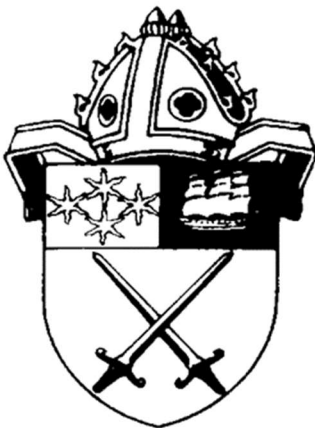


**BUNBURY DIOCESAN MISSION TO SEAFARERS  
STATUTE 1999-2022**



**SECOND SCHEDULE  
MTS ALBANY**

**CONSTITUTION OF THE  
MISSION TO SEAFARERS, ALBANY, WESTERN  
AUSTRALIA**

**SECOND SCHEDULE**

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## 1 Name

The name of the entity is Mission to Seafarers (Albany Branch) (ABN 68 554 974 746).

## 2 Definitions and Interpretation

**Bishop** means the Bishop of the Diocese of Bunbury.  
**Central Office** is the international headquarters of the Mission to Seafarers.

**Centre** means the Mission to Seafarers (ABN 68 554 974 746) located in Albany, Western Australia.

**Chair**, shall refer to the person appointed by the Bishop of Bunbury to chair all Committee meetings and General meetings of volunteers at this Centre.

**Chaplain**, means, where appropriate, the designated person or persons appointed by the bishop, 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.

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

**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.

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

**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.

**Trustees** means the Bunbury Diocesan Trustees.

### **3 Office**

The office of the Mission to Seafarers, Albany, Western Australia is to be at the following place or at any other place the committee determines:

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

### **4 Objects**

The objects of the Centre 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 Centre 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 Centre to the Diocesan Bishop, the Liaison Bishop, the Central Office and The Australian Council as required.

## **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 Centre.
- 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 1 January to 31 December of the same year, with proper financial statements being drawn up for the period ending on that date.

## **9 Auditor**

- 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.

## **10 Membership**

- 10.1 Subject to clause 10.2 below, membership is open to all natural persons, who subscribe to the objects of the Centre and agree 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:
- (1) Compliance with the Diocese of Bunbury Safe Ministry requirements in force at any given time.
- 10.3 Subject to clauses 13 and 28 below, Membership shall commence and cease at a date determined by the Committee.

## **11 Membership, Subscription and Fees**

- (a) There are no membership fees, entrance fees, subscription fees or other amounts payable by ordinary 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.

## **13 Termination of membership**

- 13.1 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; or
- (3) the death of a Member.

## **14 Powers of the Centre**

14.1 The Centre has the powers of an individual.

14.2 The Centre may, subject to the laws and regulations of the Diocese of Bunbury:

- (1) enter into contracts with the express written permission of the Trustees,
- (2) acquire, hold, deal with and dispose of property with the express written permission of the Trustees,
- (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.

## **15 Constitution of the Committee**

The Committee shall consist of:

- (a) The Bishop, who shall be the President and shall chair meetings when present;
- (b) The Chairperson;
- (c) The Chaplain(s);
- (d) 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;
- (e) The Secretary and the Treasurer; and
- (f) One representative member from each auxiliary body of helpers that is recognised by the Committee.

## **16 Appointment, remuneration, and dismissal of officers**

- 16.1 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.
- 16.2 The appointment and dismissal of the Chaplain shall be made by the Bishop of Bunbury after consultation with the Committee in accordance with the Statutes of the Diocese of Bunbury and the Australian Council shall be informed of the appointment or dismissal. The Bishop shall ensure pastoral support of the chaplain.
- 16.3 Where the Chaplain is not ordained, the Bishop may appoint an ordained person to support the ministry of the Chaplain.
- 16.4 The Committee may appoint, remunerate and dismiss other persons as it may consider necessary with express permission of the Trustees.
- 16.5 A nomination of a candidate for election as an officer of the Centre, or as an ordinary Committee member, is to be made in writing, signed by 2 members of the Centre and accompanied by the written consent of the candidate.

## **17 Vacation of office**

- 17.1 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.

## **18 Payment made to a member**

18.1 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 reimbursement of reasonable expenses properly incurred by the member on behalf of the Centre.

## **19 Functions of the Committee**

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

- (g) dealing with the business of the Centre in ensuring that the objects are carried out, and
- (h) ensuring that the fabric and maintenance of any building or equipment is maintained, and
- (i) being responsible for the financial management of the Centre, and
- (j) being responsible for the ordering of the Annual General Meeting and the election of the Committee.
- (k) ensuring any real property acquired by the Committee shall be held in the name of the legal entity of the Centre;

- (l) having the authority to create a membership of the Centre;
- (m) having the power to appoint sub-committees as it may think expedient for carrying out its business;
- (n) making available each year to the Diocesan synod and The Australian Council a copy of the financial reports; and
- (o) establishing a set of Standing Orders for the conducting of its own business.

## **20 Meeting of the Committee**

A quorum for a meeting of the Committee shall be not less than 51% of Committee members, failing which the meeting shall be adjourned to the same time and place on the following week.

## **21 Minutes of Committee Meetings**

- 21.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 21.2 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; and
  - (4) any motion on which a vote is taken at the meeting and the result of the vote.
- 21.3 The minutes of a Committee meeting must be entered in the Centre's minute book within 30 days after the meeting is held.
- 21.4 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.

- 21.5 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.

## **22 General Meetings**

- 22.1 All persons created members under rule 10 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.
- 22.2 There shall be a minimum period of 30 days between General Meetings.
- 22.3 Upon agreement by not less than 15 per cent of members, such members may at any time require that a general meeting of the Centre be convened.
- 22.4 The quorum for such General Meetings shall be five members.
- 22.5 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.

22.6 Special General Meetings may be called by:

- (1) the Committee; or
- (2) the Bishop; or
- (3) Chaplain
- (4) Not less than 51% per cent of the Members by requisition in writing to the Committee, stating the business to be conducted at the meeting.

## **23 Votes**

23.1 Each member of the Centre shall have one vote in relation to a question arising at a general meeting.

23.2 Proxy voting may not be used, and each member voting must be personally present in the meeting.

23.3 In the event of an equality of votes, the chairperson shall have a second or casting vote.

## **24 Notice of General Meeting**

24.1 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.

24.2 A notice is published for the purposes of sub-rule (1) if the notice is published on the main door of the Seafarers Centre.

24.3 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 meetings, or permit Committee members 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.

## **25 Minutes of general meeting**

- 25.1 The Committee must ensure that minutes are taken and kept of each general meeting.
- 25.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

## **26 Grievance Procedures**

### **26.1 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.

- 26.2 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.

### **26.3 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
  - (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.

#### 26.4 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.

#### 26.5 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.

## 27 Disputes

### 27.1 This rule applies to disputes between

- (1) one member and another



- (2) a member and the Committee
- 27.2 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.
- 27.3 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.
- 27.4 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.
- 27.5 A member of the Centre can be a mediator.
- 27.6 The mediator cannot be a party to the dispute.
- 27.7 The parties in the dispute must, in good faith, attempt to settle the dispute.
- 27.8 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.
- 27.9 The mediator must not determine the dispute.
- 27.10 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.

## **28 Disciplining of members**

28.1 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.

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

28.3 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.

28.4 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.

- 28.5 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.
- 28.6 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.

## **29 Right of appeal of disciplined member**

- 29.1 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.
- 29.2 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.
- 29.3 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.
- 29.4 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.

### **30 Register of members**

#### **30.1 Register**

- (1) The Committee must keep a register of members of the Centre 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.

30.2 Subject to sub-rule 30.3 the register must be open for inspection by members of the Centre at all reasonable times.

30.3 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.

### **31 Use of information on the Register of Members**

31.1 Unless approved by the Committee, a member of the Centre must neither:

- (1) use information obtained from the register of members of the Centre to contact, or send material to, another member of the Centre 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.

### **32 Amendments to the Constitution**

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 of the proposed amendments.

### **33 Dissolution**

- 33.1 The Centre may be dissolved after consultation with 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.
- 33.2 Distribution of surplus assets
  - (1) If the Centre is wound up or if the endorsement (if any) of the Centre 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 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 Centre.

### **34 Miscellaneous**

#### **34.1 Custody of books etc**

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

#### **34.2 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Centre at any reasonable hour:
  - (a) records, books and other financial documents of the Centre,
  - (b) this constitution,
  - (c) minutes of all Committee meetings and general meetings of the Centre.
- (2) A member of the Centre 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 Centre to inspect or obtain a copy of records of the Centre that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Centre.

### **35 Adoption**

This Constitution as amended is adopted following a resolution of the Annual General Meeting on 21<sup>st</sup> July 2022.

*Original Signed By:*

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*Bishop of Bunbury*

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*Chairperson for the Mission to Seafarers Australia, Albany, Western Australia*

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*The Australian Council of the Mission to Seafarers Inc*

