

## WELLSPRING CENTRE INC

ABN: 16 587 973 201

### CONSTITUTION

(including amendments approved at the Special General Meeting on 29 August 2010)

In order to protect the Mission of *WellSpring Centre Inc.* and to facilitate its Ministry and also to satisfy the legal requirements of Incorporation, the following Constitution has been adopted:

#### A THE NAME OF WELLSPRING CENTRE INC.

1.1 The name of the incorporated association is *WellSpring Centre Inc.* (referred to in these Rules as "WellSpring").

#### B MEMBERSHIP

A Member of WellSpring can be any person:

- 2.1 who supports the Ministry of WellSpring described in the Mission Statements
- 2.2 whose name appears on the List of Members; and
- 2.3 who has paid his or her subscription.

The secretary of WellSpring must keep a register of its Members (including Ex Officio Members) and their addresses.

#### Subscription

3.1 Each Member must pay an annual subscription set by the Board and approved by the Members at a general meeting of WellSpring.

#### What Members must do

- 4.1 A Member must do what he or she can to help WellSpring and must comply with all decisions made by the Board.

### Resigning from Membership

5.1 Any Member can resign from Membership at any time by giving notice to the Board.

### Being dismissed from Membership

6.1 A Member may be dismissed from Membership if he or she does something detrimental to WellSpring or has failed to comply with these rules.

6.2 A Member will only be dismissed if a majority of the votes at a special meeting of the Board are cast in favour of his or her dismissal. At least a simple majority of the members of the Board must be present at the meeting and the Member must have been given at least 7 days notice of the meeting and been allowed to go to it and defend himself or herself. He or she must not be present at the meeting when the voting is done.

## C EXECUTIVE APPOINTMENT

7.1 The Director of WellSpring will be appointed by the Ashburton Baptist Church in consultation with the Board of WellSpring.

## D BOARD OF MANAGEMENT

8.1 The affairs of WellSpring shall be managed by a Board of Management (the "Board") whose members shall act as "Keepers of the Spring".

### The Board's Powers

9.1 The Board can do anything for WellSpring that WellSpring is allowed to do (except those things which are required by these Rules or the Act to be done only by the Members in general meeting) including the power to:

9.11 set up sub-committees for the practical day to day running of WellSpring

9.12 set up advisory groups to assist in developing and implementing the Ministry of WellSpring

9.13 appoint, employ, remove or suspend any employee or any other person whose services or expertise have been engaged by WellSpring

9.14 appoint and retire Ex Officio Members; and

9.15 dismiss Members from Membership.

9.2 The membership of any sub-committee or advisory group created by the Board is not restricted only to the Members of WellSpring.

### The members of the Board

10.1 The Board will consist of 9 Members:

10.11 4 Members appointed by the Ashburton Baptist Church (one of whom is to be the Director of WellSpring)

10.12 1 Chairperson appointed by the Ashburton Baptist Church; and

10.13 4 other Members nominated and elected at the Annual General Meeting.

10.2 The term of appointment of each Board member will be 2 years except for the first three original members appointed to the Board; their appointment will be for a period of 1 year each.

10.3 The office of a member of the Board becomes vacant if:

10.31 that member ceases to be a Member of WellSpring; or

10.32 that member resigns his or her office by giving written notice to the Board.

10.4 The Board will appoint a Secretary and Treasurer from among its members.

10.5 The Secretary and Treasurer will be appointed by the Board for a term of one (1) year.

10.6 If the office of Secretary or Treasurer becomes vacant the Board will appoint

another of its Members to complete the term of office.

### Vacancy on the Board

11.1 If an office of a member of the Board becomes vacant it will be filled by a casual Board member who will serve out the original term of the appointment.

11.2 If the office was held by a person appointed by the Ashburton Baptist Church then the casual Board member will also be a person appointed by the Ashburton Baptist Church.

11.3 If the office was held by a person who was not appointed by the Ashburton Baptist Church then the office will be filled by a casual Board member nominated and appointed at the next general meeting. When such a vacancy occurs the Board will immediately call a general meeting for the purpose of appointing a casual Board member.

### Proceedings of Board Meetings

12.1 A Board meeting must not begin until at least simple majority of the Board is present. If within half an hour of the time that the meeting was supposed to start a quorum is still not there the meeting must be adjourned.

12.2 All questions to be decided at a meeting will be decided by the members of the Board indicating their preferred answers. However, if a member of the Board asks for a formal vote, one must be held. If a vote is held, each member - including the chairperson- has one vote.

12.3 If the members appointed by the Ashburton Baptist Church are opposed to the other 4 members on any question, then at the request of the other 4 members, the Board will defer from deciding that question at the meeting. Instead the question will be decided at a special Board meeting involving all Board members and a validly appointed conciliator.

12.4 The conciliator can only act as a validly appointed conciliator if he or she is acting with the unanimous consent of the members of the Board.

### Meeting by Circular

13.1 The members do not have to have a meeting to pass a resolution. They can pass a resolution by all signing a written statement of the resolution. The signatures do not have to be on the same piece of paper. A resolution passed in this way has full effect and is to be recorded by the Secretary in WellSpring's minute book.

### Notice of Board Meetings

14.1 The Secretary must give each member of the Board reasonable notice of meetings. Notice can be given orally or in writing. If it is given in writing, it must be delivered to the Board member personally or mailed to his or her home address.

## E CALLING GENERAL MEETINGS

### Annual General Meeting

15.1 WellSpring must hold an Annual General Meeting of its Members at least once each calendar year. The first Annual General Meeting must be held within 18 months of the date of incorporation. The annual accounts of WellSpring must be produced at the Annual General Meeting.

15.2 The Board can determine where and when the Annual General Meetings are to be held.

15.3 At the Annual General Meeting the Members must:

15.31 consider the Board reports on the transactions of WellSpring during the last financial year;

15.32 make sure that these reports are prepared in the way required by the Act; and

15.33 appoint Auditors if necessary.

15.4 Other things can be dealt with at an Annual General Meeting, but they are to be regarded as special business.

### Other general meetings - called by the Board, or by the Members

16. 1 The Board can call a general meeting of the Members at any time.

16.2. Not more than 12 months should elapse between general meetings.

16.3 The Board must hold a general meeting of WellSpring as soon as is practicable after a written request by the Members for a meeting has been deposited at the address of the Secretary. The request must state the objects of the meeting and be signed by at least 10% of the Members.

Notice of this meeting must be sent to all Members within 21 days of the request being deposited. Further the meeting must be held within 6 weeks of the request being deposited.

16.4 If the Board does not call a general meeting within the 21 day period referred to in Rule 16.3 the Members themselves can call the meeting. However, a meeting can only be called in this way if 20% or more of the Members decide to call a meeting (without the assistance of the Board). It must be called by giving notice to every Member in the same manner as set out in Rule 17.1. The Members calling the meeting in this way may ask WellSpring to supply a written statement setting out those persons who are entitled to receive a notice of the general meeting. WellSpring has to give them that list.

16.5 If a meeting is called under 16.1 or under 16.3 and if, within half an hour of the time that the meeting was supposed to start, 20% or more of the Members are not present the meeting must be cancelled.

#### Notice of General Meeting

17.1 Once the Board has determined that there is to be a general meeting, the Secretary must give each Member at least 14 full days notice of a meeting. The notice must set out the place, day and hour of meeting and the matters to be dealt with at the meeting. Notice can be given orally or in writing.

If it is given in writing, it must be delivered to the Member personally or mailed to his or her home address. The notice must also be given to people who are not members but who are entitled to attend the general meeting.

17.2 A resolution cannot be challenged because a Member did not receive notice of a meeting provided that reasonable attempts were made to inform him (or her) of the meeting.

### Notice of special business

18.1 A Member can move a resolution about special business at a general meeting if he or she has the approval of the Board. However, if he or she left a written notice at the Chairperson's address 14 days before the meeting, setting out the resolution and his or her intention to move it, he or she can move it without the Board's approval.

## F. PROCEDURE FOR GENERAL MEETINGS

### Quorum

19.1 A general meeting must not begin until 20% of Members are present. If within half an hour of the time that the meeting was supposed to start a quorum is still not there, the meeting must be adjourned.

19.2 If the meeting is adjourned under this rule, it must be adjourned to the same day, time and place one week later. At that meeting if 20% or more of the Members are not present the meeting must be cancelled.

### Chairperson

20.1 The Chairperson of the Board of WellSpring is to chair meetings. However, if he or she is not there 15 minutes after the time that the meeting was supposed to start, or is there but does not want to chair the meeting, or cannot do it, another member of the Board will chair the meeting.

### Chairperson can adjourn meetings

21.1 The Chairperson can adjourn any meeting to another time and place. However he or she must not do that if a majority of the Members present at the meeting do not want the meeting adjourned.

If a meeting is adjourned the only things that can be dealt with at the adjourned meeting are things which were to be dealt with at the original meeting, but which were not actually dealt with.

### Voting at General Meetings

22.1 Only Members who have paid their annual subscription are entitled to vote at

general meetings.

22.2 All votes must be given personally. Voting cannot be given by proxy.

22.3 Each resolution put to the meeting is to be first decided by Members indicating -when asked to do so- whether they accept or reject a resolution. If no formal voting procedure is demanded the Chairperson can declare that a resolution has been accepted or rejected on the basis of the number of people who indicated that they accepted or rejected it.

22.4 A record in the minutes of the Chairperson's declaration is conclusive evidence of the result. The number of people who indicated that they accepted or rejected the question does not have to be recorded.

#### Chairperson or Members can demand formal count

23.1 The Chairperson or at least 5 Members can ask for a formal vote to be taken on any question at a meeting.

23.2 The Chairperson has a normal vote as a Member and if there is a draw, he or she also has a casting vote.

#### Notice of adjournment to be given

24.1 If a general meeting is adjourned for 21 days or more, all the Members must be given notice of the adjournment in the same way that they are to be given notice of an Annual General Meeting.

#### Minutes must be kept.

25.1 WellSpring must keep minutes of all general meetings.

#### The Seal

26.1 The Board must make sure that WellSpring's corporate seal is kept in a safe place and is only used on documents which the Board has approved it being used on. When a document is sealed with the seal it must be done in the presence of at least two Board members who must sign the document. The document must also be signed by either the Secretary or another person appointed by the Board.



### Signing of financial documents

27.1 Any agreement in which WellSpring agrees to pay money to another person must be approved by the Board. It must be signed by the people appointed by the Board to sign documents like that, and in the way approved by the Board.

### The Treasurer

The Treasurer will be responsible for:

28.1 collecting all money due to WellSpring and making all payments that have been authorised by the Board of Management.

28.2 keeping correct accounts and books showing the financial affairs of WellSpring with full details of all receipts connected with the activities of WellSpring; and

28.3 producing an audited annual financial report (if required) for presentation to the Annual General Meeting.

28.4 The Treasurer will also ensure that the account and books referred to in 28.2 (above) are available for inspection by the Members of WellSpring.

### The Secretary

The Secretary will:

29.1 keep minutes of the resolutions and proceedings of each general meeting and each Board meeting and will keep a record of all people present at both; and

29.2 carry out the other responsibilities referred to in these Rules.

### Books, Documents and Records

30.1 The Secretary must ensure that all books, documents and securities of WellSpring are kept in a safe place.

### Alteration of Rules and Mission statement

31.1 These Rules and the Mission Statement can only be altered or rescinded in the manner described in the Act.

### Funds

32.1 The funds of WellSpring will come from donations and any other sources which the Board decides.

### Winding-Up

33.1 If WellSpring is wound up or dissolved, any property that is left over after all the debts and liabilities of WellSpring have been paid must not be given to the Members but shall be transferred to any organisation that has similar aims to WellSpring and is also exempt from the payment of income tax.

### Non Profit

34.1 The assets and income of WellSpring shall be applied only in furtherance of WellSpring's objectives and no portion shall be distributed directly or indirectly to the Members of WellSpring except as bona fide compensation for services rendered or expenses incurred on behalf of WellSpring.