

# CONSTITUTION of HOBART CITY MISSION Inc.

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## Constitution of the Hobart City Mission Inc.

### Rules of Association

#### 1. Name of Association

The name of the Association is Hobart City Mission Inc. (In these rules called “the Mission”).

#### 2. Interpretation

(1) In these rules, unless the context otherwise requires –

"**accounting records**" has the same meaning as in the Act;

"**Act**" means the *Associations Incorporation Act 1964*;

"**AGM**" means an annual general meeting of the Mission held under rule 12;

"**Board**" means the Board of Governance referred to in rule 22;

"**Auditor**" means the person appointed as the auditor of the Mission under rule 10;

"**a deposit-taking institution**" means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

"**basic objects of the Mission**" means the objects, purposes and core values of the Mission as stated in an application under section 7 of the Act for the incorporation of the Mission;

"**CEO**" means the Chief Executive Officer who is also the Secretary to the Board, excepting where the Board elects to appoint one of its members to this office;

"**financial year**" has the same meaning as in the Act;

"**general meeting**" means an AGM or a special general meeting;

"**member**" means any person who the Board approves membership of the Mission pursuant to rule 5;

"**Mission**" means the Association referred to in rule 1 and has the same meaning as Association in the Act;

"**officer of the Mission**" means a person appointed as an officer of the Mission under rule 25;

"**ordinary business of an AGM**" means the business specified in rule 12(5);

"**ordinary Board member**" means a member of the Board other than an officer of the Mission;

"**Secretary**" means the CEO appointed pursuant to rule 22(7) and schedule (1), excepting where the Board elects to appoint one of its members to this office;

"**Schedule**" means the schedule to these rules;

"**special Board meeting**" means a meeting of the Board that is convened under rule 28(2) by the President or a Co-president or any 2 of the members of the Board;

"**special general meeting**" means a meeting of the Mission, other than an annual general meeting, convened under rule 14;

"**special resolution**" has the same meaning as in the Act.

- (2) In these rules unless the contrary intention appears:-
- (a) words and phrases which are given a special meaning by the Act have the same meaning in these rules;
  - (b) words in the singular include the plural and vice versa;
  - (c) words importing a gender include each other gender;
  - (d) a reference to any law or any statute, regulations, by law or proclamation is to be read as though the words “as modified or substituted from time to time” were added to the reference;
  - (e) headings do not affect the meaning or construction of these rules;
  - (f) where a word or a phrase is given a particular meaning other cognate parts of speech and grammatical forms of that word or phrase shall have a corresponding meaning; and
  - (g) words importing persons include corporations, companies, missions and institutions.
- (3) The model rules prescribed under section 16 of the Act do not apply to the Mission.

### **3. Mission's Office**

The office of the Mission is to be at 50 Barrack Street, Hobart, Tasmania or at any other place the Board may determine from time to time.

### **4. Objects, Purposes and Core Values of Mission**

- (1) The basic objects of the Mission are -
- (a) To be an ecumenical Christian charitable organisation with a passion to improve the life of those in need or who are marginalised within the local community by providing them with the necessary emotional, physical and financial support and guidance to empower and enable them to participate in community life with a sense of dignity, purpose and self reliance.
  - (b) To undertake such work of philanthropic character as the Board shall from time to time determine.
  - (c) To contract with the Commonwealth and State Governments and community sector agencies for the delivery of services to those in need or who are marginalised within the local community.
- (2) In performing its basic objects the Mission has endorsed the following core values:-
- (a) To affirm its ecumenical Christian heritage and to strive for the Christian principles of inclusiveness, love, faith through service and social justice as fundamental to the Mission's operations;
  - (b) To achieve mature, empowered, beneficial and effective relationships with clients, stakeholders, relevant statutory agencies and the community generally;
  - (c) To work in partnership with the local community and other community sector organisations for the provision of services with respect to advocacy, mentoring and counselling, accommodation, retail training, financial and emotional support and guidance;
  - (d) To achieve consistent revenues (donations, grants, bequests, investment returns) to enable the Mission to continue to operate on a sustainable basis;
  - (e) To achieve financial independence through prudent financial management and an appropriate balance between government and philanthropic sources of funding;
  - (f) To achieve exemplary corporate governance including risk management; and

- (g) To have empowered, professional and competent staff who meet the needs of the Mission and particularly its clients and stakeholders.
- (3) In addition to the basic objects of the Mission, the objects and purposes of the Mission include doing any lawful thing incidental or conducive to the attainment of the basic objects and include the following:-
- (a) The purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Mission;
  - (b) The purchase, sale or supply of, or other dealing in, goods;
  - (c) The construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Mission;
  - (d) The acceptance of a gift for any of the objects or purposes of the Mission;
  - (e) The taking of any step the Board or the members of the Mission at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Mission whether by way of donations, subscriptions or otherwise;
  - (f) The printing or publication of any newspaper, periodical, book, leaflet or other document the Board or the members of the Mission at a general meeting determine desirable for the promotion of any of the objects or purposes of the Mission;
  - (g) The borrowing and raising of money in any manner and on terms:-
    - i. The Board thinks fit; or
    - ii. Approved or directed by resolution passed at a general meeting;
  - (h) Subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the Board determines, of any money of the Mission not immediately required for any of the basic objects or purposes of the Mission;
  - (i) The making of a gift, subscription or donation to any of the funds, authorities or institutions to which Division 30 of the Income Tax Assessment Act 1997 of the Commonwealth relates;
  - (j) The establishment and support, or aiding in the establishment and support, of missions, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Mission and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Mission and their dependants, and the making of payments towards insurance in relation to any of those purposes;
  - (k) The establishment and support, or aiding in the establishment or support, of any other mission formed for any of the basic objects of the Mission;
  - (l) The purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any mission with which the Mission is amalgamated in accordance with the provisions of the Act and the rules of the Mission;
  - (m) The doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Mission.

## 5. Membership of Mission

- (1) The Board may, from time to time, determine:-
  - (a) the qualifications, if any, for membership of the Mission;
  - (b) the classes of membership;
  - (c) the numbers of members either in whole or within each class;
  - (d) the rights attached to membership; and
  - (e) such other matters relating to membership as the Board may determine that are not otherwise specified in these rules.
- (2) For the purposes of rule 5(1), classes of membership shall include but is not limited to:-
  - (a) Denominational member, being a member who is a representative of a major Christian denomination;
  - (b) Associate member, being a member who is also an employee or volunteer of the Mission;
  - (c) Corporate member, being the representative of a corporation that is a member of the Mission;
  - (d) Ordinary member, being a member other than a denominational, associate or corporate member.
- (3) Subject to these rules any person is eligible to apply to become a member of the Mission.
- (4) An application to become a member of the Mission must:-
  - (a) be in writing certifying that the applicant upholds the basic objects and core values of the Mission; and
  - (b) be delivered to the Secretary of the Board together with any initial fee, determined by the Board from time to time.
- (5) The Board determines whether an applicant may become a member. The Board is not required to give any reason for the rejection of any application to become a member.
- (6) On an application being accepted by the Board, the Secretary must:
  - (a) notify the applicant in writing, including details of the class of membership for which the applicant has been accepted and the rights that are then attached to that class;
  - (b) request payment of any amount owing for the initial fee and annual subscription fees (being a *pro rata* sum if so determined by the Board); and
  - (c) upon receipt of that amount, enter the applicant's name in the register of members.
- (7) On an application being rejected by the Board, the Secretary must:
  - (a) so notify the applicant in writing; and
  - (b) refund in full any fees paid by the applicant.
- (8) A member of the Mission may resign from the Mission by delivering or sending by post to the Board a written notice of resignation.
- (9) Any right, privilege or obligation of a member as a member of the Mission:
  - (a) is not capable of being transferred or transmitted; and
  - (b) terminates on the cessation of the membership.
- (10) If the Mission is wound up voluntarily by resolution by a majority of at least two thirds of the members of the Mission or otherwise pursuant to the Act:-

- (a) every member of the Mission and every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Mission is liable to contribute to the assets of the Mission for payment of the debts or liabilities of the Mission for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves. Such liability is limited to the amount referred to in sub-rule 5(12) of this rule.
  - (b) the surplus assets of the Mission then remaining shall be applied for the benefit of and/or distributed to another association or associations the objects of which as nearly as possible resemble those of the Mission and/or for such other charitable association or charitable purposes as may be determined by the resolution by a majority (not less than two-thirds) of members. Such other Association(s) determined by the members must be registered as a charity with the Australian Charities and Not For Profit Commission (ACNC).
- (11) In the event that a resolution relating to the distribution of the surplus assets of the Mission shall not be passed by a majority of at least two thirds of the members of the Mission, the distribution of surplus assets shall, upon application being made by the Mission be determined by the Supreme Court of Tasmania provided that such determination results in a distribution of the surplus assets to another Association(s) which are registered as a charity with ACNC.
  - (12) Any liability under rule 5(10) is not to exceed the amount of the annual subscription for the year in which the Mission is wound up.
  - (13) A former member is not liable to contribute under rule 5(10) in respect of any debt or liability of the Mission contracted after he or she ceased to be a member more than twelve (12) months before the commencement of the winding up of the Mission.

## 6. Income and Property of Mission

- (1) The income and property of the Mission is to be applied solely towards the promotion of the basic objects, purposes and core values of the Mission.
- (2) Except as provided in this rule, no portion of the income or property of the Mission is to be paid or transferred to any member of the Mission.
- (3) The Mission may:–
  - (a) pay an employee, volunteer or member of the Mission:–
    - i. remuneration in return for services rendered to the Mission, or for goods supplied to the Mission, in the ordinary course of business of the employee, volunteer or member; or
    - ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the employee, volunteer or member for any of the basic objects or purposes of the Mission; or
    - iii. interest at a rate not exceeding the Commonwealth long term bond rate on money lent to the Mission by the employee, volunteer or member; or
    - iv. a reasonable amount by way of rent for premises, or a part of premises, let to the Mission by the employee, volunteer or member; and
  - (b) if requested by or on behalf of any other mission, organisation or body, appoint or nominate a member of the Mission to an office in that other mission, organisation or body.

## **7. Accounts of Receipts and Expenditure**

- (1)** The Board must keep accounts which show all financial transactions and the financial position of the Mission.
- (2)** The accounts are to be open to inspection by the members of the Mission subject to prior approval by the Board and to any reasonable restrictions as to time and manner of inspecting that the Board may impose.
- (3)** The Secretary must keep all general records, and all accounting books, and records of receipts and expenditure, connected with the operations and business of the Mission, in the form and manner the Board determines.
- (4)** The accounts, books, and records are to be kept at the Mission's office or at any other place the Board decides.

## **8. Power of Board to Establish Sub-Funds**

- (1)** The Board may establish and maintain within the accounts of the Mission such sub-funds as, in the opinion of the Board, are necessary or convenient for the administration of these rules but must ensure that, in respect of each sub-fund unless otherwise approved by the Board –
  - (a)** there are separately identifiable assets and beneficiaries; and
  - (b)** each beneficiary of that sub-fund has an interest only in the assets of that sub-fund and not in the other assets of the Fund; and
  - (c)** there is no transfer of assets, benefits or money between that sub-fund and another sub fund unless there is a transfer of a corresponding beneficial interest; and
  - (d)** the insurance and administration costs levied on that sub-fund are attributable only to that sub-fund.
- (2)** Without limiting rule 8(1), the Board may establish separate asset portfolios for each sub-fund, comprising assets of the Mission allocated by the Board, all of which are to be managed for the basic objects and purposes of the Mission.

## **9. Banking and Finance**

- (1)** The Secretary, on behalf of the Mission, is to receive all moneys paid to the Mission.
- (2)** The Board is to cause to be opened with any authorised deposit-taking institution as the Board selects an account or accounts in the name of the Mission, into which all money received is to be paid as soon as possible after receipt.
- (3)** All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments must be signed in accordance with delegations as set down by the Board.

## **10. Auditor**

- (1)** At each AGM the members present are to appoint a person as the auditor of the Mission.
- (2)** The auditor is to hold office until the AGM next after that at which he or she is appointed, and is eligible for reappointment.
- (3)** If an appointment is not made at an AGM, the Board is to appoint an auditor for the current financial year of the Mission.
- (4)** If a casual vacancy occurs in the office of auditor during the course of a financial year of the Mission, the Board may appoint a person as the auditor to hold office until the next succeeding AGM.
- (5)** The auditor may only be removed from office by special resolution of the members.

## **11. Audit of Accounts**

- (1)** The auditor is to examine the accounts of the Mission at least once in each financial year of the Mission.
- (2)** The auditor is to:
  - (a)** adhere to appropriate Australian Auditing Standards;
  - (b)** certify as to the correctness of the accounts of the Mission; and
  - (c)** report to the members at the AGM.
- (3)** In the report and in certifying to the accounts the auditor is to state if:
  - (a)** he or she has obtained the required information;
  - (b)** in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Mission:
    - i.** according to the information at his or her disposal and the explanations given; and
    - ii.** as shown by the books of the Mission; and
  - (c)** the rules relating to the administration of the funds of the Mission have been observed.
- (4)** The Secretary is to cause to be delivered to the auditor a list of all the accounts, books, and records of the Mission.
- (5)** The auditor may:
  - (a)** have access to the accounts, books, records, vouchers, and documents of the Mission;
  - (b)** require from the servants of the Mission any information and explanations he or she considers necessary for the performance of the duties as auditor;
  - (c)** employ persons to assist him or her in investigating the accounts of the Mission; and
  - (d)** in relation to the accounts of the Mission, examine any member of the Board or any employee or volunteer of the Mission.



## **12. Annual General Meeting**

- (1)** The Mission is to hold an AGM each year.
- (2)** An AGM is to be held on any day (being not later than 4 months after the end of the financial year of the Mission) the Board determines.
- (3)** An AGM is to be in addition to any other general meeting that may be held in the same year.
- (4)** The notice convening an AGM is to specify the purpose of the meeting.
- (5)** The ordinary business of an AGM is to be as follows:-
  - (a)** To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b)** To receive from the Board and auditor of the Mission reports on the Mission's operations and accounts respectively during the last preceding financial year of the Mission;
  - (c)** To present to the AGM a summary of the annual report of the Mission (the full version of which must be available for inspection by the Members of the Mission at such time and in such manner as the Board may reasonably prescribe);
  - (d)** To present to the AGM a statement of Corporate Intent for the current financial year;
  - (e)** To fill by election or appointment any vacant Board member position existing at the time of the AGM and to confirm any casual vacancy in the positions of Board member that had been occasioned and filled by the Board subsequent to the previous AGM;
  - (f)** To appoint the auditor;
  - (g)** To determine the membership subscription rate, if any, under rule 31.
- (6)** An AGM may transact special business of which notice is given in accordance with these rules.

## **13. Annual Report and Corporate Plan.**

- (1)** For the purposes of rule 12(5) (c), the Board must, in respect of each financial year, prepare a summary of the Annual Report which is to be presented to the AGM. Such summary is to be a summary of the full Annual Report which must contain:-
  - (a)** A report of its operations during the financial year;
  - (b)** An audited statement of the financial affairs and position of the Mission;
  - (c)** A statement of corporate intent relating to the corporate plan that takes effect at the beginning of the next financial year;
  - (d)** A report of the performance of the Board during the financial year compared with the performance indicators specified in the corporate plan for that financial year;
  - (e)** Any information required to be included in the annual report by any law or contract to which the Mission is a party; and
  - (f)** Any other information that the Board considers is appropriate to give proper information to members of the Mission as to the performance and progress of the Mission during the relevant financial year.
- (2)** In respect of each financial year, the Board must have in place a corporate plan for the management, administration and financial sustainability of Mission operations.
- (3)** The statement of corporate intent of the Board is a summary of its corporate plan that relates to the financial year to which the annual report next applies.

## **14. Special General Meetings**

- (1)** The Board may convene a special general meeting of the Mission at any time.
- (2)** The Board, on the requisition in writing of at least one third of the members of the Mission, is to convene a special general meeting of the Mission.
- (3)** A requisition for a special general meeting –
  - (a)** is to state the objects of the meeting;
  - (b)** is to be signed by each of the requisitionists;
  - (c)** is to be deposited at the office of the Mission; and
  - (d)** may consist of several documents in like form, each signed by one or more of the requisitionists.
- (4)** If the Board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Mission, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit of the requisition.
- (5)** A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the Board.
- (6)** All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Mission only if the resolution(s) put forward by the requisitionists are passed otherwise all expenses incurred by the requisitionists will be paid by them.

## **15. Notices of General Meetings**

- (1)** At least 14 days before the day on which an AGM or special general meeting of the Mission is to be held, the Secretary of the Mission is to serve notice to all members specifying: –
  - (a)** the place, day and time at which the meeting is to be held; and,
  - (b)** the nature of the business that is to be transacted at the meeting.
- (2)** For the purpose of this rule, notice may be served on all members by:-
  - (a)** Publishing an advertisement or public notice in a newspaper;
  - (b)** Direct notice to the members through a newsletter or circular;
  - (c)** Placing notice thereof on a notice board at the office of the Mission; or
  - (d)** Giving notice to members in such other manner (e.g. electronic) as the Act may from time to time determine.

## **16. Business and Quorum at General Meetings**

- (1) All business transacted at a general meeting, other than the ordinary business of an AGM, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Mission entitled to vote is present at the time the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is one third of the members of the Mission entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
  - (a) if convened on the requisition of members of the Mission, is dissolved; or
  - (b) if convened by the Board, is to be adjourned to the same day in the next week at the same time and at the same place.
- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.
- (6) The chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

## **17. Chairperson at General Meetings**

At each AGM and special general meeting of the Mission, the chairperson is to be :-

- (a) the President or one of the Co-presidents as may be chosen by the members present;
- (b) if the President or both Co-presidents are absent, one of the two Deputy Presidents as may be chosen by the members present; or
- (c) if the President is or both Co-presidents and both Deputy Presidents are absent, any one of the remaining members of the Board as may be chosen by the members present.

## **18. Adjournment of general meetings**

- (1) The chairperson of an AGM or special general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Mission who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

## **19. Determination of questions arising at general meetings**

- (1) A question arising at an AGM or special general meeting of the Mission is to be determined on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by a member.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in

the minute book of the Mission, is evidence of that fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **20. Votes**

- (1)** On any question arising at a general meeting of the Mission, a member (other than an Associate Member) of the Mission has one vote only. An Associate Member does not have a right to vote at a general meeting.
- (2)** In the case of an equality of voting on a question, the chairperson of the AGM or special general meeting has a second or casting vote.
- (3)** A member may vote in person only.

## **21. Taking of Poll**

- (1)** If at an AGM or special general meeting a poll on any question is demanded:–
  - (a)** the poll is to be taken at that meeting in the manner the chairperson determines; and
  - (b)** the result of the poll is taken to be the resolution of the meeting on that question.
- (2)** A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (3)** A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

## **22. Affairs of Mission to be Managed by a Board**

- (1)** The affairs of the Mission are to be managed by a Board of Management constituted as provided in rule 24.
- (2)** The Board:–
  - (a)** has perpetual succession;
  - (b)** is to have a common seal;
  - (c)** may take proceedings, and be proceeded against, in the Mission's corporate name;
  - (d)** may acquire, hold and dispose of real and personal property;
  - (e)** has the functions imposed, and the powers conferred, on it by or under the Act or other relevant Act; and
  - (f)** may do, and be subject to, all other things that bodies corporate may, by law, do or be subject to, that are necessary for, or conducive, incidental or related to, the discharge of its functions and the exercise of its powers.
- (3)** It is the duty of the Board to administer and manage the Mission in accordance with these rules, the Act and any other applicable law of the State or the Commonwealth for the sole purpose of meeting the basic objects, purposes and core values of the Mission.

- (4)** The Board is responsible for the management and control of Mission finances and is to act as sole trustee of the assets and funds of the Mission including any bequests, trusts and special purpose gifts established by or on behalf of the Mission.
- (5)** In performing their functions, the members of the Board must:-
- (a)** act honestly in all matters concerning the Mission;
  - (b)** exercise, in respect of all matters affecting the Mission, the same degree of care, skill and diligence as an ordinary prudent person would exercise in dealing with property of another person for whom that person felt morally bound to provide;
  - (c)** keep the money and other assets of the Mission separate from any money and assets –
    - i. that are held by the member personally; or
    - ii. that are money or assets of another organisation;
  - (d)** subject to these rules, not enter into any contract, or do anything else, that would prevent the Board from, or hinder the Board in, properly performing or exercising its functions and powers;
  - (e)** where there are any Mission funding reserves, formulate and give effect to strategies and policies that have regard to the whole of the circumstances of the Mission including –
    - i. the risk involved in making, holding and realising, and the likely return from, the Mission’s investments having regard to its objectives and its expected cash flow requirements;
    - ii. the composition of the Mission’s revenue as a whole, including the extent to which the revenues are diverse or involve the Mission in being exposed to risks from inadequate diversification;
    - iii. the liquidity of the Mission, having regard to its expected cash flow requirements;
    - iv. the ability of the Mission to discharge its existing and prospective liabilities; and
  - (f)** if there are any Mission funding reserves, formulate and give effect to a strategy for the prudent management of those reserves.
- (6)** In the administration of these rules, the Board –
- (a)** must provide the members with timely and accurate advice as to the operation of the Mission;
  - (b)** must protect information, the disclosure of which might adversely affect the financial position, client confidentiality or other operations of the Board;
  - (c)** must exercise a fiduciary responsibility over all the assets, investments and property of the Mission;
  - (d)** must take possession of all money and other property vested in it under these rules.
- (7)** The Board may engage on contract or employ any person or organisation including a CEO for the purpose of providing it with such advice as may be necessary in connection with its functions, powers and duties or otherwise in the administration of these rules.
- (8)** Until otherwise resolved by the Board, Schedule 1 has effect with respect to the appointment and terms of conditions of employment of the CEO and other employees of the Mission.

## **23. Power of Delegation of Board**

- (1)** The Board may, by an instrument of delegation under its common seal, delegate to the President, a member or officer of the Board, the Chief Executive Officer or a person or organisation that, under the regulations, is engaged on contract or employed by the Board any power or duty of the Board under –
  - (a)** these rules and the Act or any other Act; or
  - (b)** any instrument having effect under these rules, the Act or any other Act – other than this power of delegation.
- (2)** A duty or power, the performance or exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be performed or exercised from time to time in accordance with the terms of the delegation.
- (3)** A delegation made under this rule may be made subject to such conditions or limitations as to the performance or exercise of any of the functions or powers delegated, or as to time or circumstance, as are specified in the instrument.
- (4)** Notwithstanding any delegation, the Board may continue to perform or exercise all or any of the functions or powers delegated.
- (5)** Any act or thing done by, or to, a delegate while acting in the exercise of a delegation under this rule has the same force and effect as if the act or thing had been done by, or to, the Board and is taken to have been done by, or to, the Board.

## **24. Constitution of the Board**

- (1)** The Board consists of a minimum of 7 members and a maximum of 10 members.
- (2)** Subject to Board approval, the Board may have:-
  - (a)** Either one President or two Co-presidents;
  - (b)** One Deputy President or two Deputy Presidents;
  - (c)** Such other positions that the Board may from time to time determine as an office;
  - (d)** Subject to (a), (b) and (c), such number of ordinary Board members as to satisfy the requirements of rule 24(1).
- (3)** A person is not eligible to be appointed as a member of the Board if he or she –
  - (a)** is an associate member; or
  - (b)** has not attained the age of 18 years; or
  - (c)** is a disqualified person; or
  - (d)** is an employee of the Mission.
- (4)** If a casual vacancy occurs in the membership of the Board or if at the AGM the position of a Board member remains unfilled, the Board may appoint an individual (who is a member of the Mission) to fill the vacancy until the conclusion of the AGM next following the date of the appointment.
- (5)** A member of the Board is to be appointed for such term, not exceeding 3 years, as is specified in the letter of his or her appointment and is, if qualified, eligible for reappointment from time to time for such term, not exceeding 3 years, as is specified in the letter of his or her reappointment.
- (6)** For the purposes of this rule a disqualified person means a person to whom rule 27 (b); (c); (e) or (g) applies.

## **25. Officers of the Mission**

At a meeting of the Board to be held as soon as possible after each AGM, the Board shall review the appointment of or appoint individual members of the Board to be:-

- (a) The President or one of the Co-presidents;
- (b) The Deputy President or one of the Deputy Presidents;
- (c) The holder of such office, if any, as is determined by the Board under rule 24(2)(c);
- (d) A Public Officer except where under Clause 3(3) of Schedule 1, the Board has determined the CEO to be the Secretary to and the Public Officer of the Board.

Any member of the Board who holds such an Office as herein referred to prior to the AGM and who is elected as a Board Member at the AGM shall continue to hold such Office until the next Board Meeting held as soon as possible after the AGM.

## **26. Election of Members of Board**

- (1) Subject to rule 24(2), where at an AGM a position of a member of the Board becomes vacant, a nomination of a member for election as a Board member, is to be –
  - (a) made in writing, signed by 2 members of the Mission and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
  - (b) delivered to the Secretary of the Mission at least 2 days before the day on which the AGM is to be held.
- (2) If insufficient nominations are received to fill all vacancies on the Board –
  - (a) the persons nominated are taken to be elected; and
  - (b) further nominations are to be received at the AGM.
- (3) If the number of nominations received is equal to the number of vacancies on the Board to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the Board to be filled, a ballot is to be held.
- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the Board to be filled, a ballot is to be held in relation to those further nominations.
- (6) The ballot for the election of Board members is to be conducted at the AGM in the manner determined by the chairperson of the meeting.

## **27. Vacation of Office**

For the purpose of these rules, the appointment of a Board member terminates if a Board member:-

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit;

- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*;
- (d) resigns office in writing addressed to the Board;
- (e) ceases to be ordinarily resident in Tasmania;
- (f) is absent from 3 consecutive meetings of the Board without the permission of the Board;
- (g) ceases to be a member of the Mission; or
- (h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the secretary of the Mission stating that the Board member has ceased to be a financial member of the Mission.

## 28. Meetings of the Board

- (1) The Board is to meet at least once in every three month period at any place and time the Board determines.
- (2) Special meetings of the Board may be convened by the President, or one of the Co-presidents or any two of its members.
- (3) A meeting of the Board may be held by the members of the Board communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (4) Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- (5) A quorum for the transaction of business at a meeting of the Board shall be as follows:
  - (a) When the Board has up to 8 filled Board positions – 5 members;
  - (b) When the Board has either 9 or 10 filled Board positions – 6 Board members.
- (6) Business is not to be conducted unless a quorum is present (including by technological means satisfying the requirements of rule 28.3).
- (7) If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- (8) At a meeting of the Board, the following person is to preside:
  - (a) the President or one of the Co-presidents as may be chosen by the Board members present;
  - (b) if the President or both Co-presidents are absent, one of the two Deputy Presidents as may be chosen by the Board members present; or
  - (c) if the President is or both Co-presidents and both Deputy Presidents are absent, any one of the remaining members of the Board as may be chosen by the Board members present.
- (9) Any questions arising at a meeting of the Board are to be determined:
  - (a) on a show of hands; or
  - (b) if demanded by a member of the Board, by a poll taken in any manner the person presiding at the meeting determines.
- (10) Each Board member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.



- (11) If there is an equality of votes on any question, the person presiding has a second or casting vote.
- (12) Written notice of each Board meeting is to be served on each member of the Board by:
  - (a) delivering it at a reasonable time before the meeting;
  - (b) sending it by post in a prepaid envelope addressed to his or her usual or last known address in time to reach him or her in due course of post before the date of the meeting; or
  - (c) sending by fax to the fax number or electronic address nominated by the member.
- (13) The Board is to ensure that Minutes of all meetings are documented, maintained and made available to any Member on request.

## **29. Disclosure of Interests**

- (1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Mission is to disclose the interest:
  - (a) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or
  - (b) in any other case, at the first meeting of the Board after the acquisition of the interest.
- (2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.
- (3) Unless the Board resolves otherwise, a member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

## **30. Board Committees**

- (1) The Board may:
  - (a) appoint a committee(s) from the Board; and
  - (b) prescribe the powers and functions of the committee(s).
- (2) The Board may co-opt any person as a member of a committee without voting rights, whether or not the person is a member of the Mission.
- (3) The chairperson of a committee is to convene and preside over meetings of that committee.
- (4) Save as otherwise specified in this rule, the provisions of rule 28 apply to a committee as if references to the Board were to the committee.

## **31. Annual Subscription**

- (1) The annual subscription fees payable by members shall be determined at each AGM or any special general meeting, and may differ for different classes of membership.
- (2) The annual subscription fees are due and payable not later than the commencement of each AGM,

and shall be in respect of the period commencing at the start of the AGM and ceasing immediately before the start of the next AGM.

- (3) Members who have not paid their annual subscription fees in full shall not be entitled to take part in any deliberations whatsoever, or have power to vote.

## **32. Service of Notices and Requisitions**

- (1) A notice may be served by or on behalf of the Mission on any member:
  - (a) personally;
  - (b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address; or
  - (c) by sending it to the fax number or electronic address nominated by the member.
- (2) A notice given in accordance with rule 32 (1) is taken to be received:
  - (a) if hand delivered, on delivery;
  - (b) if sent by prepaid post, three days after the date of posting; or
  - (c) if sent by facsimile or e-mail, when the sender's facsimile or e-mail system generates a message confirming successful transmission/delivery of the notice unless, within eight business hours after that transmission, the recipient informs the sender that it has not received the entire notice.

## **33. Expulsion of Members**

- (1) The Board may expel a member from the Mission if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Mission.
- (2) The expulsion of a member under rule 33 (1) does not take effect until whichever of the following is the later date:
  - (a) the expiration of 14 days after the service on the member of a notice under rule 33 (3); or
  - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal, if it is unsuccessful.
- (3) If the Board expels a member from the Mission, the Secretary of the Mission, without undue delay, is to cause to be served on the member a notice in writing:
  - (a) stating that the Board has expelled the member;
  - (b) specifying the grounds for the expulsion; and
  - (c) informing the member of a right to appeal against the expulsion under rule 33 (4).
- (4) A member may appeal against an expulsion under rule 33 (1) by delivering or sending by post to the Board, within 14 days after the service of a notice under rule 33(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (5) On receipt of such a requisition the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- (6) At a special general meeting convened for the purpose of this rule:
  - (a) no business other than the question of the expulsion is to be transacted;
  - (b) the Board may place before the meeting details of the grounds of the expulsion and the

- Board's reasons for the expulsion;
  - (c) the expelled member is to be given an opportunity to be heard; and
  - (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (7) If at the special general meeting a majority of the members present vote in favour of lifting the expulsion:
- (a) the expulsion is to be taken to have been lifted; and
  - (b) the expelled member is entitled to continue as a member of the Mission.
- (8) If at the special general meeting a majority of the members present vote in favour of confirming the expulsion:
- (a) the expulsion takes effect, and
  - (b) the expelled member ceases to be a member of the Mission.

### **34. Disputes**

- (1) A dispute between a member of the Mission, in the capacity as a member, and the Mission is to be resolved:
- (a) in the first instance, by discussions between the member and the CEO or a member of the Board appointed for that purpose;
  - (b) in the second instance, by a party mutually agreed between the member and the Board for the purpose of resolving the dispute by mediation.
- (2) This rule does not affect the operation of rule 33.

### **35. Seal of Mission**

- (1) The seal of the Mission is to be in the form of a rubber stamp inscribed with the name of the Mission encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Board.
- (3) The affixing of the seal is to be attested by the signatures of –
- (a) two members of the Board; or
  - (b) any other person the Board may appoint for that purpose pursuant to a Power of Attorney.
- (4) Attestation under rule 35(3) is sufficient for all purposes that the seal was affixed by authority of the Board.
- (5) The seal is to remain in the custody of the Secretary.

### **36. Indemnities**

To the extent permitted by law, the Mission indemnifies any Board member, employee and volunteer of it out of the assets of the Mission against any liability incurred by that person in his or her capacity as a Board member, employee or volunteer of the Association:-

- (a) to a person other than the Mission or a related body corporate (as defined in the *Corporations Act 2001*) of it unless the liability arises out of conduct on the part of the Board member, employee or volunteer which involves a lack of good faith;

- (b) in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; and
- (c) in connection with any application, in relation to such proceedings, in which a court grants relief to the person.

### **37. Transitional and Savings Provisions**

The transitional and savings provisions specified in Schedule 2 have effect.

## SCHEDULE 1 - APPOINTMENT AND TERMS AND CONDITIONS (RULE 22(8)) OF EMPLOYMENT OF EMPLOYEES OF THE MISSION

### 1. POWER OF MISSION TO ENGAGE PERSONS AND OFFICERS

- (1) The Board may –
  - (a) appoint agents and attorneys;
  - (b) act as an agent for other persons;
  - (c) engage consultants; and
  - (d) appoint investment managers and custodians.
- (2) The Board may appoint as employees of the Mission any persons it considers necessary for the purpose of enabling it to properly carry out its functions.

### 2. APPOINTMENT OF CHIEF EXECUTIVE OFFICER

- (1) A person appointed by the Board as CEO –
  - (a) holds office –
    - i. for a term of not more than 5 years specified in the instrument of appointment; and
    - ii. on the conditions specified in that instrument;
  - (b) is eligible for reappointment.
- (2) The CEO must not engage in paid employment outside the duties of the office unless –
  - (a) the instrument of appointment otherwise allows; and
  - (b) the CEO receives approval in writing from the Board.

### 3. FUNCTIONS AND DUTIES OF CEO

- (1) The CEO is responsible to the Board for the general administration and management of the Mission.
- (2) In performing his or her functions or exercising his or her duties, the CEO must –
  - (a) ensure that the decisions and activities of the employees of the Mission are directed towards achieving the Board's basic objects, purpose and core values;
  - (b) ensure that the Board has access to the skills, facilities and resources required to achieve the Mission's basic objects and purpose;
  - (c) ensure that the Board's activities are conducted in an efficient and economical manner and in accordance with the Mission's core values ;
  - (d) manage the research and development activities of the Board; and
  - (e) provide timely advice to the Board on issues affecting the administration, operations and financial performance of the Mission.
- (3) The CEO is the Secretary to and Public Officer of the Board, excepting where the Board under rule 25 elects to appoint one of its members to this office.

#### **4. EMPLOYEES OF THE BOARD**

- (1)** The Board may engage employees to assist in the administration of the Mission.
- (2)** An employee of the Board must perform –
  - i. any functions specified in the instrument of appointment; and
  - ii. such other functions the CEO on behalf of the Board determines.
- (3)** The Board in conjunction with the CEO may allocate to a person or persons appointed, engaged or employed under this schedule, the function and responsibility for the preparation of any financial statements and reports that may be required under these Rules or by the Board.

#### **5. CERTAIN TERMS AND CONDITIONS OF EMPLOYMENT OF OFFICERS TO BE DETERMINED BY BOARD**

- (1)** The terms and conditions of employment, including remuneration, allowances and entitlements of employees of the Mission, subject to this Schedule and to any award, enterprise agreement or industrial agreement relating to persons engaged in the work for which they are appointed, are to be approved by the Board on the recommendation of the CEO
- (2)** An employee of the Mission may be dismissed if the employee –
  - (a)** is unfit to discharge, or incapable of discharging, the functions of his or her office efficiently; or
  - (b)** is not discharging the functions of his or her office efficiently, satisfactorily, with due care or in the best interests of the Mission; or
  - (c)** is not qualified, either temperamentally or otherwise, for the efficient and satisfactory performance of the functions of his or her office.

## SCHEDULE 2 - TRANSITIONAL AND SAVINGS PROVISIONS (RULE 37)

### 1. INTERPRETATION

For the purpose of this Schedule the term “that day” means the date on which these rules came into effect pursuant to the Act.

### 2. MEMBERS OF THE BOARD AND EMPLOYEES OF THE MISSION

- (1) A person who is a member of the Board pursuant to rule 20 of the repealed constitution and a person who is an employee of the Mission who holds his or her position immediately before the commencement of these rules becomes, on that day, a Member of the Board or an employee of the Mission respectively on the same terms and conditions as those applicable to him or her immediately before the commencement of these rules.
- (2) Where, by virtue of clause 2 (1) of this schedule, a member of the Board remains a member but by application of rule 24 (2) would otherwise not be a member, the Board shall within 3 months properly constitute the Board as provided by rules 22 and 24.

### 3. BANK ACCOUNTS

An account opened with an authorised deposit-taking institution by the Mission that is in existence immediately before the commencement of these rules is taken, on and after that day, to be an account maintained by the Mission.

### 4. ACCOUNTS AND RECORDS

The accounts and records of the Mission kept by the Mission under the repealed rules that are in existence immediately before the commencement of these rules are taken to be accounts and records.

### 5. HOBART CITY MISSION GIFT FUND

The Hobart City Mission Inc – Gift Fund established and operated under the repealed Constitution shall on the commencement of these rules continue to and operate as a sub fund pursuant to rule 8.

### 6. SAVINGS IN RESPECT OF ELECTIONS, DIRECTIONS AND DELEGATIONS

The replacement of the Rules of Association does not affect –

- (a) the effect of any election, decision, direction, resolution, delegation, certificate, suspension or authorisation made or granted by the Board under the repealed rules or of any condition attached to any such election, decision, direction, resolution, delegation, certificate, suspension or authorisation; or
- (b) the effect of any decision, resolution or delegation made by the Board.