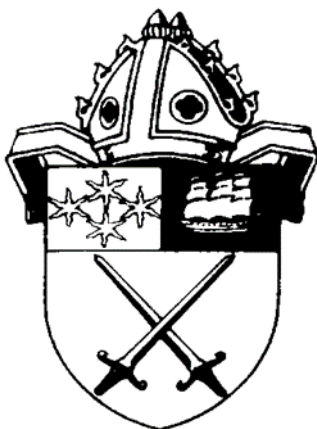


**BUNBURY DIOCESAN MISSION TO SEAFARERS
STATUTE 1999-2022**



**BILL 3 AND FIRST SCHEDULE – MODEL
CONSTITUTION**

BUNBURY DIOCESAN MISSION TO SEAFARERS STATUTE 1999-2022

Be it enacted by the Bishop, Clergy and Laity of the
Diocese of Bunbury in Synod assembled:

1. Title

This Statute shall be known as “The Bunbury
Diocesan Mission to Seafarers Statute 1999-2022”.

2. Definitions

In this Statute and in the Constitution unless the
contrary intention appears:

Australian Council shall refer to the Australian
Council of the Mission to Seafarers.

Council shall refer to the Bishop-in-Council
constituted under the Bishop-in-Council Statute.

Trustees shall mean the Bunbury Diocesan Trustees
appointed under “The Bunbury Diocesan Trustees
Statute 1985”.

3. Incorporation of Mission to Seafarers as a Function of the Diocese

Part of the function of the corporation “Bunbury
Diocesan Trustees” shall be to conduct the work and
operation of the Mission to Seafarers at Bunbury,
Albany and such other places as is authorised by
Synod or the Bishop-in-Council. Such functions shall
be carried out by separate committees in the manner
hereinafter provided.

4. Relationship with the Australian Council of the Mission to Seafarers

- (a) The jurisdiction of the Diocesan Bishop is recognised by the Australian Council as having authority in all appointments in a diocese. The Australian Council also recognises that it could be helpful for a Liaison Bishop to be involved in the process of appointments and in the resolution of any difficult situations that may arise.
- (b) This Synod agrees not to amend the objects hereinafter set out without first obtaining the approval of the Executive of the Australian Council.
- (c) The Australian Council shall give guidance and support in the operation of existing centres.
- (d) The Australian Council will give guidance and support in the establishment of any new Centre.

5. Relationship with the Synod of the Diocese and other Churches

- (a) The work of the Mission to Seafarers is recognised by this Synod as a ministry that is to be encouraged within the life of this Diocese.
- (b) Application for any new Centre is to be made to the Trustees, who together with the Council shall give counsel and advice in any such establishment.
- (c) The establishment of any such Centre is to be

done with the support and encouragement of Parish, Diocese and Australian Council, so that such work is seen to be an arm of this Church.

- (d) Relationships with other churches are to be encouraged so that the work is known and seen to be ecumenical.

6. Relationship and Function of the Bishop

- (a) The Bishop of the Diocese shall be President of each Centre within the Diocese.
- (b) The Bishop of the Diocese shall be the visitor to each Centre.
- (c) The appointment and dismissal of Chaplains shall be made by the Bishop of the Diocese after consultation with the Committee of the Centre and the Liaison Bishop for the area.
- (d) The Chaplain shall have the same relationship to the Bishop and the Trustees as a Priest of the Diocese.

7. Formation and Constitution of each Centre

- (a) Amendments to the Constitution of a Centre
 - (i) Any amendments to the Constitution will be made by a resolution of a two-thirds majority at a General Meeting
 - a) Provided that the notice calling the meeting must specify at least fourteen days in advance of the

proposed amendment, and

b) Provided that the Bunbury Diocesan Trustees, the Bishop and the Executive of the Australian Council of the Mission to Seafarers approve. The Central office in London shall be advised of any such amendments.

(ii) The Amended Constitution shall form a Schedule of this Statute.

(b) Each Centre shall operate under the management of a separate committee and shall each operate by virtue of this Statute under a constitution.

(c) No new Centre will be established in this Diocese without the express consent of the Bishop, the Council, the Trustees and the Australian Council.

(d) A new Centre shall be governed by a committee and function and operate under the model constitution and this Statute shall govern the new Centre in the same way as the existing Centres.

(e) The functions and operation of the Bunbury Centre shall be carried out on the land contained in the first part of the first schedule hereto and at such other places as is authorised by the Trustees and the Council.

(f) The functions and operation of the Albany

Centre shall be carried out on the land contained in the second part of the First Schedule hereto and at such other places as is authorised by the Trustees and the Council.

8. **Objects**

- (a) The objects of each Centre are contained in the Constitution of the Centre, as set out in the Schedules to this Statute.
- (b) The objects shall not be altered except by an amending Statute of this Synod and the approval of the Executive of the Australian Council of the Mission to Seafarers.
- (c) The objects shall provide that nothing is undertaken for the private gain of any person and that all activities be of a non-profit nature, and provided that Mission to Seafarers Centres shall only distribute benefits or funds subject to Federal and State legislation.

9. **Employees**

Persons employed by the respective committees at each Centre shall be employees of the corporation “Bunbury Diocesan Trustees” acting under the direction of the local committee. This paragraph does not refer to the Chaplain.

10. **Dissolution**

- (a) A Centre may be dissolved after consultation with the Liaison Bishop of the Executive of the Australian Council of the Mission to Seafarers

when:

- (i) A General Meeting so recommends to the Bishop-in-Council, or
 - (ii) The Bishop-in-Council, after consultation with the Committee, makes a determination.
- (b) In the event of dissolution all assets of the said Centre shall be handed over to the Trustees. Such assets shall be used for the general purposes of the work of the Mission to Seafarers in Australia or for such other purposes as the Committee, Trustees of the Diocese and Executive of the Australian Council shall determine.
- (c) The Welfare Fund may be dissolved by the votes of at least two-thirds majority recorded at a Special Meeting called for such a purpose and thereupon the assets of the Welfare Fund shall be transferred to a fund, authority or institution to which tax deductible gifts can be made.
- (d) If the gift fund is wound up or if any endorsement of the organisation as a deductible gift recipient is revoked, any assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which tax deductible gifts can be made.

FIRST SCHEDULE

MODEL CONSTITUTION OF THE MISSION TO SEAFARERS, AUSTRALIA

Contents

1	Name.....	10
2	Definitions and Interpretation.....	10
3	Office.....	11
4	Objects.....	15
5	Income and Property.....	16
6	Accounts of receipts and expenditures.....	16
7	Banking and Finance.....	17
8	Financial Year.....	17
9	Auditor.....	17
10	Membership.....	18
11	Membership, Subscription and Fees.....	18
12	Liability of members.....	19
13	Members' rights and obligations.....	19
14	Termination of membership.....	19
15	Powers of the Centre.....	20
16	Constitution of the Committee.....	20
17	Appointment, remuneration, and dismissal of officers.....	20
18	Vacation of office.....	21
19	Payment made to a member.....	22
20	Functions of the Committee.....	23
21	Meeting of the Committee.....	23
22	Minutes of committee meetings.....	24
23	General Meetings.....	25
24	Votes.....	26
25	Postal or electronic ballots.....	26
26	Notice of General Meeting.....	27
27	Minutes of general meeting.....	27
28	Grievance Procedures.....	28
29	Disputes.....	29
30	Disciplining of members.....	31

31	Right of appeal of disciplined member	32
32	Register of members	33
33	Use of information on the Register of Members	34
34	Amendments to the Constitution	34
35	Seal of association	Error! Bookmark not defined.
36	Dissolution.....	34
37	Miscellaneous.....	35
38	Adoption	37

1 Name

Note. In the case of Queensland, the name of the [insert type of entity] is [insert entity's registered name].

Note. In the case of Newcastle, the name of the incorporated association is '*Mission to Seafarers Newcastle Inc.*'

Note. In the case of New South Wales, the name of the [insert type of entity] is [insert entity's registered name].

Note. In the case of Northern Territory, the name of the [insert type of entity] is [insert entity's registered name].

Note. In the case of Victoria, the name of the [insert type of entity] is [insert entity's registered name].

Note. In the case of Western Australia, the name of the [insert type of entity] is [insert entity's registered name].

Note. In the case of South Australia, the name of the [insert type of entity] is [insert entity's registered name].

2 Definitions and Interpretation

The Australian Council is the Australian Council of the Mission to Seafarers Incorporated.

The Mission to Seafarers (MtS) is the voluntary society of the Anglican Church responsible for ministry to seafarers in the name of Christ.

Central Office is the international headquarters of the Mission to Seafarers.

Centre means the relevant Mission to Seafarers centre.

Chaplain, means, where appropriate, the designated person, ordained or lay, with overall responsibility for the relevant Mission to Seafarers Centre.

Committee means that body who shall administer the affairs of the Centre, herein after referred to as the Committee.

Bishop means the Bishop of the relevant Diocese.

Liaison Bishop means a Bishop appointed by the Bishops of the Anglican Church of Australia.

Trustees means the Trustees of the Diocese of the relevant State.

Special general meeting means a general meeting of the association other than an annual general meeting.

Review or Audit of the financial report and financial statements means review or audit according to requirements of the Australian Charities and Not-for profits Commission.

Reviewer or Auditor means a person selected by the Committee according to the requirements of the Australian Charities and Not-for-profits Commission as suitable to carry out a review or audit of the end of year financial statements and accounts, if this is required.

3 Office

Note. In relation to the Albany Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

Lot 12, Princess Royal Drive, Port
Albany, WA, 6330

Note. In relation to the Bell Bay Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

14 Mobil Road, Bell Bay, TAS, 7253

Note. In relation to the Brisbane Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

2 Seafarers St., Fisherman Island,
Port of Brisbane, 4175

Note. In relation to the Bunbury Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

17/19 Victoria St, Bunbury, WA, 6230

Note. In relation to the Burnie Centre, the office of the Mission is to be at the following place or at any other

place the committee determines:

7 Anchor Avenue, Burnie, TAS, 7320

Note. In relation to the Dampier Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

6 The Esplanade, Dampier, WA, 6713

Note. In relation to the Darwin Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

[Insert Address of office of Darwin Centre]

Note. In relation to the Eden Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

St. John's Church Hall, 98 Calle Calle Street, Eden, 2551

Note. In relation to the Esperance Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

166 Dempster Street, Esperance, WA, 6450

Note. In relation to the Freemantle Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

Flying Angel Club, 76 Queen Victoria St, Fremantle

Note. In relation to the Geelong Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

The Seafarers' Centre, 7 The Esplanade, North Shore, Geelong, Victoria, 3214

Note. In relation to the Geraldton Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

272 Marine Terrace Geraldton, WA,

6530

Note. In relation to the Gladstone Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

Cnr Alf O'Rourke & Bryan Jordan
Drive, The Marina, Gladstone, Qld,
4680

Note. In relation to the Hastings Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

Corner Bayview Road, Long Island
Drive, Hastings, Victoria, 3915

Note. In relation to the Hobart Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

31 Morrison Street, Hobart Tasmania
7000

Note. In relation to the Melbourne Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

The Mission to Seafarers, 717
Flinders Street, Melbourne, Victoria
3005

Note. In relation to the Newcastle Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

96 Hannell Street, Wickham, NSW
2293

Note. In relation to the Newcastle Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

1 Anderson Wharf, Portland, VIC,
3305

Note. In relation to the Port Giles Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

15 Blanche Street, Edithburgh, SA,
5583

Note. In relation to the Port Hedland Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

Corner of Wilson and Wedge St, Port
Hedland, WA, 6721

Note. In relation to the Sydney Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

24 Hickson Rd, Millers Point, NSW,
2000

Note. In relation to the Port Kembla Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

[Insert Address of office of Port
Kembla Centre]

Note. In relation to the Port Lincoln Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

32 Washington Street, Port Lincoln,
SA, 5606

Note. In relation to the Port Pirie Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

37 Florence Street, Port Pirie, SA,
5540

Note. In relation to the Thevenard Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

49 Poynton St, Ceduna, SA, 5690

Note. In relation to the Townsville Centre, the office of the Mission is to be at the following place or at any other place the committee determines:

Berth 9, Port of Townsville,
Queensland, 4810

4 Objects

The objects of the Mission are to:

- a) meet the spiritual, moral and physical needs of seafarers of all races and creeds visiting the ports. In fulfilling this object, the Mission will use means consistent with the principles and received practices of the Anglican Church in the Diocese and with the constitution of The Australian Council.
- b) assist any seafarer who is in need or in distress.
- c) contribute to and uphold the work of The Australian Council.
- d) maintain links with the Central Office, as part of the world-wide family of The Mission to Seafarers.
- e) where possible, work collaboratively with other denominations and organisations in serving the needs of the seafarer.
- f) provide a place of safety and rest, relaxation and comfort to visiting seafarers, where possible.
- g) make known within the local Parish, Diocese and Christian community the work of The Mission to Seafarers in Australia and overseas and to seek support and resources for such work.
- h) raise awareness within the local community of the needs of seafarers and the work of the Mission.
- i) furnish a report of the activities of the relevant Centre to the Diocesan Bishop, the Liaison Bishop, the Central Office and the Australian Council as required.

Note. In the case of Centres that are located in Queensland, outline the objects for the association stated in the application for incorporation of the association.

Note. In the case of Centres that are located in Northern Territory, outline the method of altering the objects or purposes of the association.

5 Income and Property

- 5.1 The income and property of the Centre are to be applied solely towards the promotion of the objects and purposes of the Mission to Seafarers.
- 5.2 No portion of the income or property of the Centre is to be paid or transferred directly to any member of the Centre unless the payment or transfer is made in accordance with this rule.
- 5.3 The Centre may pay a person or member of the Centre as bona fide compensation for services rendered or expenses incurred on behalf of the Centre.

6 Accounts of receipts and expenditures

- 6.1 The Committee shall cause true and separate accounts to be kept of the following:
 - a) each receipt or payment of money by or for the Centre and the matter in respect of which the money was received or paid;
 - b) each asset, credit, and liability of the Centre.
- 6.2 All disbursements shall be authorised by any two members of the Committee from four (4) of its members that are designated by the Committee or other representatives authorised from time to time for that purpose.
- 6.3 Without excluding the operation of rule 6.2, the authorisation of expenditures may be provided by a person or persons appointed by the Committee for that purpose.
- 6.4 The accounts, books, and records shall be kept at the Centre's principal office or at such other place as the Committee may determine.

7 Banking and Finance

- 7.1 On behalf of the Centre, the treasurer or the designated person of the Centre is to –
- a. receive any money paid to the Centre; and
 - b. as soon as practical after receiving the money, issue an official receipt in respect of the money; and
 - c. cause the money to be paid into the account opened under rule 7.2 as soon as practicable after it is received.
- 7.2 The committee is to open with an authorized deposit-taking institution an account in the name of the Centre, in which the funds of the Centre shall be banked.
- 7.3 A cheque is not to be drawn on the Centre's account, and an account is not to be electronically transferred from the Centre's account to another account at an authorized deposit-taking institution, except for the purpose of making a payment that has been authorized by the committee.

8 Financial Year

The financial year of the Centre shall be [INSERT the relevant dates], with proper financial statements being drawn up for the period ending on that date.

9 Auditor

Note. This Rule applies in relation to Centres that are located in South Australia.

- 9.1 At each annual general meeting, the members of the Centre present at the meeting are to appoint a person as the auditor of the Centre, if an audit of the Centre's financial statements is required for that year.

- 9.2 [INSERT the duration period that the auditor is to hold office for and whether or not they are eligible for reappointment.]
- 9.3 [INSERT: outline the procedure for appointing an auditor if a casual vacancy occurs in the office of auditor and an audit of the Centre's financial statements is required for that year.]

10 Membership

- 10.1 Subject to clause 10.2 below, membership is open to all natural persons, who subscribe to the Objects of the Mission and agrees to be bound by the terms of this Constitution and who is accepted as a member by a resolution of the Committee. Applications are made using a form approved by the Committee.
- 10.2 In addition to the above, members must satisfy the following specified requirements:
- (a) [INSERT any other specified local or Diocesan requirements such as safe ministry checks, codes of conduct, police check]

Note. In relation to Centres that are located in Western Australia, [include a provision outlining when membership commences and when it ceases].

11 Membership, Subscription and Fees

- (a) The membership fee for ordinary members is
- (i) [Insert \$Amount] (\$Amount) per annum or an amount decided by the members from time to time at a general meeting, and
 - (ii) payable when, and in the manner, the committee decides.
- (b) No membership fee is payable by life members.
- Note.** In respect of Centres that are located in New South Wales, Victoria, and Western Australia [Include the register of the entrance fees, subscriptions and

other amounts (if any) to be paid by the Centre's members.]

12 Liability of members should the centre be wound up

12.1 Any right, privilege or obligation of a person as a member of the Centre –

- (1) is not capable of being transferred to another person; and
- (2) terminates when the person ceases to be a member of the Centre.

Note. In respect of the New South Wales, [INSERT: a provision outlining whether or not upon the winding up of the Centre, previous or current members are liable to contribute:

- (3) to the assets of the Centre for payment of the liabilities of the Centre;
- (4) for the costs, charges and expenses of the winding-up;
- (5) for the adjustment of the rights of the contributors among themselves.]

13 Members' rights and obligations

Note. In relation to Centres that are located in Victoria [Insert a provision in relation to the rights and obligations of members].

14 Termination of membership

14.1 Individual membership of the Centre will terminate upon –

- (1) the Secretary receiving from a Member a letter of resignation;
- (2) a Member being expelled or suspended in accordance with this Constitution;
- (3) the death of a Member.

Note. This Rule applies in relation to Centres that are

located in Victoria.

15 Powers of the Centre [note: subject to diocesan regulations]

15.1 The Centre has the powers of an individual.

15.2 The Centre may, subject to the applicable laws and diocesan regulations, for example

- (1) enter into contracts,
- (2) acquire, hold, deal with and dispose of property,
- (3) make charges for services and facilities it supplies, and
- (4) do other things necessary or convenient to be done in carrying out its affairs.

Note. In respect of Centres in South Australia [Insert a provision in relation to the powers of the Centre and by whom and in what manner they may be exercised, including any limitations on the powers of the Centre.]

16 Constitution of the Committee

The Committee shall consist of:

- (c) The Bishop, who shall be the President and shall chair meetings when present;
- (d) The Chairperson;
- (e) The Chaplain;
- (f) Elected Members; where practicable, there shall be no fewer than four and not more than ten members, who comprise the 'Elected Members' at the Annual General Meeting;
- (g) The Secretary and the Treasurer; and
- (h) One representative member from each Auxiliary body of helpers that is recognised by the Committee.

17 Appointment, remuneration, and dismissal of officers

- 17.1 The Bishop appoints the Chairperson, after consultation with the Committee, for a term of 3 years. The person may not hold the office for more than two consecutive terms.
- 17.2 The appointment and dismissal of the Chaplain shall be made by the local Diocesan Bishop after consultation with the Committee in accordance with the Ordinances of the Diocese and the Australian Council shall be informed of the appointment or dismissal. The Bishop shall ensure pastoral support of the chaplain.
- 17.3 Where the Chaplain is not ordained, the Bishop may appoint an ordained person to support the ministry of the Chaplain.
- 17.4 The Committee may appoint, remunerate and dismiss other persons as it may consider necessary.
- 17.5 The Secretary and Treasurer shall be appointed by the committee, and may be appointed from outside the committee.

Note. Rule 17.5 applies in relation to Centres in Victoria.

- 17.6 A nomination of a candidate for election as an officer of the Mission, or as an ordinary committee member, is to be made in writing, signed by 2 members of the Mission and accompanied by the written consent of the candidate.

Note. In respect of New South Wales, [Insert a provision in relation to (a) the terms of office of the committee members, and (b) the maximum number of consecutive terms of office of any office-bearers on the committee.]

18 Vacation of office

- 18.1 For the purpose of these rules, the office of an officer of the Centre, or of a committee member, becomes casually vacant if the officer or committee member –

- (1) dies; or
- (2) 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; or
- (3) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
- (4) resigns office in writing addressed to the committee; or
- (5) ceases to be ordinarily resident in the relevant State of the Centre; or
- (6) ceases to be a member of the Centre.

Note. In respect of New South Wales, Victoria, and Western Australia, [Insert a provision in relation to the filling of casual vacancies within the committee.]

Note. In respect of Victoria, [Insert a provision outlining a procedure for the removal of a secretary of the Centre.]

19 Payment made to a member

Note. In the case of Western Australia, [Insert a provision outlining when a payment may be made to a member out of the funds of the Centre.]

19.1 A payment to a member out of the funds of the Centre is authorised if it is —

- (1) the payment in good faith to the member as reasonable remuneration for any services provided to the Centre, or for goods supplied to the Centre, in the ordinary course of business; or
- (2) the payment of interest, on money borrowed by the Centre from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or

- (3) the payment of reasonable rent to the member for premises leased by the member to the Centre; or
- (4) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Centre.]

20 Functions of the Committee

The Committee shall administer the affairs and property of the Mission, except as otherwise provided in or under this constitution, by:

- (a) dealing with the business of the Mission in ensuring that the objects are carried out, and
- (b) ensuring that the fabric and maintenance of any building or equipment is maintained, and
- (c) being responsible for the financial management of the Mission, and
- (d) being responsible for the ordering of the Annual General Meeting and the election of the Committee.
- (e) ensuring any real property acquired by the committee shall be held in the name of the legal entity of the relevant Centre as the Trustees of the Centre;
- (f) having the authority to create a membership of the Centre;
- (g) having the power to appoint sub-committees as it may think expedient for carrying out its business;
- (h) making available each year to the Diocesan synod and The Australian Council a copy of the financial reports;
- (i) establishing a set of Standing Orders for the conducting of its own business.

21 Meeting of the Committee

Note. In relation to the Northern Territory [Insert a provision outlining how often the committee should meet and whether or not it will meet at any place and time the committee determines.]

Note. In relation to New South Wales, Victoria, and Western Australia [Insert a provision outlining the quorum to be present at a committee meeting and the process to be followed if a quorum is not present within a specified period after the commencement of the meeting e.g. the meeting is to be adjourned to the same time and place on the following week.]

22 Minutes of committee meetings

Note. This Rule applies in relation to Centres that are located in Victoria and Western Australia.

22.1 The committee must ensure that minutes are taken and kept of each committee meeting.

22.2 The minutes must record the following —

- (1) the names of the committee members present at the meeting;
- (2) the name of any person attending the meeting under rule 20;
- (3) the business considered at the meeting;
- (4) any motion on which a vote is taken at the meeting and the result of the vote.

22.3 The minutes of a committee meeting must be entered in the Centre's minute book within 30 days after the meeting is held.

22.4 The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —

- (1) the chairperson of the meeting; or
- (2) the chairperson of the next committee meeting.

22.5 When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —

- (1) the meeting to which the minutes relate was duly convened and held; and
- (2) the matters recorded as having taken place at the meeting took place as recorded; and
- (3) any appointment purportedly made at the meeting was validly made.

Note. In relation to Centres that are located in Victoria, [include a provision outlining the procedure for members to access minutes of the committee meetings.]

23 General Meetings

23.1 All persons created members under rule 9 may attend and vote at general meetings. Fourteen days' notice of any general meeting including annual general meetings shall be sent to such persons. The non-receipt of a notice by any member shall not invalidate proceedings at any such meeting.

Note. In relation to Centres that are located in New South Wales, Victoria, and Western Australia [include a rule outlining the interval between general meetings].

Note. In relation to Centres that are located in Western Australia, [include a rule outlining that not less than X per cent of Members may at any time require that a general meeting of the incorporated association be convened.]

23.2 The quorum for such General Meetings shall be five members.

23.3 An Annual General Meeting shall be held every year at which:

- (1) A report shall be made by the Chaplain,
- (2) reports may be made by the, President, Chairperson, and any other recognised working body within the Mission,
- (3) the Treasurer shall present a financial statement.

- (4) The Treasurer shall present a budget for the following year,
- (5) the Committee is elected,
- (6) Any requirements for audit or review of the financial report and statements are decided. If necessary, a Reviewer or Auditor is elected, and
- (7) any other business of which notice has been duly given.

23.4 Special General Meetings may be called by:

- (1) the Committee; or
- (2) the Bishop; or
- (3)
- (4) Not less than fifteen per cent of the Members by requisition in writing to the Committee, stating the business to be conducted at the meeting.

24 Votes

Note. The following Rules apply in relation to Centres that are located in Western Australia.

- 24.1 [INSERT: a provision outlining how many votes each member of the Centre has in relation to a question arising at a general meeting.]
- 24.2 [INSERT: a provision outlining whether or not members are to provide vote(s) personally, or whether a proxy can be used, and if so what process should be followed for the use of proxies.]
- 24.3 [INSERT: a provision outlining the process for overcoming an equality of votes i.e. does the chairperson or a specific officer have a second or casting vote.]

25 Postal or electronic ballots

Note. This Rule applies in relation to Centres that are located in New South Wales.

- 25.1 The association may hold a postal or electronic ballot (as the committee determines) to determine

any issue or proposal (other than an appeal under clause 12).

- 25.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

26 Notice of General Meeting

Note. This Rule applies in relation to Centres located in New South Wales, Victoria, and Western Australia.

- 26.1 A notice is to specify:

- (1) the place, day and time at which the meeting is to be held;
- (2) the purpose of the meeting; and
- (3) the nature of the business that is to be transacted at the meeting.

- 26.2 A notice is published for the purposes of sub-rule (1) if the notice – [INSERT: outline the places where notices can be published or to whom notices can be served on and by what means.]

- 26.3 The non-receipt of a notice by any member shall not invalidate proceedings at any such meeting.

26.4 Meetings by technology

The Committee may hold meeting, or permit a committee member to take part and vote in its meetings, by using any technology that reasonably allows the member to hear, take part in and vote on discussions as they happen.

27 Minutes of general meeting

- 27.1 The Committee must ensure that minutes are taken and kept of each general meeting.

- 27.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

Note. In relation to Centres that are located in Victoria, the Secretary must subject to these Rules, provide members with access to the register of members, the minutes of general meetings and other

books and documents.

28 Grievance Procedures

Note. This Rule applies in respect of Centres in Victoria, New South Wales, Western Australia, and Northern Territory.

28.1 Application

- (1) The grievance procedure set out in this Division applies to disputes between—
 - (a) a member and another member;
 - (b) a member and the Committee;
 - (c) a member and the Centre.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28.2 Parties must attempt to resolve the dispute
The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

28.3 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—

- (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Centre—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Committee may be a member or former member of the Centre but in any case, must not be a person who—
- (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

28.4 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
- (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

28.5 Failure to resolve dispute by mediation

- (1) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

29 Disputes

29.1 This rule applies to disputes between

- (1) one member and another

- (2) a member and the Committee
- 29.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 29.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- 29.4 The mediator must be-
- (1) a person chosen by agreement between the parties; or
 - (2) in the absence of an agreement –
 - (a) for a dispute between a member and another member – a person appointed by the Committee; or
 - (b) for a dispute between a member and the Committee – a person who is an independent mediator.
- 29.5 A member of the Centre can be a mediator.
- 29.6 The mediator cannot be a party to the dispute.
- 29.7 The parties in the dispute must, in good faith, attempt to settle the dispute.
- 29.8 The mediator in conducting the mediation, must
- (1) allow due consideration by all parties of any written statement submitted by any party, and
 - (2) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 29.9 The mediator must not determine the dispute.
- 29.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute either by arbitration or otherwise at law.
- (1) If the dispute is to be referred to arbitration, then within 28 days of the date that agreement is reached between the parties to refer the dispute

- to arbitration, the parties shall agree upon an arbitrator.
- (2) If the parties fail to agree on an arbitrator within the prescribed period, the arbitrator shall be nominated by the Chairperson of the Local Chapter of the Institute of Arbitrators and Mediators Australia.
 - (3) The determination of the arbitrator shall be final and binding on the parties.

30 Disciplining of members

30.1 A complaint may be made to the committee by any person that a member of the Centre

- (1) has refused or neglected to comply with a provision or provisions of this constitution, or
- (2) has wilfully acted in a manner prejudicial to the interests of the Centre.

30.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

30.3 If the committee decides to deal with the complaint, it must

- (1) cause notice of the complaint to be served on the member concerned,
- (2) give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (3) take into consideration any submissions made by the member in connection with the complaint.

30.4 The committee may, by resolution, expel the member from the Centre or suspend the member from membership of the Centre if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and

the expulsion or suspension is warranted in the circumstances.

- 30.5 If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action, and of the member's right of appeal under rule 26.
- 30.6 The expulsion or suspension does not take effect
- (1) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (2) if within that period the member exercises the right of appeal, unless and until the Centre confirms the resolution under rule 26.4, whichever is the later.

Note. This Rule applies in relation to Centres that are located in New South Wales and Victoria.

31 Right of appeal of disciplined member

- 31.1 A member may appeal to the Centre in general meeting against a resolution of the committee under rule 20, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 31.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 31.3 On receipt of a notice from a member, the secretary must notify the committee, which is to convene a general meeting of the Centre to be held within twenty-eight (28) days after the date on which the secretary received the notice.
- 31.4 At a general meeting of the Centre convened under sub-rule 22

- (1) no business other than the question of the appeal is to be transacted,
- (2) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (3) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

31.5 The appeal is to be determined by a simple majority of votes cast by members of the Centre.

Note. This Rule applies in relation to Centres that are locate in New South Wales, and Victoria.

32 Register of members

32.1 Register

- (1) The committee must keep a register of members of the Centre in New South Wales, and Western Australia at the relevant Centres' official address.
- (2) The register must include the following particulars for each member:
 - (a) the full name,
 - (b) the postal or residential address and other suitable contact details,
 - (c) the date of admission,
 - (d) the date of death of the member, resignation or termination of membership, and
 - (e) any other particulars the committee or the members at a general meeting decide.

32.2 Subject to sub-rule 27.3 the register must be open for inspection by members of the Centre at all reasonable times.

32.3 The committee may, on the application of a member of the Centre, withhold any information about the member (other than the member's full name) from the register if the committee has reasonable grounds

for believing the disclosure of the information would put the member at risk of harm.

33 Use of information on the Register of Members

33.1 Unless approved by the committee, a member of the mission must neither

- (1) use information obtained from the register of members of the mission to contact, or send material to, another member of the mission for the purpose of advertising for political, religious, charitable or commercial purposes without that member's permission,
- (2) nor disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Centre for the purpose of advertising for political, religious, charitable or commercial purposes.

34 Amendments to the Constitution

Note. This Rule applies in relation to Centres that are located in Victoria, Western Australia, South Australia, and the Northern Territory.

Any amendments to this Constitution will be made by a resolution of a two-thirds majority at an Annual General Meeting, or a Special General Meeting provided that the notice calling the meeting must specify at least 14 days in advance details of the proposed amendment, and provided that the Bishop, and The Australian Council approve.

35 Dissolution

Note. This Rule applies in relation to Centres that are located in New South Wales, Victoria, and Western Australia.

35.1 The Mission may be dissolved after consultation the Australian Council when:

- a) a General Meeting so recommends to the Bishop-in-Council or its equivalent body,
- or
- b) the Bishop-in-Council or its equivalent body, after consultation with the Committee, makes a determination.

35.2 Distribution of surplus assets

[**Note:** this Rule applies to the distribution of assets upon winding-up or revocation of endorsement as Deductible Gift Recipient]

- (1) If the association is wound up or if the endorsement (if any) of the association as a Deductible Gift Recipient for the operation of a gift fund is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to the Diocesan Trustees or a fund, authority or institution which benefits seafarers to which income tax deductible gifts can be made.
- (2) The surplus assets must not be distributed among the members of the association.

36 Miscellaneous

Note. This Rule applies in relation to Centres that are located in New South Wales and Victoria.

36.1 Source of Funds

- (1) The funds of the Centre may be derived from donations, membership fees, and the Centre's activities, and, subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank

or other authorised deposit-taking institution account.

- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

36.2 Custody of books etc

Note. This Rule applies in relation to Centres that are located in New South Wales, Victoria, and Western Australia.

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in the same state as the applicable Centre:
 - (a) at the main premises of the association, in the custody of a nominated member of the Centre (as the committee determines), or
 - (b) if the association has no premises, at the association's official address, in the custody of a nominated member of the Centre (as the committee determines).

36.3 Inspection of books etc

Note. This Rule applies in relation to Centres that are located in New South Wales, Victoria, and Western Australia.

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

37 Adoption

This Constitution as amended is adopted following a resolution of the Annual General Meeting [Insert date].

Original Signed By:

Chairperson for the Mission to Seafarers Australia, New South Wales

Chairperson for the Mission to Seafarers Australia, Victoria

Chairperson for the Mission to Seafarers Australia, Western Australia

Chairperson for the Mission to Seafarers Australia, Northern Territory

Chairperson for the Mission to Seafarers Australia, Tasmania

Chairperson for the Mission to Seafarers Australia, Queensland

Chairperson for the Mission to Seafarers Australia, South Australia

The Australian Council of the Mission to Seafarers Inc

Part 1

ALBANY MISSION TO SEAFARERS CENTRE

Lease from Port Authority renewable every twenty years from 1986

(Peppercorn rent)

Part 2

BUNBURY MISSION TO SEAFARERS CENTRE

Lot 5 on Diagram 34335

