

**CONSTITUTION**  
**OF**  
**WISHART CHRISTIAN VILLAGE**  
**ASSOCIATION INCORPORATED**

November 2013

## **ARTICLE 1. NAME**

The name of the Association shall be " Wishart Christian Village Association Incorporated " (hereinafter called the Association).

## **ARTICLE 2. OBJECTS**

- (a) To provide in a Christian environment for the housing, accommodation, maintenance and welfare of men and women of Christian faith, irrespective of denomination and financial circumstances.
- (b) To encourage, promote and assist with the organisation of religious services and meetings, "...in accordance with practices as interpreted by the Westminster Confession, the Belgic Confession, the Heidelberg Catechism or the Canons of Dordt.
- (c) To encourage and promote the wider circulation, understanding and practical application of the Holy Scriptures, in accordance with practices as interpreted by the Westminster Confession, the Belgic Confession, the Heidelberg Catechism or the Canons of Dordt.
- (d) To promote and publicise the work, projects and activities of the Association.
- (e) To conduct and operate all activities, projects and undertakings of the Association on the basis that there shall be no pecuniary gain or benefit to the members of the Association.

## **ARTICLE 3. POWERS**

The powers of the Association are:

- (1) To take over the funds and other assets and liabilities of the present incorporated Association known as the Queensland Christian Reformed Retirement Village Association Incorporated;
- (2) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 ( 10 ) ;

- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting any Association's premises
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property 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 the same in such manner as is allowed by law having regard to such trusts.
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workman and other persons as may be necessary or convenient for the purposes of the Association.
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;
- (8) 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 Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (11) In furtherance of the objects of the Association 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;

- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage or charge, lien, or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities ;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (14) In furtherance of the objects of the Association 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 Association
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);
- (17) 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 Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 that

imposed upon the Association under or by virtue of rule 28(10);

- (20) In furtherance of the objects of the Association 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 incorporated associations with which the Association is authorised to amalgamate;
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged ;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

#### **ARTICLE 4. CLASSES OF MEMBERS**

- (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:-
  - (a) Associate members
  - (b) Life members
  - (c) Honorary members
- (2) The number of ordinary members, life members and honorary members shall be unlimited.

#### **ARTICLE 5. MEMBERSHIP**

"Preamble: Within the context of this Constitution, the gender case "he " represents both " he " and "she".

- (1) Ordinary Membership  
A person shall be eligible for ordinary membership of the Association by subscribing, in writing, to the Word of God as interpreted by the Westminster Confession, the Belgic Confession, the Heidelberg Catechism or the Canons of Dordt.

- (2) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the 2nd December, 1983 complies with 5 (1) shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who previously to his subscribing to become a member of the Association has paid his subscription due on the second day of March, 1984 as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the second day of March, 1985.
- (3) **Associate Membership**  
A person shall be eligible for Associate Membership of the Association if he has a bona fide interest in the objectives of the Association but is not able to comply with Clause 5 (1). Associate members shall have no voting rights.
- (4) **Life Membership**  
An ordinary member who is nominated by the Management Committee for Life Membership shall be eligible for Life Membership of the Association if at an Annual or General Meeting it is determined by the majority of the Association that such ordinary member is deserving of his Life Membership by reason of his outstanding commitment, service or financial assistance to the Association.
- (5) **Honorary Membership**  
Any person who is nominated by the Management Committee for Honorary Membership shall be eligible for Honorary Membership of the Association if at an Annual or General Meeting it is determined by the majority of Members eligible to vote at such meeting of the Association, that such a person is deserving of Honorary Membership by reason of his outstanding commitment service or financial assistance to the Association.
- (6) Every applicant for any class of membership of the Association (other than the ordinary and life members of the unincorporated association referred to in sub - rule 2) shall be proposed by one member of the Association and seconded by another member. 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 Management Committee from time to time prescribes.

## **ARTICLE 6. MEMBERSHIP FEES**

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general

meeting so determine.

- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

#### **ARTICLE 7. ADMISSION AND REJECTION OF MEMBERS**

- (1) At the next meeting of Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (3) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of Membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of Membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

#### **ARTICLE 8. TERMINATION OF MEMBERSHIP**

- (1) A Member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a Member—
  - (a) Is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules;
  - (c) has membership fees in arrears for a period of two months or more;
  - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his Membership shall be terminated.
- (3) If a Member by his statements, conduct or actions indicates or reveals to the satisfaction of the Management Committee that he is no longer able to subscribe to the Word of God as interpreted by the Westminster Confession, the Belgic Confession, the Heidelberg Catechism and the Canons of Dordt then the Management Committee shall resolve to terminate his membership forthwith.

- (4) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

#### **ARTICLE 9 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.**

- (1) A person whose application for membership has been rejected or whose membership has been terminated, may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such a meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

#### **ARTICLE 10. REGISTER OF MEMBERS**

- (1) The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association, the class of membership to which they were admitted and the date of their admission.
- (2) Particulars shall also be entered into the Register of Deaths, Resignations, Terminations, and Reinstatements of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.



## **ARTICLE. 11 MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (1) The Management Committee of the Association shall consist of a President, Vice- President and Treasurer, all of whom shall be ordinary or Life Members of the Association, and such number of other ordinary or Life members of the Association as the ordinary or Life members of the Association at any General meeting may from time to time elect or appoint. Provided that the number of members comprising the Management Committee shall not be less than seven (7) or more than thirteen (13). A minimum of 2 and a maximum of 3 places on the Management Committee shall be filled by residents.
- (2) The members of the Management Committee as from the incorporation of the Association shall be the members of the Management Committee of the unincorporated association and each of those members shall hold office for terms of three years, two years or one year as each such member may have been elected to the Management Committee of the unincorporated association. For the purpose of this sub-rule, a term of one year shall be the period from the date of incorporation to the first Annual General Meeting of the Association, the term of two years shall be the period from the date of incorporation to the second Annual General Meeting of the Association and the term of three years shall be the period from the date of incorporation to the third Annual General Meeting of the Association.
- (3) Members of the Management Committee shall be elected for a term of three years. For the purpose of this sub-rule the term of three years shall be the period from the date of election of the member to the third Annual General Meeting of the Association held after that date.
- (4) At every Annual General Meeting of the Association, the members of the Management Committee whose terms of office have expired shall retire from office, but shall be eligible upon nomination for re-election.
- (5) The election of officers and other members of the Management Committee shall take place in the following manner:-
  - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the Annual General Meeting at which the election is to take place;

- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present and financial at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies
  - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (6) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (7) The secretary must be an individual residing in Queensland, or in another state but not more than 65 km from the Queensland border, who is—
- (A) a member of the association elected by the association as secretary; or
  - (B) any of the following persons appointed by the management committee—
    - (i) a member of the association's management committee;
    - (ii) a member of the association;
    - (iii) another person.
- (8) The management committee may appoint and remove the association's secretary at any time.

## **ARTICLE 12. RESIGNATION FROM THE MANAGEMENT COMMITTEE**

Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of

removal shall be determined by the vote of the members present at such a general meeting.

### **ARTICLE 13. VACANCIES ON MANAGEMENT COMMITTEE**

- (1) The Management Committee shall have power at any time to appoint any ordinary or life member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting, at which time such casual vacancy shall be filled by a member of the Association elected at such a meeting eligible to vote for the remainder of the term of office as would have been applicable had such a casual vacancy not occurred.
- (2) The continuing ordinary or life members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing ordinary or life member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

### **ARTICLE 14. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the Management Committee....
  - (a) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (c) Shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- (2) The Management Committee may exercise all the powers of the Association...
  - (a) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or

any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

- (b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, 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 Association and to provide and pay off any such securities; and
- (c) To invest in such manner as the members of the Association may from time to time determine.

#### **ARTICLE 15. MEETINGS OF MANAGEMENT COMMITTEE**

- (1) The Management Committee shall meet at least once every four calendar months to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat
- (3) At every meeting of the Management Committee a simple majority of the number equal to the number of members elected and / or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (6) Not less than seven days notice shall be given by the Secretary to members of the Management Committee of any special meeting

of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

- (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be the Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee shall lapse. 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 such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

#### **ARTICLE 16. DELEGATION TO SUB COMMITTEES**

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee. The Management Committee shall appoint the Chairman of any sub-committee
- (2) If the Chairman so appointed by the Management Committee is not present with ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub 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 any equality of votes, the question shall be deemed to be decided in the negative.

#### **ARTICLE 17. VALIDATION OF ACTION**

All acts done by any meeting of the Management Committee or of a sub committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee

or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

#### **ARTICLE 18. VALIDITY OF RESOLUTIONS**

A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

#### **ARTICLE 19. FIRST GENERAL MEETING**

The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

#### **ARTICLE 20. ANNUAL GENERAL MEETING**

- (1) The Annual General Meeting shall be held within five months of the close of the financial year.
- (2) The business to be transacted at every Annual General Meeting shall be –
  - (a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - (b) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) The election of members of the Management Committee; and
  - (d) The appointment of an auditor.

#### **ARTICLE 21. SPECIAL GENERAL MEETING**

The secretary shall convene a special general meeting –

- (a) When directed to do so by the Management Committee;  
or

- (b) on the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary and life members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

## **ARTICLE 22. GENERAL MEETINGS**

- (1) At any general meeting the number of ordinary or life members required to be present to constitute a quorum shall be **shall be equal to double the number of members of the association presently on the management committee plus 1**.
- (2) 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 purposes of this rule " member " includes a person attending as a proxy
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. 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 other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairman 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, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

## **ARTICLE 23. NOTICE OF GENERAL MEETINGS**

- (1) The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

## **ARTICLE 24. CONDUCT OF GENERAL MEETINGS**

Unless otherwise provided by these rules, at every general meeting –

- (1) The President shall preside as Chairman, or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman or if the Vice President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
- (2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) Every question, matter or resolution shall be decided by a majority of votes of the ordinary and life members present;
- (4) Every ordinary and life member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote ; provided that no ordinary member or life member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- (5) Voting shall be by show of hands or a division of ordinary members and life members, unless not less than one fifth of the ordinary members and life members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct a secret ballot in such manner as he shall determine and the results of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) An ordinary and life member may vote in person or by proxy or by attorney and on a show of hands every person present who is an ordinary member or life member or representative of an ordinary or life member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;



- (7) The instrument appointing a proxy shall be in writing, in the common or usual form, 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. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) Where it is desired to afford ordinary or life members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;

**Wishart Christian Village Association Incorporated**

I \_\_\_\_\_ of \_\_\_\_\_  
being an ordinary or life member of the above named Association, hereby appoint \_\_\_\_\_, or failing him, \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual ) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ or any adjournment there of.

This form is to be used + in favour of.....  
+ Against the resolution.....  
+ Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit) ;

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_  
Signature \_\_\_\_\_

- (9) The instrument appointing the proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote; and
- (10) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be opened 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 Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding

Management Committee meeting verifying the accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; provided that the minutes of any general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

- (11) Where the wording of a motion or amendment to a motion has not been set out on the notice of an annual or general meeting (required by Article 23) a majority of members present in person at the meeting (excluding those present as or by proxy) may require that the motion or amendment be submitted to all members of the Association by subsequent postal ballot.
- (12) A motion carried by postal ballot of all members shall have the status of a motion carried at a general meeting

#### **ARTICLE 25. BY LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-laws may be set aside by a general meeting of members.

#### **ARTICLE 26. ALTERATION OF RULES**

Subject to the provisions of the Association's 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; provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to the approved by the Under Secretary, Department of Justice, Brisbane.

#### **ARTICLE 27. COMMON SEAL**

The Management Committee shall provide for a Common Seal and its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

#### **ARTICLE 28. FUNDS AND ACCOUNTS**

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language, showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) Accounts payable by the association may be paid from:
  - (a) an approved petty cash holding of \$300, for amounts up to \$100, and approved by an authorised person,
  - (b) the association's credit card (with a limit of \$5000), for payment of routine expenditure incurred in the business items, and approved by an authorised person,
  - (c) or by cheque signed by any two (2) of the authorised persons conjointly,
  - (d) or through a secure online BPay facility provided by the Association's nominated bank. Such payments are to be authorised by any two (2) of the authorised persons.

The management committee shall appoint authorised persons.

- (5) Cheques shall be crossed " not negotiable ", except those in payment of wages, allowances or petty cash recoupments, which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) Expenditure up to \$15,000 may be approved for payment by a duly authorised sub-committee of the Management Committee at a sub-committee meeting and ratified at the next Management Committee meeting. All expenditure shall be either approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of ---
  - (a) The income and expenditure for the financial year just ended, and

- (b) The assets and liabilities of all mortgages, charges and securities affecting the property of the Association at the close of that year.
  
- (9) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
  
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### **ARTICLE 29. DOCUMENTS**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **ARTICLE 30. FINANCIAL YEAR**

The financial year of the Association shall close on the 30th June in each year.

#### **ARTICLE 31. DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the Association's 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 or institutions having objects similar to the objects of the Association, 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 rule 28 (10), such institution or institutions to be determined by the members of the Association.