.... and at any adjournment thereof.

My proxy is hereby authorised to vote \* in favour of / against \* the following resolutions.

\* Strike out whichever is not desired.

Signed .....  
this ..... day of.....20.....

(Note - In the event of the member desiring to vote for or against any resolution, they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.)

10-11 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned the meeting at which the instrument is used.

10-12 If a member fails to attend three or more meetings, their membership will be revoked.

**THE BOARD OF DIRECTORS**

11-00 The office-bearers of the Company shall consist of a Chairperson, Secretary and Treasurer, whom shall be members of the Company.

11-01 The Company may, from time to time by a resolution passed at a general meeting, increase or reduce the number of office-bearers or other members of the Board.

11-02 The following named persons who have been subscribed to this Constitution shall constitute the initial Board of Directors:

Chairman	Secretary	Treasurer
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11-03 The Board shall have power at any time, and from time to time, to appoint any current Company Member as a director, either to fill a casual vacancy or as an addition to the existing office-bearers or other directors.

11-04 The Company may, by ordinary resolution of which special notice pursuant to section 203D of the Act has been given, remove any office-bearer or other directors, and may by an ordinary resolution, appoint another person in their stead.

- 11-05 The office of a director shall become vacant if the Director-
- (a) becomes insolvent under administration or makes any arrangement or composition with their creditors generally;
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
  - (c) ceases to be a director by operation of Section 206B of the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns their office by notice in writing to the Company Secretary;
  - (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
  - (g) ceases to be a member of the Company.

**POWERS AND DUTIES OF THE BOARD**

- 12-00 The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless, to this Constitution, the provisions of the Act, and such directions, not being inconsistent with this Constitution or its provisions, as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company issued or made by the Board may be disallowed by the Company in a General Meeting; and provided further that no resolution passed by the Company in General Meeting shall invalidate any prior act of the Board, which would have been valid if that resolution had not been passed.
- 12-01 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- 12-02 For the purpose of clause 5-01 of this Constitution, the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by the Commonwealth Bank in respect of term deposits.
- 12-03 No Director shall be disqualified by their office from contracting with the Company either as vendor, purchaser or otherwise howsoever, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him at a meeting of the Directors and the Secretary shall record such disclosure in the Minutes of the Meeting.
- 12-04 Any Director who is in any way directly or indirectly interested in a contract or proposed contract with the Company or who holds any office or possesses any property whereby duties or interests might be created in conflict with his duties or interests as a Director shall declare the fact and the extent of the conflict (if any) at a meeting of the Board.
- 12-05 A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which they are in any way directly or indirectly interested, or any matter arising thereout, and if they do so vote, their vote shall not be counted.
- 12-06 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the Board from time to time determines.

12-07 The Board shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of the names of the directors present at all meetings of the Company and of the Board;
- (c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

12-08 The Board shall ensure that no payment will be made to any Director of the Company other than the payment of:

- (a) Any salary or wage due to the Director as an employee of the Company where the terms for employment have been approved by the Directors of the Company.
- (b) Out of pocket expenses incurred by any Director in the performance of any duty as a Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company.
- (c) Any services rendered to the Company by the Director in a Professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service.
- (d) Subject to part 2E.2, Division 1 of the Act, an insurance premium in respect of a contract insuring a Director to which section 212 of the Act refers or the provision of a financial benefit to a Director to which sections 211 and 213 of the Act refers.

**PROCEEDINGS OF THE BOARD**

13-00 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and a secretary shall, on the requisition of a director, convene a meeting of the Board.

13-01 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes, and a determination by a majority of the Director's present shall for all purposes be deemed a determination of the directors. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

13-02 The Board must refer to a full Members Meeting any decision that deals with the removal of a director, sale of or disposal of real estate assets or any resolution to change the direction of the company from the stated objects contained in this constitution.

13-03 The quorum necessary for the transaction of the business of the Board shall be a simple majority of the total number of directors as provided in clause 11-01, 11-02 or such greater numbers as may be fixed by the directors.

13-04 The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by clause 13-03 as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Company, but for no other purpose.

13-05 The Chairperson shall preside at every meeting of the Board, or if there is no Chairperson, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if being present, he is unwilling to preside, then the members may choose one of their number to be Chairperson of the meeting.

- 13-06 The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Company by the Act or the General Law) to one or more operational sub-committees consisting of such member or members of the Board and Company and other persons as the Board thinks fit. Any subcommittees so formed shall conform to any regulations that may be given by the Board, and all members of such committees shall have one vote.
- 13-07 The Board may appoint one or more advisory committees consisting of such member or members of the Board and such other member or members of the Company and other persons as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Board and, subject thereto, shall have power to co-opt any other member or members of the Company, and all members of such advisory committees shall have one vote.
- 13-08 All acts done by any meeting of the Board, of a committee or by any director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or director, or that the directors, or that any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a director or committee member.
- 13-09 Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 13-10 A resolution in writing signed by a director being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.
- 13-11 The Secretary shall, in accordance with Part 2D.4 of the Act, be appointed by the Board for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary, and any member so appointed shall forthwith become an office-bearer of the Company and, if not already a member of the Board ex officio a member of the Board and any member so appointed shall be subject to the provisions of clause 6-01 of this Constitution.

#### **MEETINGS OF THE BOARD BY ELECTRONIC COMMUNICATION DEVICES**

- 14-00 A Directors' meeting may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting. Section 248D of the Act refers.
- 14-01 A director may not leave the meeting by disconnecting the electronic communications device monitor unless they have obtained the consent of the Chairperson of the meeting.
- 14-02 A meeting of directors by electronic communications devices is not invalidated by any voluntary disconnection of a participant, provided sufficient directors are still able to hear each other and constitute a quorum.
- 14-03 A minute of the proceedings at a meeting by electronic communications devices must be prepared and is prima facie evidence of the proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.
- 14-04 Except as is provided to the contrary by this Constitution, all of the provisions of this Constitution relating to the meetings and proceedings of directors apply to a meeting of directors by electronic communications devices so far as they are applicable.

#### **DUTIES OF THE OFFICE BEARERS**

- 15-00 The Chairperson shall be responsible for the direction and coordination of all efforts of the Board and the members for the furtherance of the aims and objectives of the Company as outlined in this Constitution.

15-01 The Secretary shall be responsible for the entire administration of the Company and ensure that all legal, statutory requirements are completed and that all relevant business is put to the Board and all decisions are not only recorded but also implemented.

### **ACCOUNTS**

16-00 True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company if required under section 285A the Act shall be examined by a properly qualified accountant section 324BE refers or an auditor;

(i) Regulation 2M.4.01A prescribes the following practising certificates for compliance to section 324BE of the Act for an accountant to complete a Review;

- the Certificate of Public Practice issued by the Institute of Chartered Accountants in Australia (ICAA);
- the Public Practice Certificate issued by CPA Australia Ltd (CPA) or
- the National Institute of Accountants (NIA).

(ii) A registered company auditor must complete an Audit.

They shall report to the members in accordance with the provisions of the Act.

16-01 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by the Act to be attached thereto) accompanied by a copy of the Accountants Review or Auditors Report thereon as required by section 285A of the Act, provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

16-05 The Board shall from time to time determine in accordance with clause 16-00 of this Constitution at what times and places and under what conditions or regulations, the accounting and other records of the Company shall be open to the inspection of members.

### **GENERAL FUNDS**

17-00 All money received by the Company shall be deposited as soon as practicable into the General Bank account without deduction to the credit thereof.

17-01 The General Fund shall be financed by the free will offerings, gifts, and donations from its member's adherents and supporters or by whatever other means are deemed appropriate by the Board.

### **NOTICE**

18-00 Any notice required by the Act or under this Constitution to be given to any member shall be given by sending it by post to their registered address or to the address, if any, supplied by them for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

18-01 Notice of every General Meeting shall be given in any manner hereinbefore authorised to;

- (i) every member, except those members for whom the Company has no registered address or other address or an address for the giving of notices to them;
- (ii) the auditor.



**AUDIT OR REVIEW OF FINANCIALS**

19-00 The Act under section 327A requires a Registered Company Auditor to be appointed. In the passage of time, should the Act be amended to remove the necessity to have the accounts audited the directors are to institute and regulate in accordance with the amendment to the Act.

*(This part of the Act was not updated as at 30<sup>th</sup> June 2010, but will be amended to comply with the changes to the Act that came into force on the 28<sup>th</sup> June 2010 – see Annexure “A”)*

19-01 The Company shall comply with section 285A of the Act and any amendment to the Act or Regulations from time to time.

- (i) Tier 1 level company: will prepare financials and submit to the AGM without an external review unless requested to complete by the direction of Company Members or direction from ASIC, sections 294A or 294B of the Act.
- (ii) Tier 2 level company: will appoint an individual under section 324BE of the Act and have its financials reviewed.
- (iii) Tier 3 level company: will appoint a Company Registered Auditor under section 327A of the Act and have its financials audited.

**BY-LAWS**

20-00 The directors may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Ministry and any by-law may be set aside by a General Meeting of the Company Members.

**WINDING-UP**

21-00 If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to nor distributed amongst the members of the Company, but shall be given or transferred to some other company, association, entity or institution or any combination of them having objects similar to the objects of the Company and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property amongst its or their members, to an extent at least as great as is imposed on the company under or by virtue of this Constitution and which meets the requirements of Division 50 - 5 item 1.2 of the Australian Income Tax Assessment Act 1997 where appropriate as at the date of this document or any provision enacted in substitution thereof and in default by application to the Supreme Court for determination.

**INDEMNITY**

22-00 To the extent permitted by law, the Company indemnifies every person who is or has been an officer of the Company against any liability incurred by that person:

- (a) as such an officer of the Company; and
- (b) to a person other than the Company or a related body corporate of the Company, unless the liability arises out of conduct on the part of the officer which:
- (c) involves a lack of good faith; or
- (d) is contrary to the Company's express instructions.

22-01 The Company indemnifies every officer of the Company against any liability for costs and expenses incurred by the person in his or her capacity as an officer of the Company:

- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted: or
- (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Corporations Act.

- 22-02 The Company may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the Corporations Act.
- 22-03 For the purposes of this clause, 'officer' means a Director as defined in this Constitution or an executive officer as defined by the Corporations Act.

**AMENDMENT OF CONSTITUTION**

- 23-00 No amendment shall be made to this Constitution except by a resolution passed by a seventy-five per cent (75%) majority at the Annual General Meeting or an Extraordinary General Meeting of the Company after the text of such amendment has been notified in writing to members at least twenty-one (21) days prior to such meeting.

**FOUNDATIONAL MEMBER DETAILS**

- 24-00 We, the undersigned, consent to become members of the Company and hereby agree to the terms of this Constitution:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Date of birth: \_\_\_\_\_  
Email: \_\_\_\_\_  
Phone: \_\_\_\_\_

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Date of birth: \_\_\_\_\_  
Email: \_\_\_\_\_  
Phone: \_\_\_\_\_

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Date of birth: \_\_\_\_\_  
Email: \_\_\_\_\_  
Phone: \_\_\_\_\_

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Date of birth: \_\_\_\_\_  
Email: \_\_\_\_\_  
Phone: \_\_\_\_\_

\_\_\_\_\_  
Signature

Name:

Address:

Date of birth:

Email:

Phone:

Signature

Name: Trevor Bartley

Address: 47 Laidley Plainland Rd

Plainland QLD 4341

Date of birth: 31/12/1963

Email: trevor@bartleybooks.com

Phone: 0412 380 444

Signature

Dated the..... day of ..... 2021.

**ANNEXURE "A"****Section 285A** Overview of obligations of Companies Limited by Guarantee.

The following table sets out what is involved in annual financial reporting for Companies Limited by Guarantee:

**Tier and Nature of Company Obligations**

<b>TIER &amp; NATURE OF COMPANY</b>	<b>OBLIGATIONS</b>
<p><b><u>Tier 1</u></b> Small Company Limited by Guarantee. Income limitations TCC: \$0 to \$249,999.  <b><u>Not available to DGR's</u></b></p>	<p><b><u>No obligation to do any of the following</u></b> unless required to do so under a 5% company membership direction (Section 294A) or ASIC direction:</p> <ul style="list-style-type: none"> <li>• prepare a financial report;</li> <li>• prepare a directors' report;</li> <li>• have financial report audited;</li> <li>• notify members of reports.</li> </ul>
<p><b><u>Tier 2</u></b> Company Limited by Guarantee, Income Limitation TCC: \$250,000 to \$1 million  DGR's \$0 to \$1 million  Also if part of a consolidated entity.</p>	<ul style="list-style-type: none"> <li>• Must prepare a financial report.</li> <li>• Must prepare a directors' report, although less detailed than that required of other companies.</li> <li>• Need not have financial report audited unless a Commonwealth company, or a subsidiary</li> <li>• If the company does not have financial report audited, <b><u>it must have financial report reviewed.</u></b></li> <li>• Must give reports to any member who elects to receive them.</li> </ul>
<p><b><u>Tier 3</u></b> Company Limited by Guarantee, Income Limitation TCC: \$1 million and over.  DGR's \$1 million and over.  If any part of a consolidated entity \$1 million and over.</p>	<ul style="list-style-type: none"> <li>• Must prepare a financial report.</li> <li>• Must prepare a directors' report, although less detailed than that required of other companies.</li> <li>• <b><u>Must have financial report audited.</u></b></li> <li>• Must give reports to any member who elects to receive them.</li> </ul>

TCC = Tax Concession Charity      DGR = Deductible Gift Recipient  
(TCC = The old Income Tax Exempt Charity Status ITEC)

**Pertinent references from the Corporations Act 2001 as amended June 2010.****Section 45B** Small companies limited by guarantee.

- (1) A company is a **small company limited by guarantee** in a particular financial year if
- (a) It is a company limited by guarantee for the whole of the financial; and
  - (b) It is not a deductible gift recipient at any time during the financial year; and
  - (c) Either:
    - (i) Where the company is **not** required by the accounting standards to be included in consolidated financial statements – the revenue of the company for the financial year is **less** than the **threshold amount**; or

- (ii) Where the company **is** required by the accounting standards to be included in consolidated financial statements – the consolidated revenue of the consolidated entity for the financial year is **less** than the **threshold amount**; and
- (2) The **threshold amount**, for the purposes of subparagraphs (1)(c)(i) and (ii), is \$250,000 or any other amount prescribed by the Regulations for the purposes of this subsection.
- (3) Revenue and consolidated revenue are to be calculated for the purposes of this section in accordance with accounting standards in force at the relevant time (even if the standard does not otherwise apply to the financial year of some or all of the companies concerned).

**294A Small Company Limited by Guarantee—member direction**

- (1) Members with at least 5% of the votes in a small Company Limited by Guarantee may give the company a direction to:
  - (a) prepare a financial report and directors' report for a financial year; and
  - (b) send them to members who have elected to receive them under section 316A.
- (2) The direction must be:
  - (a) signed by the members giving the direction; and
  - (b) made no later than 12 months after the end of the financial year concerned.
- (3) The direction may specify all or any of the following:
  - (a) that the financial report does not have to comply with some or all of the accounting standards;
  - (b) that a directors' report or a part of that report need not be prepared;
  - (c) that the financial report is to be audited or reviewed.

**294B Small company limited by guarantee—ASIC direction**

- (1) ASIC may give a small company limited by guarantee a direction to comply with the requirements of this Division and Divisions 3, 4, 5 and 6 for a financial year.
- (2) An offence based on subsection (1) is an offence of strict liability.  
*Note: For strict liability, see section 6.1 of the Criminal Code.*
- (3) The direction may be general or may specify the particular requirements that the company is to comply with.
- (4) The direction must specify the date by which the documents have to be prepared, sent or lodged. The date must be a reasonable one in view of the nature of the direction.
- (5) The direction must:
  - (a) be made in writing; and
  - (b) specify the financial year concerned; and
  - (c) be made no later than 6 years after the end of that financial year.
- (6) A direction given under subsection (1) is not a legislative instrument.

**Section 324BE Exception from registration requirement – reviewing financial reports of Companies Limited by Guarantee.**

- (1) An individual is taken to be a 'registered company auditor' for the purposes of a **review** of a financial report of a company limited by guarantee if the individual:
  - (a) Is a member of a professional accounting body; and
  - (b) Holds a practicing certificate of the kind specified in the Regulations. (2M.4.01A)
- (2) The provisions of this Act apply, with necessary modifications in relation to the individual accordingly.

**Section 301** Companies Limited by Guarantee

(3) A Company Limited by Guarantee may have its financial report for a financial year reviewed, rather than audited, if:

[b] one of the following is true:

- (i) the company is not required by the accounting standards to be included in consolidated financial statements **and the revenue of the company for the financial year is less than \$1 million**;
- (ii) the company is required by the accounting standards to be included in consolidated financial statements and the consolidated revenue of the consolidated entity for the financial year is less than \$1 million.

(4) A small Company Limited by Guarantee’s financial report for a financial year **does not have to be audited or reviewed if**:

- (a) the report is prepared in response to a member direction under section 294A; and
- (b) the direction does not ask for the audit or review.

**Who is authorised by ASIC to complete a Financial Review?**

**Corporation Regulations - Amendment**

Regulation 2M.4.01A specifies practicing certificates *[for new paragraph 324BE(1)(b) of The Corporations Act 2001]*.

The regulation prescribes the following practising certificates:

- the Certificate of Public Practice issued by the Institute of Chartered Accountants in Australia (ICAA);
- the Public Practice Certificate issued by CPA Australia Ltd (CPA) or the National Institute of Accountants (NIA).

**Who is authorised by ASIC to complete a Audit?**

No change to the requirement must be a Registered Company Auditor.

**Closing note regarding clause 17-00 as at 1<sup>st</sup> November 2010**

ASIC has acknowledged the conundrum with the Corporations Act 2001 by the Corporations Amendment (Corporate Reporting Reform) Act 2010 with its assent on the 28<sup>th</sup> June 2010 and has sought an undertaking from the Treasury Department to 'fix' the situation, as soon as the new Government has been installed and they can process the necessary change.

***The issue being:*** “Tier level 1 Companies are not required to have their accounts Audited or Reviewed, however the Corporations Amendment (Corporate Reporting Reform) Act 2010 omitted to address the matter of appointment of an Auditor for a newly established company. The Act states an Auditor must be appointed within 30days of registration and if they resign a new appointment must be made.”

Therefore the Act opposes its self and the Government has to rectify the error via an amendment to the Act or Regulations.

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