

AWAKENING HEARTS & HEALING ASSOCIATION



CONSTITUTION

This is the annexure marked 'A' referred to in the statutory declaration of

.....
(name of person making declaration)

made on theday of.....20.....

Before me (Justice of the Peace signature).....

Rules of Incorporation

1. Name

The name of the association shall be the:-

AWAKENING HEARTS & HEALING ASSOCIATION INC.

(referred to herein as 'the association')

2. Definitions

In these Rules, unless the contrary intention appears:

Steering Committee – refers to the group of people sharing a common interest to establish a formal structure with aims and objectives of common interest.

“committee” means the committee of management of the association.

“Executive Committee” means the Members who are office bearer's on the Committee of Management.

“general meeting” means a general meeting of members of the association convened in accordance with these rules.

“member” means a member of the association.

“the Act” means the Associations Incorporation Act 1985.

“special resolution” means a special resolution defined in the Act.

“month” shall mean a calendar month.

“Financial Year” means the year ending on 30th June.

“Person” means a natural person, a Company legally registered, a Firm legally registered as such, the legal personal representative of a Partnership, the legal personal representative of a deceased natural person or the trustee of any settlement or trust whether created into vivos or by will.

“The Regulations” means regulations under the Act.

“Voting Member” means a fully paid up member holding Foundation Membership of the association.

Unless the contrary intention appears - every word in the masculine gender shall be construed as including the female gender and every word in the singular shall be construed as including the plural and visa versa.

3. Objects of the association

The objects of the association shall be to:

- 3.1. provide counseling services that transform people's capacity for social improvement and spiritual enhancement.
- 3.2. facilitate the provision and transfer of relevant information to empower people to discover their full potential and self-worth.
- 3.3. work collaboratively to form alliances & partnership with like-minded organizations and groups.
- 3.4. provide advocacy, support research and fundraising activities that act to assist in improved spiritual health and wellbeing.

4. Powers of the Association

4.1. The association shall have all the powers conferred by Section 25 of the Act and the association shall work to:

- 4.1.1. raise greater public awareness of enhanced quality of life through social and spiritual healing.

- 4.1.2. promote and encourage an enhanced quality of life through self fulfillment and self-spiritual discovery.
- 4.1.3. gather and disseminate information relating to self improvement and social wellbeing for the benefit of the members.
- 4.1.4. co-operate with relevant authorities to provide information in all matters affecting community spiritual health and wellbeing and social improvement.
- 4.1.5. develop alliances with other community groups and organisations in order to enhance the understanding and benefits of individual spiritual health and wellbeing.
- 4.1.6. to encourage and support the provision of recreational and community amenities that enhance a sustainable health and wellbeing environment.
- 4.1.7. develop and implement comprehensive management plans for the provision of Retreats, Workshops, Seminars, Conferences and other events that act to enhance individual self improvement and improved community social wellbeing.

5. Membership

- 5.1. Membership is open to all individuals who accept the objects and rules of the association.
- 5.2. Individuals wishing to become members of the association shall apply, in writing, to the Executive Committee for membership to the association.
- 5.3. The Executive Committee shall at all times determine what type of membership shall be applied to each application and whether or not to accept an application for membership and the Executive Committee shall not be required to supply reasons for accepting or rejecting any such application for membership.

5.4. Types of Membership

5.4.1. There shall be five types of membership

- 5.4.1.1. Foundation Members,
- 5.4.1.2. Associate Members
- 5.4.1.3. Alliance Members
- 5.4.1.4. Corporate Members and
- 5.4.1.5. Honorary Members

5.5. **Foundation Members** shall be initially the members of the ‘steering committee’ which operated immediately prior to incorporation then from time to time any such other people as the Executive Committee may, on consideration of a formal application, admit to foundation membership.

5.5.1. Foundation members have full voting rights

5.6. **Associate Members** shall be any person who has an interest in, and loyalty to, the Objects of the Association

5.6.1. Associate members who have maintained membership for 2 (two) consecutive years may apply in writing to the Executive Committee for consideration to be admitted as Foundation Members.

5.6.2. Associate members do not have any voting rights.

5.7. **Alliance Members** shall be for representatives of any not for profit (NFP) organisation or group who shares in the aims and objectives of the association.

- 5.7.1. Alliance Members do not have voting rights.
- 5.8. **Corporate Members** shall be for representatives of any commercial enterprise who shares in the aims and objectives of the association
 - 5.8.1. Corporate Members do not have voting rights.
- 5.9. **Honorary Members** shall be any person admitted to the association at the discretion of the executive committee to fulfill a special and/or honorary role for the benefit of the association and its members.
 - 5.9.1. Honorary Members do not have voting rights.
- 5.10. **Subscriptions / Membership Charges**
 - 5.10.1. Members shall pay such membership fees as are determined from time to time by the Executive Committee by special resolution under the rules of the association.
 - 5.10.2. Membership fees shall fall due on the first day of each financial year of the association or such other period as is determined by the Executive Committee.
 - 5.10.3. The financial year of the association shall run from July 1 to June 30 the following year.
- 5.11. **Resignations**
 - 5.11.1. Membership shall cease upon resignation, death, expulsion, or failure to pay outstanding membership fees within 3(three) months of the due date.
 - 5.11.2. Any member wishing to resign must do so in writing directed to the Secretary of the Association
- 5.12. **Expulsion of Members**
 - 5.12.1. A member may be expelled from membership of the association (or otherwise disciplined) by the Executive Committee if in the opinion of the Executive Committee, after affording the member an opportunity to offer an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the association.
 - 5.12.2. A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the association.
- 5.13. **Register of Members**
 - 5.13.1. A register of members shall be kept by the association showing the name, address and date of commencement of membership for each member together with provision for noting the date of cessation of membership.

6. The Executive Committee

6.1. Powers & Duties

- 6.1.1. The association shall have its affairs controlled and managed under the direction of the office bearers of the Executive Committee.
- 6.1.2. The Executive Committee shall act in accordance with this constitution and any resolution passed by a general meeting of the association that complies with the constitution.

- 6.1.3. There shall be not less than six (6) and not more than nine (9) members of the Executive Committee.
- 6.1.4. Office bearers of the Executive Committee shall be a Chairperson, Deputy Chairperson, Secretary, Treasurer, Membership Secretary and Public Officer.
- 6.1.5. The Chairperson or, in the Chairperson's absence, the Deputy Chairperson shall act as chairperson at each general meeting and Executive Committee meeting of the association.
- 6.1.6. If the Chairperson and Deputy Chairperson are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.
- 6.1.7. The Secretary shall ensure that records of the business of the association including the rules, minutes of all general and Executive Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- 6.1.8. The Treasurer shall ensure that all money received by the association is paid into an account in the association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Executive Committee or by any such other means as may be determined from time to time by the executive Committee.
 - 6.1.8.1. Major or unusual expenditures shall be authorised in advance by the Executive Committee or a general meeting.
- 6.1.9. The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association.
 - 6.1.9.1. These records shall be held in the custody of the Treasurer but are to be made available for inspection by any financial member present at general meetings.
- 6.1.10. The Membership Secretary shall keep a register of all members, including membership applications and renewals.
 - 6.1.10.1. These records shall be held in the custody of the secretary but are to be made available for inspection by any financial member present at general meetings.
- 6.1.11. The Executive Committee may from time to time and at their discretion nominate a person to act as a media coordinator for the association.
 - 6.1.11.1. The duty of the Media Coordinator shall be to maintain liaison with the media, prepare and deliver such publicity as the Executive feels advisable and maintain good public relations for the Association.

6.2. **Casual vacancies.** For the purpose of these rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

- 6.2.1. dies or ceases to be a member of the association; or
- 6.2.2. becomes an insolvent under administration within the meaning of the Corporations Law; or
- 6.2.3. resigns office by notice in writing given to the secretary;
- 6.2.4. is removed from office under rule 5.11.1. or
- 6.2.5. becomes a mentally incapacitated person; or
- 6.2.6. is absent from Executive Committee meetings for three consecutive meetings

6.3. Election of Executive

- 6.3.1. With the exception of the first Executive Committee which shall be elected in accordance with Rule (6.3.2) , (6.3.3), (6.3.4) all Executive Committee members shall be elected at the Annual General Meeting
- 6.3.2. Immediately following incorporation the Public Officer shall call a meeting of the ‘Steering Committee’ and such members from this group who take up membership of the association shall at this meeting elect from their ranks the Office Bearers to form the first Executive Committee of the association.
- 6.3.3. All members elected to the first committee with the exception of the Chair, Secretary, Treasurer and the Membership Secretary shall serve for a term until the next annual general meeting where they shall vacate the positions held and may then be eligible for re – election.
- 6.3.4. The Chair, Secretary, Treasurer and the Membership Secretary elected on the first Executive Committee shall serve for a term until second Annual General Meeting where they shall vacate the positions held and may then be eligible for re – election.
- 6.3.5. Nominations of candidates for election as Office Bearers of the association must be:
 - 6.3.5.1. made in writing signed by two (2) members of the association and accompanied by the written consent of the candidate (which may be endorsed on the same form of the nomination); and
 - 6.3.5.2. must be delivered to the Secretary or Chairperson of the association before the election of the Executive.
- 6.3.6. If insufficient nominations are received to fill all places on the Executive Committee the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 6.3.7. If insufficient further nominations are received any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- 6.3.8. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 6.3.9. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6.3.10. The ballot for the election of Executive Committee members is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.
- 6.4. Notice of Executive Committee meetings shall be given at the previous Executive Committee meeting or by such other means as the Executive Committee may decide upon.
- 6.5. Additional meetings of the Executive Committee may be convened by the Chairperson or any two members of the Executive Committee.
- 6.6. The Executive shall have the power to co-opt members or other persons of the Association for specific purposes, but such co-opted members will not have the power to vote at Executive meeting.
- 6.7. The quorum for meetings of the Executive Committee shall be not less than four (4) of Executive Committee members elected at the previous annual general meeting.
- 6.8. If, within twenty (20) minutes of the time appointed for an Executive Committee meeting, a quorum is not present, the meeting shall be dissolved.

- 6.9. Questions arising at any meeting of the Executive Committee shall be decided by the majority of votes of those present.
- 6.10. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 6.11. Each member of the Executive Committee shall hold office from the date of their election or appointment until the second Annual General Meeting following their election giving consideration to the exceptions listed in Rule 6.2
- 6.12. Retiring Executive Committee members are eligible for re-election.
- 6.13. No members shall be eligible to hold the office of Chairperson, Secretary or Treasurer for more than three consecutive terms.
- 6.14. The Executive shall have the power to fill a vacancy on the Executive and the person so appointed shall hold office until the next General Meeting.
- 6.15. The Executive may appoint a Patron or Patrons.

6.16. **Role of Public Officer**

- 6.16.1. The Executive Committee shall ensure that a person is appointed as public officer.
- 6.16.2. The first Public Officer shall be the person who completed the application of incorporation of the association.
- 6.16.3. The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of Australia.
- 6.16.4. The Public Officer shall be deemed to have vacated their position in the following circumstances:-
 - 6.16.4.1. Death;
 - 6.16.4.2. resignation;
 - 6.16.4.3. removal by the Executive Committee or at a general meeting;
 - 6.16.4.4. bankruptcy or financial insolvency;
 - 6.16.4.5. mental illness or incapacity or;
 - 6.16.4.6. residency outside South Australia
- 6.16.5. When a vacancy occurs in the position of public officer the Executive Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new public officer.
- 6.16.6. The public officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:-
 - 6.16.6.1. appointment (within 14 days)
 - 6.16.6.2. a change of residential address (within 14 days)
 - 6.16.6.3. a change in the associations objects or rules (within one month)
 - 6.16.6.4. of the associations financial affairs (within one month after the annual general meeting)
 - 6.16.6.5. a change in the associations name (within one month)
- 6.16.7. The Public Officer may be an office bearer, Executive Committee member or any other person regarded as suitable for the position by the Executive Committee.
- 6.16.8. The Public Officer shall keep a register of Executive members of the committee which must:

- 6.16.8.1. contain the name and residential address of each Executive Committee member and the date on which they became a member of the Executive Committee.
- 6.16.8.2. be updated within one month of any change taking place, and
- 6.16.8.3. be made available for inspection by any person, at all reasonable hours and free of charge.

6.17. Disqualification of Committee Members

- 6.17.1. The association in general meeting may by resolution remove any member of the Executive Committee from the office of Executive Committee member before the expiration of the Executive Committee member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Executive Committee member so removed.
- 6.17.2. If a member of the Executive Committee to whom a proposed resolution referred to in clause (6.17.1) makes representations in writing within 14 days to the Secretary or Chairperson and request that the representations be notified to the members of the association, the Secretary or the Chairperson may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

7. Delegation by Executive Committee to sub-committee

- 7.1. The Executive Committee may form sub-committees of interested people to deal with special needs as and when such special needs may arise.
- 7.2. All sub-committees formed must include at least one member of the Executive Committee.
- 7.3. Sub-committees shall be responsible and accountable to the Executive Committee and shall report on their activities at each meeting of the Executive Committee.
- 7.4. Sub-committees shall not incur debt or make contracts without the prior formal approval of the Executive Committee.
- 7.5. The Executive Committee must provide each sub-committee with a clear statement of the sub-committee's functions and the limits of its powers.
- 7.6. The Executive Committee may, at its own discretion, continue to exercise any of the functions delegated to a sub-committee.
- 7.7. The Executive Committee may, at any time, dissolve a sub-committee.
A sub-committee may meet and adjourn as it thinks proper.

8. The Seal

- 8.1. The common seal of the association shall be kept in the custody of the public officer and shall only be affixed to a document with the approval of the Executive Committee.
- 8.2. The stamping of the common seal shall be witnessed by the signatures of two members of the Executive Committee.
- 8.3. The executive shall cause a register of use of the seal to be maintained and presented for inspection at all Executive Meetings.
- 8.4. The seal shall at all times be used in accordance to Section 26 [1] (a) and Section 63[5] of the ACT.

9. General Meetings

9.1. Annual General Meetings

- 9.1.1. In the case of the annual general meeting the following business shall be transacted:
 - 9.1.1.1. confirmation of the minutes of the last annual general meeting and any intervening special general meeting,
 - 9.1.1.2. receipt of the Executive Committee's report upon the activities of the association in the last financial year,
 - 9.1.1.3. election of members of the Executive Committee,
 - 9.1.1.4. receipt and consideration of a statement from the Executive Committee giving a true and fair view of the last financial year of the association's income and expenditure.
- 9.1.2. An annual general meeting of the association shall be held each year within two months of the end of the financial year of the association.
- 9.1.3. The quorum at an Annual General Meeting shall be nine (9) members.

- 9.2. **Special General Meetings** Special General Meetings of the Association shall be held at the request of six or more foundation members and such meetings will be held within 35 days of such request being formally lodged in writing with the chair or secretary of the Executive Committee

9.3. Notice of General Meetings

- 9.3.1. The Executive shall decide when ordinary general meetings of the Association shall be held and shall take reasonable steps to give at least seven days notice of such meetings to all members.
- 9.3.2. Written notice of general meetings shall be given to members either personally, by post, by advertisement in the public notice classifications of the local print media as determined appropriate by the executive committee or by various means of electronic communication as approved by the executive committee.
- 9.3.3. Members who have items of business they wish to be considered at a general meeting shall give written notice of such business to the secretary a full 14 days prior to the next meeting and the secretary shall include that business in the next notice calling the general meeting.

10. Proceedings at General Meetings

- 10.1. In the case of a general meeting the following business shall be transacted:
 - 10.1.1. The quorum at a General Meeting shall be (4) members.
 - 10.1.2. Confirmation of the minutes of the last general meeting.
 - 10.1.3. Proceed in accordance to the meeting agenda as prepared and distributed to members in notification of the meeting.

11. Voting at General Meetings

- 11.1. Only financial members of the Association may vote at General Meetings. However, the Executive retains the right to invite guests and observers to attend and address any meeting.

- 11.2. Voting at general meetings shall be by a show of hands unless a secret ballot on a specific motion is demanded by those in attendance.
- 11.3. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- 11.4. All votes shall be given personally and there shall be no voting by proxy.
- 11.5. In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.

12. Special and Ordinary Resolutions

- 12.1. A special resolution must be passed by a general meeting of the association to effect the following changes:
 - 12.1.1. a change of the associations name;
 - 12.1.2. a change of the associations rules;
 - 12.1.3. a change of the associations objects;
 - 12.1.4. an amalgamation with another incorporated association;
 - 12.1.5. to voluntarily wind up the association and distribute its property;
 - 12.1.6. to apply for registration as a company or a co-operative.
- 12.2. A special resolution shall be passed in the following manner:-
 - 12.2.1. a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - 12.2.2. the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting.
 - 12.2.3. a quorum must be present at the meeting; and at least three-quarters of the valid vote must be in favour of the resolution;
- 12.3. In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

13. Minutes

- 13.1. The secretary shall cause records to be kept in accordance with the directive of the Executive Committee and in compliance to the requirements of the Act.

14. Dispute Resolution

- 14.1. In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the Executive Committee, the following procedure shall apply.
- 14.2. Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- 14.3. Should the nominated representatives be unable to resolve the dispute within 28 days the dispute shall be referred to a person mutually agreed upon for mediation.
- 14.4. If the dispute is not resolved by the above procedures it shall be referred to a community justice centre for mediation in accordance with the *Associations Incorporated Act 1985*

15. Financial Reporting

- 15.1. The first financial Year of the Association shall be the period ending on the next 30 (thirty) June following incorporation and thereafter a period of 12 months commencing on the first (1) day of July and ending on the thirtieth (30) day of June of each year.
- 15.2. The association shall keep and retain all such accounting records as are necessary to correctly record and explain the financial transactions and financial status of the association in accordance with the Act.
- 15.3. At the Annual General Meeting the Treasurer or in his/her absence or any other Office Bearer nominated by the Executive Committee shall cause all accounts, together with the auditor's report on the accounts, the Chair's Statement and the Executive Committee's Report to be laid before members.
- 15.4. In accordance with the Act the Secretary or in his/her absence or any other Office Bearer nominated by the Executive Committee shall cause the Annual Return to be lodged with the Office of Business and Consumer Affairs within 6 (six) months after the end of the financial year.
- 15.5. The Annual Return shall include a copy of the accounts, the auditor's report, the Chair's Statement and the Committee's report.
- 15.6. At each Annual General Meeting the members shall appoint a person of suitable qualifications as Auditor of the Association.
- 15.7. If an appointment is not made at the Annual General Meeting the Executive Committee shall appoint an Auditor for the current financial year.
- 15.8. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

16. Funds Sources and Financial Management

- 16.1. The funds of the association shall be derived from the fees of members, donations, grants and such other sources approved by the association in general meetings, such other sources as the Executive Committee determines.
- 16.2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the associations bank account.
- 16.3. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 16.4. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Executive Committee determines.
- 16.5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments including electronic transfers must be signed by any 2 of 3 members nominated by the Executive.
- 16.6. Where funds are granted for special projects these funds are to be managed in separate accounts in the prescribed manner including any specific requirements related to grants and/or donors.
- 16.7. The income and property of the association shall be used only for promotion of the objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit.

- 16.8. The allocation of this registered organization of any funds or property to other organizations, persons or groups will be made in accordance with the established objectives of the registered organization and not be influenced by the expressed preference or interests of a particular donor to the registered organization.

17. Prohibition against securing profits for members

- 17.1. The income and capital of the association shall be applied exclusively to the promotion of the Associations objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

18. Winding Up

- 18.1. The Association shall be wound up in accordance with and in the manner as provided for in the Act.
- 18.2. The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association except to the amount of any unpaid membership fees.

19. Application of Surplus Assets

- 19.1. If after the winding up of the association there remain surplus assets as defined in the Act. Such surplus assets shall be distributed to any organisation that has similar objectives and has rules which prohibit the distribution of its assets and income to its members.

20. Rules

- 20.1. The rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by them.
- 20.2. These rules including the name of the association may be altered, rescinded or replaced by resolution of the members at a special general meeting held in compliance to the rules and conditions that apply to the association at the time that the special meeting is called.
- 20.3. Any variation or alteration of the rules under Rule 20.2 shall come into force at the time that the alteration is passed at the special general meeting.
- 20.4. The Secretary shall ensure that any alteration or variation to the rules shall be registered with the Office of Business and Consumer Affairs as required by the Act.
- 20.5. Any variation to the name of the Association does not come into force until registered by the Office of Business and Consumer Affairs

21. Miscellaneous

- 21.1. Except as otherwise provided for in these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.
- 21.2. The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

- 21.3. The association shall effect and maintain insurance as is required under the *Associations Incorporated Act 1985* together with any other insurance which may be required by law or regarded as necessary by the association.
- 21.4. In the event that the association should be wound up or have its incorporation cancelled any surplus property shall be distributed in accordance with the provisions of the *Associations Incorporated Act 1985*.
- 21.5. Service of documents on the association is affected by serving them on the public officer or by serving them personally on two members of the Executive Committee.
- 21.6. Notices sent by post shall be deemed to have been received within two full working days after the date of posting.
- 21.7. The income and property of the association shall be used only for promotion of the objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit.

