

SACRED HEART MISSION INCORPORATED

RULES OF ASSOCIATION

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PART 1 - PRELIMINARY

1. Name

The name of the Incorporated Association is Sacred Heart Mission Incorporated.

2. Purposes and Preamble

2.1. Preamble

- (a) Sacred Heart Mission has its origins in the welcoming response to those who came knocking on the door of the presbytery seeking food and shelter.
- (b) In 1982, a small team of committed staff gathered, and with the support of the parishioners of St Kilda West, took up the Gospel call of Jesus Christ: "for I was hungry and you gave me food; I was thirsty and you gave me drink; I was a stranger and you made me welcome; naked and you clothed me, sick and you visited me, in prison and you came to see me" Mt 25: verses 35-36.
- (c) Since that time, the Mission has continued to respond to the basic needs of those who seek assistance. Progressively, it has sought to provide services which also address the underlying causes of disadvantage and help people to live life to the full.
- (d) From its beginnings, Sacred Heart Mission has seen its work as living the story of Jesus' life and teachings in today's world. This work continues to be centred around St Kilda and is sustained by the deep pool of generosity and talent within the organisation and the broader community.
- (e) This Preamble is central to the philosophy of Sacred Heart Mission being the Catholic Church in action and is supported by the Parish of St Kilda West and Elwood.

2.2. Purpose

The purpose of the Association is:

To provide support, care and nurturing for the purposes of alleviating and preventing homelessness, poverty and social isolation in the City of Port Phillip and in other localities of need as required, regardless of race, creed, sex, or age, and in particular to:

- (a) provide support and care to people experiencing poverty, who are socially excluded, have physical or mental health concerns, homeless or at risk of homelessness, or drug and/or alcohol dependent;
- (b) provide health care, food, clothing and other material support to those in need;

- (c) provide shelter, either temporary or permanent, to those who are homeless or at risk of homelessness and/or socially isolated;
- (d) establish programs that provide a range of diverse services that achieve permanent outcomes for people and support their connection to their communities and contribution to society both socially and or economically; and
- (e) provide support and care within the framework of Catholic Social Teaching.

3. Financial year

The Financial year of the Association is each period of 12 months ending on 30 June in each year.

4. Interpretation

4.1. Definitions

In these Rules:

“Absolute majority” of the Board means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of the Board members present at the Board Meeting);

“Act” means the Associations Incorporation Reform Act 2012 of the State of Victoria and any regulations under the Act;

“Archbishop” means the Catholic Archbishop for the timebeing of the Archdiocese or the person duly administering the Archdiocese from time to time;

“Archdiocese” means the Roman Catholic Archdiocese of Melbourne;

“Association” means Sacred Heart Mission Incorporated;

“Board” means the committee having management of the business of the Association;

“Board Meeting” means a meeting of the Board held in accordance with these Rules;

“Board member” means a person appointed or elected to the Board;

“Chairperson” means the person appointed as chairperson of the Board pursuant to Rule 47;

“Delegate of the Episcopal Vicar” means the person appointed by the Episcopal Vicar as his delegate pursuant to Rule 48;

“Delegated Authorities” means authorities issued by the Board from time to time;

“Disciplinary appeal meeting” means a meeting of the Members of the Association convened under subrule 20.3;

“Disciplinary meeting” means a meeting of the Board convened for the purposes of Rule 19;

“Disciplinary subcommittee” means the subcommittee appointed under Rule 17;

“Episcopal Vicar Appointees” means those persons appointed to the Board under Rule 49;

“Episcopal Vicar” means the person for the time being occupying the position of the Episcopal Vicar for Social Welfare in the Archdiocese;

“Executive Members” means the Chairperson, Vice Chairperson and Secretary of the Association;

“Financial year” means the 12 month period specified in Rule 3;

“General Meeting” means a general meeting of Members convened in accordance with these Rules and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

“Government” means Local, State or Federal government of Australia;

“Member” means a Member of the Association;

“Member Appointees” means those persons elected to the Board under Rule 50;

“Parish” means the Catholic Parish of St Kilda West and Elwood;

“Parish Priest” means the person for the time being appointed by the Archbishop as the Parish Priest or administrator of the Parish;;

“Register of Members” means the register referred to in Rule 14;

“Rules” or **“these Rules”** means the rules of the Association including any amendments lawfully made;

“Secretary” means the person appointed as such from time to time pursuant to Rule 29;

“Special resolution” means a resolution that requires not less than three quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

“The Registrar” means the Registrar of Incorporated Associations;

“Treasurer” means the person appointed as such from time to time pursuant to Rule 29.

“Vice Chairperson” means the person appointed as such pursuant to Rule 29;

PART 2 – POWERS OF ASSOCIATION

5. Powers of Association

- 5.1. Subject to the Act, the Association has power to do all things incidental or conducive to the attainment of its purposes.
- 5.2. Without limiting subrule 5.1, the Association may—
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- 5.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- 6.1. The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- 6.2. Subrule 6.1 does not prevent the Association from paying a Member –
- (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member
- if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Members

7.1. The following persons are eligible to apply to become Members:

- (a)** members of the Parish;
- (b)** persons who support the philosophy, purposes and activities of the Association and who provide their services at no charge to help the Association achieve its purposes.

7.2. The persons in the roles of Parish Priest, the Delegate of the Episcopal Vicar and the Chairperson are automatically Members.

7.3. The Association must have at least five members and a total of up to 100 members.

8. Application for membership

8.1. To apply to become a Member, persons described in subrules 7.1(a) and 7.1(b) must submit a signed, written application, in the form set out in Schedule 1, to the Association, stating that the person:

- (a)** wishes to become a Member;
- (b)** supports the purposes of the Association; and
- (c)** agrees to comply with these Rules.

9. Consideration of application

9.1. Application for admission to membership of the Association submitted by the persons described in subrules 7.1(a) and 7.1(b) shall be considered as follows:

- (a)** An application in the form set out in Schedule 1 must be lodged with the Association.
- (b)** The Board and the Parish Priest shall review an application for membership as soon as practicable after it has been received and, where approved, shall submit it to the Episcopal Vicar for final approval.
- (c)** As soon as practicable after the Episcopal Vicar advises the Board that he has approved the application, the Board shall admit the applicant to membership of the Association and shall cause the Secretary to:
 - (i)** enter that person's name in the Register of Members; and

- (ii) notify the applicant, in writing, of the decision to admit them to membership.

9.2. No reason need be given for the rejection of an application.

10. New membership

A person becomes a Member from the date the Board admits that person to membership under Rule 9.1(c) and, subject to subrule 15.2, is entitled to exercise his or her rights of membership from that date.

11. Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

12. Ceasing membership

12.1. The membership of a person ceases:

- (a) on resignation, expulsion or death; or
- (b) by revocation by the Episcopal Vicar at any time by notice in writing ;
or
- (c) by revocation by the Board at any time by notice in writing if the Member is no longer eligible under subrule 7.1.

12.2. A Member may resign from the Association by giving notice in writing to the Chairperson.

12.3. A Member is taken to have resigned if:

- (a) the Chairperson has made a written request to the Member to confirm that he or she wishes to remain a Member; and
- (b) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

12.4. If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the Register of Members and notify the Episcopal Vicar.

13. Entrance fee and annual subscription

There shall be no entrance fees, annual subscriptions or other fees payable by Members with respect of their membership.

14. Register of Members

14.1. The Secretary must keep and maintain a Register of Members that includes,

- (a) for each current Member

- (i) the Member's name;
- (ii) the address for notice last given by the Member;
- (iii) the date of becoming a Member;
- (iv) any other information determined by the Board; and

(b) for each former Member, the Member's name and the date of ceasing to be a Member.

- 14.2.** Any Member may, at a reasonable time and free of charge, inspect the Register of Members. However, access may be restricted in accordance with the Act.
- 14.3.** A person cannot make improper use of the information about another person obtained from the Register of Members of the Association and can only use this information if it relates directly to management and purposes of the Association.

15. General rights of Members

15.1. Members have the right—

- (a) to receive notice of General Meetings and of proposed Special resolutions in the manner and time prescribed by these Rules;
- (b) to submit items of business for consideration at a General Meeting;
- (c) to attend and be heard at General Meetings;
- (d) to vote at a General Meeting;
- (e) to have access to the minutes of General Meetings; and
- (f) to inspect the Register of Members.

15.2. A Member is not entitled to vote if the Member's membership rights are suspended for any reason.

Division 2 – Disciplinary action

16. Grounds for taking disciplinary action

- 16.1.** The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member –
- (a) has failed to comply with these Rules;
 - (b) refuses to support the purposes of the Association; or
 - (c) has engaged in conduct prejudicial to the Association.

17. Disciplinary subcommittee

17.1. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.

17.2. The members of the Disciplinary subcommittee –

(a) may be Board members, Members of the Association or anyone else; but

(b) must not be biased against, or in favour of, the Member concerned.

18. Notice to Member

18.1. Before disciplinary action is taken against a Member, the Chairperson must give written notice to the Member –

(a) stating that the Association proposes to take disciplinary action against the Member; and

(b) stating the grounds for the proposed disciplinary action; and

(c) specifying the date, place and time of the meeting at which the Disciplinary subcommittee intends to consider the disciplinary action (the ***Disciplinary meeting***); and

(d) advising the Member that he or she may do one or both of the following;

(i) attend the Disciplinary meeting and address the Disciplinary subcommittee at that meeting;

(ii) give a written statement to the Disciplinary subcommittee at any time before the Disciplinary meeting; and

(e) setting out the Member's appeal rights under Rule 20.

18.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary meeting is held.

19. Decision of subcommittee

19.1. At the Disciplinary meeting, the Disciplinary subcommittee must –

(a) give the Member an opportunity to be heard;

(b) consider any written statement submitted by the Member;

19.2. After complying with subrule 19.1, the Disciplinary subcommittee may –

(a) take no further action against the Member; or

(b) subject to subrule 19.3 –

- (i)** reprimand the Member; or
- (ii)** suspend the membership rights of the Member for a specified period; or
- (iii)** expel the Member from the Association.

19.3. The Disciplinary subcommittee may not fine the Member.

19.4. The suspension of membership rights or the expulsion of a Member by the Disciplinary subcommittee under this Rule takes effect immediately after the vote is passed.

20. Appeal rights

20.1. A person whose membership rights have been suspended or who has been expelled from the Association under Rule 19 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

20.2. The notice must be in writing and given –

(a) to the Disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

(b) to the Chairperson not later than 48 hours after the vote.

20.3. If a person has given notice under subrule 20.2, a Disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days after the notice is received.

20.4. Notice of the Disciplinary appeal meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must–

(a) specify the date, time and place of the meeting;

(b) state –

- (i)** the name of the person against whom the disciplinary action has been taken;
- (ii)** the grounds for taking that action; and
- (iii)** that at the Disciplinary appeal meeting, the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

21. Conduct of Disciplinary appeal meeting

21.1. At a Disciplinary appeal meeting –

(a) no business other than the question of the appeal may be conducted;

- (b) the Board must state the grounds for fining, suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 21.2. After complying with subrule 21.1, the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 21.3. The decision is upheld if not less than three quarters of the Members voting at the meeting vote in person or by proxy, in favour of the decision.

Division 3 – Grievance Procedure

22. Application

- 22.1. The grievance procedure set out in this Division applies to any dispute under these Rules between –
 - (a) a Member and another Member;
 - (b) a Member and the Association.
- 22.2. 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.

23. Parties must attempt to resolve the dispute

The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of each party.

24. Appointment of mediator

- 24.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 23, the parties must within 10 days –
 - (a) notify the Board of the dispute;
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 24.2. 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 Board; or
 - (ii) if the dispute is between a Member and the Association – a person appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 24.3. A mediator appointed by the Board may be a Member or former Member of the Association but in any case must not be a person who –
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour or against any party.

25. Mediation process

- 25.1. 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.
- 25.2. The mediator must not determine the dispute.

26. Failure to resolve dispute by mediation

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.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

27. Chairperson of General Meeting

- 27.1. Subject to subrule 27.2, the Chairperson or, in the Chairperson's absence, the Vice Chairperson is the chairperson for any General Meetings.
- 27.2. If the Chairperson and the Vice Chairperson are both absent, or are unable to preside, the chairperson of the meeting must be a Board member elected by the other Board members present.

28. Annual general meetings

- 28.1. The Board must convene an annual general meeting of the Association to be held within five months after the end of each Financial year.
- 28.2. The Board may determine the date, time and place of the annual general meeting.

- 28.3.** The ordinary business of the annual general meeting shall be:
- (a)** to confirm the minutes of the immediately preceding annual general meeting and of any special general meeting held since then;
 - (b)** to receive and consider –
 - (i)** the annual report of the Board on the activities of the Association during the preceding Financial year; and
 - (ii)** the financial statements of the Association for the preceding Financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c)** to elect those Members of the Board referred to in Rule 50;
 - (d)** where required, to remove the auditor.

28.4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29. Appointment to positions of Vice Chairperson, Secretary and Treasurer

29.1. At the Board meeting immediately after each annual general meeting of the Association, the Chairperson must declare vacant and call for nominations of current Board members for the positions of Vice Chairperson, Secretary and Treasurer, and an election shall held at which Board members shall elect nominees to those positions.

29.2. If no nominations are received, the Chairperson, in consultation with the Executive Members, shall appoint current Board members to those positions for which nominations were not received.

29.3. If only one Board member is nominated for a position, the chairperson of the meeting must declare that Board member elected to that position.

29.4. If more than one Board member is nominated for a position, a ballot must be held in accordance with Rule 51.

30. Special general meetings

30.1. Any General Meeting of the Association, other than an annual general meeting or a Disciplinary appeal meeting is a special general meeting.

30.2. The Board may, whenever it thinks fit, convene a special general meeting of the Association.

30.3. No business other than that set out in the notice under Rule 32 may be conducted at the meeting.

31. Special general meeting held at the request of Members

31.1. The Board shall convene a special general meeting of the Association if a request to do so is made in accordance with subrule 31.2, by at least 10% of

the total number of Members.

- 31.2.** A request for a special general meeting must –
- (a)** be in writing;
 - (b)** state the business to be considered at the meeting and any resolutions to be proposed;
 - (c)** include the names and signatures of the Members requesting the meeting; and
 - (d)** be sent to the Secretary at the Registered Address.
- 31.3.** If the Board does not cause a special general meeting to be held within 30 days after the date on which the request was received at the Registered Address, the Members making the request, or any of them, may convene the special general meeting.
- 31.4.** A special general meeting convened by Members under subrule 31.3:
- (a)** must be held within 90 days after the date on which the request was received at the Registered Address; and
 - (b)** may only consider the business stated in that request.
- 31.5.** The Association shall reimburse all reasonable expenses incurred by the Members convening a special general meeting under subrule 31.3.

32. Notice of General Meetings

- 32.1.** The Secretary (or, in the case of a special general meeting convened under subrule 31.3, the Members convening the meeting) must give to each Member of the Association –
- (a)** at least 21 days' notice of a General Meeting if a Special resolution is to be proposed at the meeting; or
 - (b)** at least 14 days' notice of a General Meeting in any other case.
- 32.2.** The notice must –
- (a)** specify the date, time and place of the meeting;
 - (b)** indicate the general nature of each item of business to be considered at the meeting;
 - (c)** if a Special resolution is to be proposed –
 - (i)** state in full the proposed resolution; and
 - (ii)** state the intention to propose the resolution as a Special resolution; and

(d) comply with subrule 33.4.

32.3. This Rule does not apply to a Disciplinary appeal meeting.

33. Proxies

33.1. A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary appeal meeting.

33.2. The appointment of a proxy must be in writing in the form set out in Schedule 2 (or in such other form as may from time to time be prescribed by the Board) and signed by the Member making the appointment.

33.3. The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.

33.4. Notice of a General Meeting given to a Member under Rule 32 must –

(a) state that the Member may appoint another Member as a proxy for the meeting; and

(b) include a copy of any form that the Board has approved for the appointment of a proxy.

33.5. A form appointing a proxy must be given to the Secretary of the meeting before or at the commencement of the meeting.

33.6. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

34. Use of technology

34.1. A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

34.2. For the purposes of this Part, a Member participating in a General Meeting as permitted under subrule 34.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

35. Quorum at General Meetings

35.1. No business may be conducted at a General Meeting unless a quorum of Members is present.

35.2. The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 34) of 10% of the Members entitled to vote.

- 35.3.** If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting –
- (a)** in the case of a meeting convened by, or at the request of, Members under Rule 31 – the meeting must be dissolved;
 - (b)** in any other case –
 - (i)** the meeting must be adjourned to a date not more than 21 days after the adjournment or to the same day in the next week at the same time and at the same place; and
 - (ii)** notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- 35.4.** If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule 35.3 (b), the Members present at the meeting (if not fewer than eight) may proceed with the business of the meeting as if a quorum were present.
- 36. Adjournment of General Meeting**
- 36.1.** The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 36.2.** Without limiting subrule 36.1, a meeting may be adjourned—
- (a)** if there is insufficient time to deal with the business at hand; or
 - (b)** to give Members more time to consider an item of business.
- 36.3.** No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 36.4.** Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 32.
- 37. Voting at General Meeting**
- 37.1.** On any question arising at a General Meeting –
- (a)** subject to subrule 37.3, each Member has one vote;
 - (b)** Members may vote personally or by proxy; and
 - (c)** except in the case of a Special resolution, the question must be decided on a majority of votes.

- 37.2.** If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 37.3.** If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- 37.4.** This rule does not apply to a vote at a Disciplinary appeal meeting conducted under Rule 21.
- 37.5.** In case of any dispute as to the admission or rejection of a vote on a show of hands or on a poll, the chairperson of the meeting shall determine the dispute and such determination shall be final and conclusive.

38. Special resolutions

A Special resolution is passed if not less than three quarters of the Members voting at the General Meeting (whether in person or by proxy) vote in favour of the resolution.

39. Determining whether resolution is carried

39.1. A question arising or resolution put to the vote at a General Meeting shall be determined on a show of hands unless before or in the declaration of the result of the show of hands, a poll is demanded in accordance with subrule 39.3.

39.2. Subject to subrule 39.3, the chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been –

- (a)** carried; or
- (b)** carried unanimously; or
- (c)** carried by a particular majority; or
- (d)** lost –

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

39.3. If a poll (where votes are cast in writing) is demanded by three or more Members on any question –

- (a)** the poll must be taken at the meeting in the manner determined by the chairperson of the meeting; and
- (b)** the chairperson must declare the result of the resolution on the basis of the poll.

39.4. A poll demanded on the election of the chairperson or on a question of an adjournment must be taken immediately.

39.5. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson.

40. Minutes of General Meeting

- 40.1.** The Board must ensure that minutes are taken and kept of each General Meeting.
- 40.2.** The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 40.3.** In addition, the minutes of each annual general meeting must include –
 - (a)** the names of the Members attending the meeting; and
 - (b)** proxy forms submitted under subrule 33.5; and
 - (c)** the financial statements submitted to the Members in accordance with subrule 28.3(b)(ii); and
 - (d)** the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e)** any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 –BOARD

Division 1 – Powers of Board

41. Responsibility and Powers

- 41.1.** The Board is responsible for both the governance and management of the Association.
- 41.2.** The Board must delegate the management of the Association to the Chief Executive Officer.
- 41.3.** The Board may exercise all powers of the Association on its behalf.
- 41.4.** The Board may delegate its powers as it considers appropriate.
- 41.5.** No delegation by the Board under this clause limits the duties and liabilities of each Board member.

Division 2 – Composition of the Board and duties of Members

42. Composition of Board

- 42.1.** Following the reduction in numbers of Board members in accordance with Schedule 3, the Board shall consist of –

- (a) the Chairperson;
- (b) the Parish Priest;
- (c) the Delegate of the Episcopal Vicar;
- (d) three Episcopal Vicar Appointees; and
- (e) four Member Appointees.

42.2. Until the process in Schedule 3 is complete, the Board shall consist of the Chairperson, the Parish Priest, the Delegate of the Episcopal Vicar and such numbers of Episcopal Vicar Appointees and Member Appointees as relevant in accordance with Schedule 3.

42.3. The Chairperson, in consultation with the Executive Members, may recruit and appoint to the Board up to two persons who possess particular skills and experience which are of value to the Board and the Association to act as Board members, for a period of 12 months.

43. General duties

43.1. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.

43.2. The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board members comply with these Rules.

43.3. Board members must exercise their powers and discharge their duties with reasonable care and diligence.

43.4. Board members must exercise their powers and discharge their duties:

- (a) in good faith in the best interests of the Association; and
- (b) for a proper purpose.

43.5. Board members and former Board members must not make improper use of:

- (a) their position; or
- (b) information acquired by virtue of holding their position.

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

43.6. In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a General Meeting.

44. Secretary

- 44.1.** The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 44.2.** The Secretary must –
- (a)** maintain the Register of Members in accordance with Rule 14;
 - (b)** keep custody except for the financial records referred to in subrule 67.3, of all books, documents and securities of the Association in accordance with Rule 71;
 - (c)** subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of General Meetings and other books and documents; and
 - (d)** perform any other duty or function imposed on the Secretary by these Rules.
- 44.3.** The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- 45. Treasurer**
- 45.1.** The Treasurer must ensure that all moneys paid or received are managed in accordance with the policies and procedures developed to ensure compliance with the Delegated Authorities.
- 45.2.** The Treasurer must –
- (a)** ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b)** coordinate the preparation of the financial statement of the Association and their certification prior to their submission to the annual general meeting of the Association.
- 45.3.** The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

Division 3 – Election of Board members and tenure of office

46. Board members bound by Rules of Association

Board members who are not Members of the Association at the time of their appointment to the Board must:

- (a)** agree to be bound by these Rules as a condition of their appointment; and
- (b)** apply for membership of the Association in accordance with Rule 8, within three months of their appointment to the Board.

47. Appointment of Chairperson

The Chairperson is appointed by the Episcopal Vicar.

48. Appointment of the Delegate of the Episcopal Vicar

The Delegate of the Episcopal Vicar is appointed by the Episcopal Vicar.

49. Appointment of Episcopal Vicar Appointees

Three people who, in the opinion of the Executive Members, have a specific expertise that supports the purposes of the Association including but not limited to law, finance, social welfare, strategic planning, governance and fundraising may be recommended by the Executive Members to the Episcopal Vicar for appointment, at his discretion.

50. Election of Member Appointees to the Board

50.1. A Member is eligible to be elected or appointed as a Board member if the Member is 18 years or over.

50.2. If the number of Members nominated for the position of Member Appointee is less than or equal to the number to be elected, the chairperson of the meeting must declare each of those Members to be elected to the position.

50.3. If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 51.

51. Ballot

51.1. If a ballot is required for the election for a position under Rule 29 or as a Board member under Rule 50, the chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.

51.2. The returning officer must not be a Member nominated for the position.

51.3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.

51.4. The election must be by secret ballot.

51.5. The returning officer must give a blank piece of paper to –

(a) each Member present in person; and

(b) each proxy appointed by a Member.

51.6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

51.7. If the ballot is more than one position –

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- 51.8.** Ballot papers that do not comply with subrule 51.7 (b) are not to be counted.
- 51.9.** Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 51.10.** The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 51.11.** If the returning officer is unable to declare the result of an election under subrule 51.10 because two or more candidates received the same number of votes, the returning officer must –
- (a) conduct a further election for the position in accordance with subrules 51.4 to 51.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

52. Term of office

52.1. Chairperson

- (a) The Chairperson shall be appointed by the Episcopal Vicar, pursuant to Rule 47, and shall hold office for a period of three years, commencing at the annual general meeting held in 2014.
- (b) Immediately prior to the annual general meeting held in the year of the expiration of the Chairperson's three year term, the Episcopal Vicar shall appoint or reappoint the Chairperson for a period of three years.
- (c) In the event that the position becomes vacant prior to the expiration of the Chairperson's three year term, the procedure set out in subrule 54.1(a) shall apply.
- (d) The Chairperson may serve as a Board member for no more than nine years.

52.2. Delegate of the Episcopal Vicar

- (a) The Delegate of the Episcopal Vicar shall be appointed by the Episcopal Vicar, pursuant to Rule 48, and shall hold office for a period of three years, commencing at the annual general meeting held in 2014.
- (b) Immediately prior to the annual general meeting held in the year of the expiration of the Delegate of the Episcopal Vicar's three year term, the

Episcopal Vicar shall appoint or reappoint the Delegate of the Episcopal Vicar for a period of three years.

- (c) In the event that the position is made vacant prior to the expiration of the Delegate of the Episcopal Vicar's three year term, the procedure set out in subrule 54.1(a) shall apply.
- (d) The Delegate of the Episcopal Vicar may serve as a Board member for no more than nine years.

52.3. Member Appointees

- (a) From the date of the annual general meeting in 2014 the total number of Member Appointees at that date shall be progressively reduced from six to four in accordance with Part 1 of Schedule 3.
- (b) The election of a Member Appointee in accordance with Rule 50 shall be for a three year term, and each Member Appointee shall retire at the expiration of their three year term. A Member Appointee's first three year term will commence on the date they are first elected after, and including, the date of the 2014 annual general meeting.
- (c) A Member Appointee may stand for re-election for a second term of three years and, following the expiration of the Member Appointee's second three year term, may be invited by the Chairperson, following consultation with the Executive Members, to stand for re-election for a further period of three years.
- (d) No Member Appointee may serve as a Board member for more than nine years.
- (e) In the event that a position is made vacant prior to the expiration of a period of three years, the procedure set out in subrule 54.2 shall apply.

52.4. Episcopal Vicar Appointees

- (a) From the date of the annual general meeting in 2014, the total number of Episcopal Vicar Appointees at that date shall be progressively reduced from four to three in accordance with Part 2 of Schedule 3.
- (b) The appointment of an Episcopal Vicar Appointee in accordance with Rule 49 shall be for a three year term, and each Episcopal Vicar Appointee shall retire at the expiration of their three year term. An Episcopal Vicar Appointee's first three year term will commence on the date they are first appointed on or immediately after the date of the 2014 annual general meeting.
- (c) An Episcopal Vicar Appointee may be reappointed for a second term of three years and, following the expiration of the Episcopal Vicar Appointee's second three year term, may be reappointed by the Episcopal Vicar, following recommendation by the Executive Members, for a further period of three years.

- (d) No Episcopal Vicar Appointee may serve as a Board member for more than nine years.
 - (e) In the event that a position is made vacant prior to the expiration of a period of three years, the procedure set out in subrule 54.1(b) shall apply.
- 52.5. Those Members of the Board appointed by the Chairperson pursuant to subrule 42.3 shall be appointed for a period of 12 months, but may be reappointed each year for a maximum of nine years.
- 52.6. The Episcopal Vicar may:
 - (a) remove a Board member that has been appointed in accordance with Rules 47 and 48 before the expiration of the Board member's term of office; and
 - (b) appoint another person in place of the Board member being removed to hold office until the expiration of the term of that Board member.
- 52.7. Following recommendation by the Executive Members, the Episcopal Vicar may, at his discretion:
 - (a) remove a Board member that has been appointed in accordance with Rule 49 before the expiration of the Board member's term of office; and
 - (b) appoint another person in place of the Board member being removed, to hold office until the expiration of the term of that Board member.
- 52.8. A General Meeting of the Association may –
 - (a) by Special resolution, remove a Member Appointee from office; and
 - (b) elect an eligible Member of the Association to fill the vacant position in accordance with this Division.
- 52.9. A Board member, who is the subject of a proposed Special resolution under subrule 52.8 (a), or removal by the Episcopal Vicar under subrules 52.6 or 52.7, may make representations in writing to the Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 52.10. The Secretary or the Chairperson may give a copy of the representations to each Member of the Association or, if they are not so given, the Board member may require that they be read out at the meeting at which the Special resolution is to be proposed.
- 53. **Vacation of office**
- 53.1. A Board member may resign from the Board by written notice addressed to the Secretary.
- 53.2. A person ceases to be a Board member if he or she –

- (a) ceases to be a Member of the Association (except for a Member of the Board who qualifies under subrule 42.3); or
- (b) fails to attend six consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence under Rule 64; or
- (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

54. Filling casual vacancies

54.1. Episcopal Vicar appointments

- (a) The Episcopal Vicar may fill a casual vacancy in respect of a Board member appointed under Rules 47 and 48, subject to the appointee agreeing to be bound by Rule 46.
- (b) Following recommendation by the Executive Members, the Episcopal Vicar may fill a casual vacancy in respect of a Board member appointed under Rule 49, subject to the appointee agreeing to be bound by clause 46.

54.2. Member Appointees

The Board may fill a casual vacancy in respect of a Member Appointee subject to the appointee agreeing to be bound by clause 46.

54.3. If the position of Secretary becomes vacant, the Board must appoint a Board member to the position within 14 days after the vacancy arises.

54.4. Rule 52 applies to any Board member appointed under subrules 54.1, 54.2 or 54.3.

54.5. The Board may continue to act despite any vacancy in its membership.

Division 4 – Meetings of the Board

55. Meetings of the Board

55.1. The Board must meet at least eight times in each year at the dates, times and places determined by the Board.

55.2. Special meetings of the Board may be convened by the Chairperson or by any four Board members.

56. Notice of meetings

56.1. Notice of each Board Meeting must be given to each Board member no later than seven days before the date of the Board Meeting.

56.2. Notice may be given of more than one Board Meeting at the same time.

- 56.3.** The notice must state the date, time and place of the Board Meeting.
- 56.4.** If a special Board Meeting is convened, the notice must include the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

57. Urgent meetings

- 57.1.** In cases of urgency, a meeting can be held without notice being given in accordance with Rule 56, provided that as much notice as practicable is given to each the Board member by the quickest means practicable.
- 57.2.** Any resolution at the meeting must be passed by an absolute majority of the Board.
- 57.3.** The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

58. Procedure and order of business

- 58.1.** At a Board Meeting:
- (a)** the Chairperson, or in the Chairperson's absence or inability or unwillingness to act, the Vice Chairperson shall preside; or
 - (b)** if the Chairperson or the Vice Chairperson are both absent or unable or unwilling to act, such one of the remaining Board members as may be chosen by the Board members present shall preside.
- 58.2.** The procedure to be followed at Board Meetings must be determined from time to time by the Board.
- 58.3.** The order of business may be determined by the Board members present at the meeting.

59. Use of technology

- 59.1.** A Board member who is not physically present at a Board Meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the Board Meeting to clearly and simultaneously communicate with each other.
- 59.2.** For the purposes of this Part, a Board member participating in a Board Meeting as permitted under subrule 59.1 is taken to be present at the meeting and, if the Board member votes at the meeting, is taken to have voted in person.

60. Quorum

- 60.1.** No business may be conducted at a Board Meeting unless a quorum is present.

60.2. The quorum for a Board Meeting is the presence (in person or as allowed under Rule 59) of a majority of the Board members.

60.3. If a quorum is not present within 30 minutes after the notified commencement time of a the Board Meeting –

(a) in the case of a special meeting – the meeting lapses;

(b) in any other case – the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 56.

61. Voting

61.1. On any question arising at a Board Meeting, each Board member present at the meeting has one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

61.2. Voting shall be conducted by a show of hands or, if demanded by a Board member, by a poll taken in such manner as the person presiding at the meeting may determine.

61.3. A motion is carried if a majority of the votes cast at the meeting are in favour of the motion.

61.4. Subrule 61.3 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.

61.5. Voting by proxy is not permitted.

62. Conflict of interest

62.1. A Board member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board and to the next General Meeting.

62.2. The Board member –

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

62.3. This Rule does not apply to a material personal interest –

(a) that exists only because the Board member belongs to a class of person for whose benefit the Association is established; or

(b) the Board member has in common with all, or a substantial portion of, the Members of the Association.

63. Minutes of meeting

- 63.1.** The Board must ensure that minutes are taken and kept of each Board Meeting.
- 63.2.** The minutes must record the following –
- (a)** the names of the Board members in attendance at the Board Meeting;
 - (b)** the business considered at the Board Meeting;
 - (c)** any resolution on which a vote is taken and the result of the vote; and
 - (d)** any material personal interest disclosed under Rule 62.
- 64. Leave of absence**
- 64.1.** The Board may grant a Board member a leave of absence from Board Meetings for a period not exceeding six months.
- 64.2.** The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek leave in advance.

PART 6 – FINANCIAL MATTERS

65. Funds

- 65.1.** Subject to subrule 65.2, the funds of the Association shall be derived from government grants, donations and such other sources as the Board determines.
- 65.2.** The funds of the Association shall be applied solely in furtherance of its purposes as set out in Rule 2.2.

66. Management of funds

- 66.1.** The Association must open accounts with financial institutions from which all expenditure of the Association is made and into which all of the Association's revenue is deposited, in accordance with the Sacred Heart Mission Investment Policy.
- 66.2.** Subject to any restrictions imposed by a General Meeting of the Association, the Board delegates expenditure on behalf of the Association through the Chief Executive Officer in accordance with the Delegated Authorities Policy of the Association.
- 66.3.** The Board authorises the Chief Executive Officer to expend funds on behalf of the Association (including by electronic funds transfer) in accordance with the Delegated Authorities Policy, without requiring approval from the Board for each item on which the funds are expended.
- 66.4.** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised and signed by at least 2 persons, or

electronically processed in accordance with the policies and procedures developed to ensure compliance with the Delegated Authorities Policy.

- 66.5.** All funds of the Association must be deposited into the financial accounts in accordance with the policies and procedures developed to ensure compliance with the Delegated Authorities Policy and the Investment Policy.
- 66.6.** With the approval of the Board, petty cash systems are maintained that ensure that all money paid into the float is accurately recorded at the time of the transaction in accordance with the policies and procedures developed to ensure compliance with the Delegated Authorities Policy.

67. Financial records

- 67.1.** The Association must keep financial records that –
- (a)** correctly record and explain its transactions, financial position and performance; and
 - (b)** enable financial statements to be prepared as required by the Act.
- 67.2.** The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- 67.3.** The Treasurer must keep in his or her custody, or under his or her control –
- (a)** the financial records of the current Financial year; and
 - (b)** any other financial records as authorised by the Board.

68. Financial statements

- 68.1.** For each Financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 68.2.** Without limiting subrule 68.1, those requirements include –
- (a)** the preparation of financial statements;
 - (b)** if required, the review or auditing of the financial statements by the Board;
 - (c)** the certification of the financial statements by the Board;
 - (d)** the submission of financial statements to the annual general meeting of the Association;
 - (e)** the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

69. Registered Address

69.1. The Registered Address of the Association is 87 Grey Street, St Kilda 3182, Victoria or such address as determined from time to time by resolution of the Board.

70. Notice requirements

70.1. Any notice required to be given to a Member or a Board member under these Rules may be given –

- (a)** by handing the notice to the Member or Board member personally; or
- (b)** by sending it by post to the Member or Board member at the address recorded for the Member or Board member on the Register of Members; or
- (c)** by email or facsimile transmission if the Member has given the Association an email address or facsimile number for the purposes of receiving notices.

70.2. Subrule 70.1 does not apply to notice given under Rule 57.

70.3. Any notice required to be given to the Association or the Board may be given –

- (a)** by sending the notice by post to the Secretary at the Registered Address; or
- (b)** by leaving notice at the Registered Address; or
- (c)** if the Board determines that it is appropriate in the circumstances –
 - (i)** by email to the email address of the Association or the Secretary; or
 - (ii)** by facsimile transmission to the facsimile number of the Association.

71. Custody and inspection of books and records

71.1. Members may on written request to the Secretary inspect free of charge –

- (a)** the Register of Members;
- (b)** the minutes of General Meetings;
- (c)** subject to subrule 71.2, the financial records, books, securities and any other relevant document of the Association.

71.2. The Board may refuse to permit a Member to inspect 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.

- 71.3.** The Board must on request make copies of these Rules available to Members and applicants for membership free of charge.
- 71.4.** Subject to subrule 71.2, a Member may make a copy of any of the other records of the Association referred to in this Rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 71.5.** For the purposes of this Rule –

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following –

- (a)** its membership records;
- (b)** its financial statements;
- (c)** its financial records;
- (d)** records and documents relating to transactions, dealings, business or property of the Association.

72. Winding up and cancellation

- 72.1.** The Association may be wound up voluntarily by Special resolution.
- 72.2.** In the event of a winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.
- 72.3.** Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for profit or gain of its individual Members and which must be
- (a)** Registered under the Australian Charities and Not-for-profits Commission Act 2012 (Cth) if the Association had been: and
 - (b)** Registered with the same charity sub-type as the Association had been.
- 72.4.** The body to which any surplus assets are to be given shall be determined by the Episcopal Vicar and approved by the Archbishop.
- 72.5.** If the Association is not required to maintain a gift fund, on winding up of the Association or revocation of the Association's deductible gift recipient endorsement (whichever is the earlier), any surplus gifts, fundraising contributions or money received because of them as set out in section 30-125(6)(b) of the Income Tax Assessment Act 1997 (Cth) must be transferred to one or more funds, authorities or institutions determined according to clause 72.3 which is also endorsed as a deductible gift recipient on the same basis as the Association.

73. Alteration of Rules

These Rules must not be altered except by Special resolution of a General Meeting of the Association and with prior written approval of the Episcopal Vicar.

74. Auditor

- 74.1.** The books and records of the Association shall be audited by a properly qualified auditor appointed by the Board.
- 74.2.** A Member of the Association may not be appointed as the auditor.
- 74.3.** The Board may fill any casual vacancy in the office of auditor and the person so appointed shall hold office until the conclusion of the annual general meeting next following the auditor's appointment.

75. Indemnity

- 75.1.** The Association shall indemnify each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder.
- 75.2.** The Board shall take out insurance for the purposes of subrule 75.1.

SCHEDULE 1

**NOMINATION FORM
MEMBERSHIP OF ASSOCIATION OF
SACRED HEART MISSION INCORPORATED**

I, _____
of (address) _____

(telephone) _____

(email) _____
(occupation) _____

1. wish to apply for membership of Sacred Heart Mission Incorporated;
2. support the Purposes of Sacred Heart Mission Incorporated; and
3. agree to comply with the Rules of Sacred Heart Mission Incorporated,
in accordance with the Sacred Heart Mission Incorporated Rules of Association.

Signed

Date: _____

SCHEDULE 2
FORM OF APPOINTMENT OF PROXY

I,(full name)

of(address)

being a Member of Sacred Heart Mission Incorporated, (the “**Association**”) hereby appoint

.....
(full name)

of
.....
(address)

being a Member of the Association, as my proxy to vote and speak on my behalf at the General Meeting of the Association to be held on the Day of20 and at any adjournment of that meeting.

My proxy is authorised to vote:

[] in favour of the resolution (*please specify which resolution(s) if more than one*)
.....

[] against the resolution (*please specify which resolution(s) if more than one*)
.....

[] as he/she sees fit (*please specify which resolution (s) if more than one*)
.....

Signed

Dated

SCHEDULE 3

TENURE OF BOARD MEMBERS

Subrules 52.3(a) and 52.4(a)

1. Part 1 - Member Appointees

- 1.1 At the annual general meeting held in 2014, the two longest serving Member Appointees will retire and the positions they held will be reduced by one. This position will be for a period of three years and any Member may nominate;
- 1.2 At the annual general meeting held in 2015, the next two longest serving Member Appointees will retire and the positions they held will be reduced by one. This position will be for a period of three years and any Member may nominate;
- 1.3 At the annual general meeting held in 2016, the next two longest serving Member Appointees will retire and the positions they held will remain. These positions will be for a period of three years and any Member may nominate.

2. Part 2 - Episcopal Vicar Appointees

- 2.1 At the annual general meeting held in 2014, the three longest standing Episcopal Vicar Appointees shall retire and two Episcopal Vicar Appointees will be appointed or reappointed, for a period of three years;
- 2.2 At the annual general meeting held in 2015, the remaining Episcopal Vicar Appointee shall retire and one Episcopal Vicar Appointee will be appointed or reappointed for a period of three years.