

**ASSOCIATION FOR CHRISTIAN SENIOR CITIZENS'
HOMES WA INC.**

86 MILLS ROAD MARTIN. WA 6110

PROPOSED CONSTITUTION

March 2021

**OF
ASSOCIATION FOR CHRISTIAN SENIOR CITIZENS' HOMES WA INC.**

Article 1 Name

The name of the Association is the "Association for Christian Senior Citizens' Homes WA Inc."

Article 2 Basis and Objectives

(1) The Association is based on the Word of God as interpreted by the Westminster Confession, the Belgic Confession, the Heidelberg Catechism and the Canons of Dort and is established for charitable objects and purposes only and the following objects shall have effect accordingly:

To provide, in a Christian environment, for housing, accommodation, maintenance and welfare of men and women, who are of retirement age, are of a Christian faith, but irrespective of denomination and financial circumstances, to bring such under the pastoral care of the Church. Preference is to be given to people of the Reformed faith.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Article 3 Definitions

In this Constitution, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of Article 16 (1);

"special general meeting" means a general meeting other than the annual general meeting

"Board meeting" means a meeting referred to in Article 15;

"Board member" means a person referred to in paragraph (a), (b), (c) or (d) of Article 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means a period not exceeding 12 months fixed by the Board, being the period commencing on the 1 July and ending on 30 June;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

“employee” means a person employed either full time, part-time or on a casual basis by the Association;

"ordinary resolution" means resolution other than a special resolution;

"special resolution" has the meaning given by section 51 of the Act, that is-
A resolution is a special resolution if it is passed by a majority of not less than seventy five (75) % of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those articles.

"the Act" means the *Associations Incorporation Act 2015*;

"the Association" means the Association referred to in Article 1;

"the Chairperson" means-

(a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Article 11; or
(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of Article 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

“the Commissioner” means the executive officer designated under sec.153 (2) of the Act;

"the Board" means the Board of Governance of the Association referred to in Article 10;

"the Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of Article 10 (1);

“the Secretarial Functions of The Board” means the secretarial functions referred to in Article 12;

“the Financial Sub-Committee function of the Board” means the Financial sub-committee referred to in Article 13;

Article 4 Powers

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association, through its Board, may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- a. Employ staff as required by the Association including a Facility Manager and/or a Chief Executive Officer and to pay to them in return for services rendered to the Association salaries, wages, allowance fees and gratuities and to provide for them transport, means of conveyance and other facilities for the carrying out of their work. The Association may appoint agents to transact any business on its behalf.

- b. Take such lawful steps by personal or written appeal, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- c. Accept or refuse donations either of money, gifts, endowments, bequests or property and use these or the income from these for the objects of the Association or for any special object connected therewith but subject always, if required, to the direction of the respective donors or contributors.
- d. May acquire, hold, deal with, and dispose of any real or personal property.
- e. May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.
- f. Publish or contribute to the publication of any periodical journal or magazine and to print and circulate books, papers, pamphlets and information in the interest of the Association generally and to provide and circulate any annual or other report of the Association and its proceedings and work.
- g. Open and operate bank accounts.
- h. Invest its money –
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association.
- i. Borrow money upon such terms and conditions as the Association thinks fit.
- j. Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- k. Enter into any other contract it considers necessary or desirable.
- l. To undertake and execute any trusts for the purpose of directly or indirectly carrying out the objects of the Association.
- m. To make and/or adopt rules and/or by-laws for the management control and regulation of the Association and of the members and employees thereof.
- n. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Article 5 Qualifications for membership of the Association

- (1) Membership of the Association is open to such persons of eighteen years of age or over who express agreement with the basis and objects of the Association and who may be invited by the Board from time to time to apply for membership of the Association.

- (2) A person who wishes to become a member must apply to the Board for membership in writing. The application must be signed by that person.
- (3) The Board members must consider each application made under sub-rule (2) at a Board meeting and must at the Board meeting or the next Board meeting, accept or reject that application.
- (4) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Chief Executive Officer of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (5) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association at the general meeting.

Article 6 Register of members of the Association

- (1) The Chief Executive Officer, on behalf of the Board, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register. The use of the membership list may only be used for the purposes and objectives of the Association.
- (2) The Chief Executive Officer on behalf of the Board must cause the name of a person who dies or who ceases to be a member under Article 8 to be deleted from the register of members referred to in sub-rule (1).

Article 7 Subscriptions of members of the Association

- (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member must pay to the Board, or the person/s appointed to carry out this task, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), a member whose subscription is not paid for a period of a year ceases on the expiry of that period to be a member, unless the Board decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is duly paid on or before the relevant date fixed under sub-rule (2). A member who is not financial will not be eligible to vote at either the Annual General Meetings or Special General Meetings.
- (5) Husband and wife voting rights are restricted to one vote per membership subscription.

Article 8 Termination of membership of the Association

Membership of the Association may be terminated upon-

- (a) receipt by the Board or Chief Executive Officer of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
- (b) non-payment by a member of his or her subscription for a period of three years, or
- (c) expulsion of a member in accordance with Article 9.

Article 9 Suspension or expulsion of members of the Association

- (1) If the Board considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate in writing to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Board, or the Chief Executive Officer, of his or her intention in writing to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
 - (a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed in writing under this sub-rule.

Article 10 Board of Governance

- (1) Subject to sub-rule (9), the affairs of the Association will be governed exclusively by a Board of Governance consisting of-
 - (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a board member to perform the secretarial duties (Secretary); and
 - (d) not less than two and not more than nine other persons,all of whom must be financial members of the Association.
All Board members shall hold to the Reformed faith as described in Article 2 of this Constitution.
- (2) Board members must be elected to membership of the Board at an annual general meeting or appointed under sub-rule (7).
- (3) Residents of the Manoah Village or Hostel or staff directly employed by the Association are not eligible for Board positions.
- (4) Subject to sub-rule (7), a Board member's term will be from his or her election at an annual general meeting for a period of four years, but he or she is eligible for re-election to membership of the Board after this four year term.
- (5) A person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,to the Chief Executive Officer not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (6) If the number of persons nominated in accordance with sub-rule (5) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-
 - (a) the Board must report accordingly to the members; and
 - (b) the general meeting, with a majority vote of fifty (50) percent plus one (1), eligible to vote, present at the meeting, can declare those persons to be duly elected as members of the Board at, the annual general meeting concerned.
- (7) If a vacancy remains on the Board, or when a casual vacancy within the meaning of Article 14 occurs in the membership of the Board-
 - (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Board, at the next following annual general meeting.
- (8) The Board may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (9) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (8).

Article 11 Chairperson and Vice-Chairperson

- (1) Subject to this Article, a Chairperson must preside at all general meetings and Board meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Board meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

Article 12 Secretarial Functions of The Board

The Board will delegate secretarial duties to a board member as agreed each year. The duties of the delegated board member is to-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 53 of the Act with respect to the register of members of the Association, as referred to in Article 6;
 - (ii) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules;
 - (iii) section 58 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under Article 22; and
 - (B) the names and residential or postal addresses of any persons, who are appointed or act as trustees on behalf of the Association, and, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record;
- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by Article 13 to be kept and maintained by, or in the custody of, the Financial Sub-committee; and
- (e) perform such other duties as are imposed by these rules.

The Board may delegate part or all of the secretarial duties to the Chief Executive Officer as agreed by the Board.

Article 13 Control of the Association funds and Finance Subcommittee

- (1) The day to day management and control of the Association funds is the responsibility of a Chief Financial Officer (who may also be the Chief Executive Officer) who has been appointed by the Board and operate under delegated Board authority and under the supervision of a Finance Subcommittee. The Chief Financial Officer shall sign all cheques and electronic payments and will appoint at least one more co signatory to jointly sign with him.
- (2) The Finance Subcommittee shall comprise persons suitable qualified, who are members of the Association and who have been appointed to the subcommittee by a Board resolution. The Chairperson of the Finance Subcommittee should be a sitting board member. The Board will appoint at least two members from the Board to such a subcommittee.
- (3) The Board will issue and review, as circumstances might dictate, a formal detailed mandate to the Finance Subcommittee which shall assist the Board in fulfilling its statutory and fiduciary responsibilities. This mandate shall outline the delegated powers of the Finance Subcommittee and the particular tasks for which it will be responsible but in any event, it shall make the Finance Subcommittee accountable to the Board for:
 - a) the quality and integrity of the organisation's financial statements, accounting policies and financial reporting and disclosure practices;
 - b) compliance with all applicable laws, regulations and organisational policy, relevant to the financial, audit and risk management responsibilities of the Board;
 - c) the effectiveness and adequacy of financial internal control processes;
 - d) the performance of the organisation's external auditors and their appointment and removal;
 - e) the identification and management of material business risks; and
 - f) The maintenance of sufficient liquidity in the business to conduct its affairs.
- (4). The Finance Subcommittee shall make a recommendation to the Board concerning the delegated powers of the Chief Financial Officer with regard to day to day financial management, but in any event the Chief Financial Officer shall be responsible for:
 - a) the prompt banking within 5 business days of receipting of all monies in a bank account in the name of the Association, as approved by the Board;
 - b) the approval of all invoices and payment of all monies owed by the Association, subject to whatever delegated authority limits the Board might grant that person from time to time;
 - c) the investment of funds subject to whatever delegated authority limits the Board might grant that person from time to time;
 - d) compliance on behalf of the Association with all sections of Part 5 of the Act with respect to the accounting records of the Association and in particular:
 - i) keeping correct accounting records;
 - ii) keeping records in such a manner as to reflect at all times the true and fair financial position of the Association in a format that facilitates external auditing;
 - iii) preparation of detailed externally audited

Article 14 Casual vacancies in membership of Board

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;

- (e) is absent from more than three (3) consecutive Board meetings without tendering an acceptable apology to the person presiding at each of those Board meetings of which meetings the member has received notice;
- (f) ceases to be a financial member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

Article 15 Proceedings of Board Meetings

- (1) The Board must meet together for the dispatch of business not less than nine times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting fifty (50) percent plus one (rounded up) Board members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- (6) As required under sections 42 and 43 of the Act, a Board member, or employee of the Association, having any direct or indirect pecuniary interest in a contract, or proposed contract, made by the Board, must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) If there is a conflict of interest between any item of discussions and a board member, the board member must abstain from these discussions pertaining to a resolution and abstain from voting.
- (8) The board member delegated secretarial duties must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- (9) A Board member who has incurred personal expenditure on behalf of the Association is entitled to a refund of such expenditure upon production of the relevant receipts subject to authorisation being granted by a Board resolution.

Article 16 General meetings

- (1) The Board-
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and

- (c) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than five per cent of the membership convene a special general meeting for the purpose specified in that request; or
 - (ii) the Board or Chief Executive Officer receiving a notice under Article 9 (4), convene a general meeting to deal with the appeal to which that notice relates.

- (d) must, after receiving a notice under Article 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board.

- (2) The members making a request referred to in sub-rule (1) (c) (i) must-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.

- (3) When a special general meeting is convened under sub-rule (2) (a) the Association must pay the reasonable expenses of convening and holding the special general meeting.

- (4) Subject to sub-rule (6), the Board must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

- (5) Subject to sub-rule (6), the Board must give to all members not less than 14 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by the Association at the annual general meeting.

- (6) A special resolution may be moved either at a special general meeting or at an annual general meeting, however, the Board must give to all members not less than 14 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (4) or (5), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (7) The Board must give a notice under sub-rule (4), (5) or (6) by-
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under Article 6.

- (8) When a notice is sent by post under sub-rule (7) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Article 17 Quorum and proceedings at general meetings

- (1) At a general meeting fifty one (51) percent of the members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Article 16 (4) or (5)-
 - (a) as a result of a request or notice referred to in Article 16 (1) (c) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Board must give notice under Article 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule(9)
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

Article 18 Minutes of Meetings of Association

- (1) The board member delegated secretarial duties must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Article 19 Voting rights of members of Association

Subject to these articles, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

Article 20 Proxies of members of Association

A member (in this article called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Article 21 Rules of the Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30,31,32.33 and 34 of the Act, which is as follows-
 - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its articles, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) Subject to article 21.1(d), an alteration of the articles of the Association does not take effect until the required documents are lodged with the Commissioner under article 21.1(b);
 - (d) An amendment to the articles of the Association that changes or has the effect of changing:

(i) the name of the Association; or
(ii) the objects or purposes of the Association,
does not take effect until the required documents are lodged with the Commissioner under article 21(1)(b) and the approval of the Commissioner is given in writing.

- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) No alteration or amendment may be made to Article 2 of this Constitution which in any way alters the basis and objectives of this Article nor to the requirement for the Board members to be drawn from persons holding the Reformed faith.

Article 22 Common seal of Association

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in Article 18.
- (3) The affixing of the common seal of the Association must be witnessed by the Chairperson and any other Board Member.
- (4) The common seal of the Association must be kept in the custody of the Chief Executive Officer or of such person as the Board from time to time decides.

Article 23 Inspection of records, etc. of the Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Article 24 Disputes and mediation

- (1) The grievance procedure set out in this article applies to disputes under these articles between:
 - (a) a member and another member; or
 - (b) a member and the Association
- (2) 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 all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association;

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

(a) give the parties to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party;

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

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

Article 25 Distribution of surplus property on winding up of Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objectives and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by special resolution of the members.