



New South Wales College of Clinical Pastoral Education Inc.

ABN 96 039 841 861

CONSTITUTION

Updated October 2020

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Constitution

Name

The name of the association shall be the New South Wales College of Clinical Pastoral Education Incorporated.

1. Interpretation

1.1 In these rules, except in so far as the context or subject otherwise indicates or requires -

"**Ordinary member**" means a member of the College who is not an office-bearer of the College as referred to in rule 15.2.

"**Secretary**" means

- a) the person holding office under these rules as Secretary of the College: or
- b) where no such person holds that office - the public officer of the College.

"**General Meeting**" means a meeting of the College which is held at such times as the College determines.

"**Special General Meeting**" means a General Meeting of the College other than either a General Meeting or the Annual General Meeting.

"**the Act**" means the Associations Incorporation Act 1984.

"**the Regulations**" means the Associations' Incorporation Regulation, 1985.

1.2 In these rules -

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. Definition

2.1 Clinical Pastoral Education provides an environment in which ministers, theological students or other persons qualified to offer pastoral care are given the opportunity of becoming a more adequate pastor by entering into personal relationships with people and groups in various kinds of distressing situations.

This will usually take place within some appropriate centre, such as a hospital, correctional institution or other clinical situation, where an integrated programme of theory and practice is being carried out, under appropriate supervision by qualified supervisors. Normally, as part of the programme there is group discussion and assessment of pastoral experience and ministration.

It is hoped that through such Clinical Pastoral Education a person will:

- a) Gain a deeper understanding of people.
- b) Discover more effective ways of communicating theological truth to people in distress situations or needful circumstances.
- c) Learn to work more co-operatively with representatives of other professions and utilise more effectively existing community resources.
- d) Gain a clearer understanding of the chaplain's or pastor's role within such clinical situations.
- e) Gain increased knowledge of some of the problems encountered in clinical situations.

It is hoped that such programmes will make an effective Christian witness to hospitals and other institutions and their professional staffs, leading to a fuller understanding and acceptance of the distinctive contribution of the pastoral ministry.

Clinical Pastoral Education programmes will also promote research in relevant aspects of pastoral theology.

Clinical Pastoral Education will also be in the context of a wider educational programme for the pastoral ministry, for it is not in itself an adequate preparation for the pastor. Nevertheless, it is believed to be an essential part of this preparation.

3. Objectives

- 3.1 To promote interest in and support for Clinical Pastoral Education for ministers, theological students and other persons qualified to offer pastoral care.
- 3.2 To promote, co-ordinate and supervise courses and accredit supervisors and centres providing Clinical Pastoral Education for ministers, theological students and other persons qualified to offer pastoral care.
- 3.3 To provide opportunities for discussion and sharing of ideas and policies in Clinical Pastoral Education through such activities as seminars and discussion groups.
- 3.4 To aid in the distribution of literature in Clinical Pastoral Education and encourage the publication of material in New South Wales.
- 3.5 To engage in such other activities as the College deems necessary in the pursuance of Objects 3.1 to 3.4.

Membership

4. Categories of Membership

4.1 Membership shall be according to the following categories:

- a) People who have satisfactorily completed one (1) unit of Clinical Pastoral Education;
- b) Representatives of the recognised theological training institutions in New South Wales as set out in the by-laws;
- c) Representatives of the recognised denominations in such numbers as set out in the by-laws;
- d) Representatives of approved organisations in such numbers as set out in the by-laws;
- e) Representatives of Clinical Pastoral Education centres accredited by the College and
- f) Co-opted members in such numbers as set out in the by-laws.

4.2 Life Membership

4.2.1. The College may confer Life Membership on a member or distinguished person by the passing of a Special Resolution to that effect.

5. Nomination or appointment of Members

5.1 Members in categories 4.1. (b), (c) and (e) shall be appointed by the denomination or organisation they represent according to their custom and notified to the Secretary of the College who shall, on the payment of the amounts referred to in rule 10, enter the representative's name on the register of members.

5.2 Nomination of a person for membership of the College shall:

- a) be made by a member of the College in writing in the form set out in Appendix 1 to these rules;
and
- b) shall be lodged with the Secretary of the College.

5.3 As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Council which shall determine whether to approve or reject the nomination.

5.4 Where the council determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of the approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.

5.5 The Secretary shall, on payment by the nominee of the amounts referred to in rule 10, within the period referred to in that rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the College.

6. Cessation of Membership

6.1 A person ceases to be a member of the College if the person

- a) dies
- b) ceases to be an appointed representative of a denomination or organisation
- c) resigns
- d) ceases to be co-opted

- e) is expelled from the College
- f) having received two (2) reminder notices fails to pay their annual membership fee (due before 1 July) by 31 December of that same year.

7. Membership entitlements not transferable

- 7.1 A right, privilege or obligation which a person has by reason of being a member of the College -
- a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon cessation of the person's membership.

8. Resignation of Membership

- 8.1 A member of the College may resign from membership of the College by notifying the Secretary in writing of their intention to resign. Their resignation will be effective immediately.
- 8.2 Where a member of the College ceases to be a member pursuant to clause 8.1, and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. Register of Members

- 9.1 The Public Officer of the College shall establish and maintain a register of members of the College specifying the name and address of each person who is a member of the College together with the date on which the person became a member.
- 9.2 The register of members shall be kept at the principal place of administration of the College and shall be open for inspection, free of charge, by any member of the College at any reasonable hour.

10. Fees, Subscriptions etc.

- 10.1 A member of the College, shall upon appointment, or admission to membership, pay the College a fee of \$5.00, or where some other amount is determined by the College, of that amount.
- 10.2 In addition to any amount payable by the member under clause 10.1, a member of the College shall pay to the College an annual membership fee of \$2.00 or, where some other amount is determined by the council, of that other amount
- a) except as provided by paragraph (b), before 1st July in each calendar year or
 - b) where the member becomes a member on or after 1st July in any calendar year - upon becoming a member and before 1st July in each succeeding calendar year.

11. Member's Liability

- 11.1 The liability of a member of the College to contribute towards the payment of the debts and liabilities of the College or the costs, charges and expenses of the winding up of the College is limited to the amount, if any, unpaid by the member in respect of membership of the College as required by rule 10.

12. Disciplining of Members.

- 12.1 Where the Council is of the opinion that a member of the College -
- a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the college, the College may by resolution -
 - i. expel the member from the College; or
 - ii. suspend the member from membership of the College of a specified period.
- 12.2 A resolution of the Council under clause 12.1 is of no effect unless the Council at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under clause 12.3, confirms the resolution in accordance with this rule.
- 12.3 Where the Council passes a resolution under clause 12.1 the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -
- a) setting out the resolution of the Council and the grounds on which it is based;
 - b) stating that the member may address the Council at a meeting to be held no earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - c) stating the date, place and time of the meeting; and
 - d) informing the member that the member may do either or both of the following -
 - i. attend and speak at that meeting;
 - ii. submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Council held as referred to in clause 12.3, the council shall -
- a) give to the member an opportunity to make oral representations;
 - b) give due consideration to any written representations submitted to the Council by the member at or prior to the meeting; and
 - c) by resolution determine whether to confirm or to revoke the resolution.
- 12.5 Where the Council confirms a resolution under clause 12.4, the Secretary shall, within seven (7) days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 13.
- 12.6 A resolution confirmed by the Council under clause 12.4, does not take effect -
- a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - b) where within that period the member exercises the right of appeal, unless and until the College confirms the resolution pursuant to rule 13.4.

13. Right of appeal of disciplined members.

- 13.1 A member may appeal to the College in General Meeting against a resolution of the Council which is confirmed under rule 12.4, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 Upon receipt of a notice from a member under clause 13.1, the Secretary shall notify the Council which shall convene a General Meeting of the College to be held within twenty-one (21) days after the date on which the Secretary received the notice.

- 13.3 At a General Meeting of the College convened under clause 13.2 -
- a) no business other than the question of the appeal shall be transacted;
 - b) the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.4 If at the General Meeting the College passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

The Council

14. Duties, Responsibilities and Powers of the Council

- 14.1 The committee shall be called the Council of the College and subject to the Act, the resolutions and these rules and to any resolution passed by the College in General Meeting -
- a) shall control and manage the affairs of the College;
 - b) may exercise all the functions as may be exercised by the College other than those functions that are required by these rules to be exercised by a General Meeting of the members of the College;
- 14.2 The Office Bearers of the College and two other members of the Council, elected at the Council's first meeting after the Annual General Meeting shall constitute an Executive Committee which shall:-
- a) attend to all matters delegated to it by the Council,
 - b) act as the College between Council meetings,
 - c) meet as frequently as it deems necessary but at least once every month,
 - d) have power to coopt people with special skills for achieving specific tasks.

15. Constitution and Members of the Council.

- 15.1 Subject in the case of the first members of the council to Section 21 of the Act, the council shall consist of -
- a) the office-bearers of the College; and
 - b) the conveners of the two sub-committees of the College;
 - c) the Academic Dean;
 - d) a representative of the CPE Centres;
 - e) three (3) ordinary members made up of academic and/or professional stakeholders or representatives of religious traditions or faith groups;
 - f) up to three (3) ordinary members appointed by the President;
 - g) each of whom, except those appointed by the President, shall be elected at a General Meeting of the College pursuant to rule 16.

15.2 The Office Bearers of the College shall be -

- a) the President
- b) two Deputy Presidents
- c) Treasurer and
- d) Secretary

Office Bearers shall be elected for a period of two years.

Office bearers shall be limited to a maximum period of six consecutive years. The President, one Deputy President and Treasurer may be elected on the alternative years to the second Deputy President and the Secretary.

15.3 Conveners of committees shall be elected for a period of three years with a maximum of six consecutive years. Conveners of three committees shall be elected on the alternate year to the other two Conveners.

15.4 Each member of the Council shall, subject to the rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.

15.5 In the event of a casual vacancy occurring in the membership of the council, the Council may appoint a member of the College to fill that vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

16. Election of Members.

16.1 Nominations of candidates for election as office-bearers of the College or as ordinary members of the council -

- a) shall be made in writing, signed by two (2) members of the College and accompanied by written consent of the candidate (which may be endorsed on the form of nomination); and
- b) shall be delivered to the Secretary of the College not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place

16.2 If insufficient nominations are received to fill all vacancies on the council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

16.3 If insufficient further nominations are received, any vacant positions remaining on the council shall be deemed to be casual vacancies.

16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

16.6 The ballot for the election of office-bearers and ordinary members of the council shall be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.

16.7 A nomination of a candidate for election under this rule shall be valid if that candidate has been nominated for election to another office at the same election.

17. Secretary

17.1 The Secretary of the College shall, as soon as practicable after being appointed as Secretary, lodge notice with the College of his or her address.

17.2 It is the duty of the Secretary to keep minutes of -

- a) all appointments of office-bearers and members of the council;
- b) the names of members of the council present at a Council meeting or a General Meeting; and
- c) all proceedings as Council meetings and General Meetings.

17.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17.4 It is the duty of the Secretary to oversee the following tasks

- a) maintain an up to date Register of Members in accordance with the College's requirements;
- b) check and determine the eligibility of each applicant;
- c) bring requests for membership/resignations to the Council and the College concerning membership.

18. Treasurer

18.1 It is the duty of the Treasurer of the College to ensure that -

- a) all money due to the College is collected and received and that all payments authorised by the College are made;
- b) correct books of accounts are kept showing the financial affairs of the College including full details of all receipts and expenditure connected with the activities of the College;
- c) the books of accounts are audited for each Annual General Meeting.

19. Registrar

19.1 The Registrar shall -

- a) receive from accredited supervisors the names and details of all participants who have satisfactorily completed their course;
- b) insert the details in the College's register;
- c) maintain an up to date Register in accordance with the College's requirements;
- d) upon receipt of the participant's details and the appropriate fee, issue to the course supervisor the participant's Certificate.

20. Casual Vacancies

20.1 For the purposes of these rules, a casual vacancy in the office of a member of the council occurs if the member -

- a) dies;

- b) ceases to be a member of the College;
- c) becomes insolvent under administration within the meaning of the Companies (New South Wales) Code;
- d) resigns office by notice in writing given to the Secretary;
- e) is removed from office under rule 21;
- f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- g) is absent without consent of the council from all meetings of the council held during a period of six (6) months.

21. Removal of Member

- 21.1 The College in General Meeting may by resolution remove any member of the Council from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2 Where a member of the Council to whom a proposed resolution referred to in clause 21.1 relate, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the College, the Secretary or the President may send a copy of the representations to each member of the College, or if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

22. Meetings and Quorum

- 22.1 The Council shall meet at least three times in each period of twelve (12) months at a time and place as the Council may determine.
- 22.2 Additional meetings of the Council may be convened by the President or by any member of the Council.
- 22.3 Oral or written notice of a meeting of the Council shall be given by the Secretary to each member of the Council at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under clause 22.3 shall specify the General nature of the business to be transacted at the meeting and no other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- 22.5 Any five (5) members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- 22.6 No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

22.7 If at the adjourned meeting a quorum is not present with half an hour of the time appointed for the meeting, the meeting shall be dissolved.

22.8 At a meeting of the Council -

- a) the President, or in the President's absence, the Vice-President shall preside; or
- b) if the President and Vice-President are absent or unwilling to act such one of the remaining members of the Council as may be chosen by the members present at the meeting shall preside.

23. Delegation by the Council to Sub-Committee

23.1 The Council may, by instrument in writing, delegate to one (1) or more sub-committees (consisting of such member or members of the College as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than -

- a) this power of delegation; and
- b) a function which is a duty imposed on the Council by the Act or by any other law.

23.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

23.3 A delegation under this section may be subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstance, as may be specified in the instrument of delegation.

23.4 Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.

23.5 Any act or thing done or suffered by a sub committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.

23.6 The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

23.7 A sub-committee may meet and adjourn as it thinks proper.

24. Voting and Decisions

24.1 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of the votes of the members of the Council or sub-committee present at the meeting.

24.2 Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

24.3 Subject to rule 22.5, the Council may act notwithstanding any vacancy on the Council.

24.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

General Meetings

25. Annual General Meetings - Holding of

25.1 With the exception of the first Annual General Meeting of the College, College shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the College, convene an Annual General Meeting of its members.

25.2 The College shall hold its first Annual General Meeting -

- a) within a period of eighteen (18) months after its incorporation under the Act; and
- b) within a period of two (2) months after the expiration of the first financial year of the College.

25.3 Clauses 25.1 and 25.2 have effect subject to any extension or permission granted by the Commission under 26 (3) of the Act.

26. Annual General Meeting - calling of and business at

26.1 The Annual General Meeting of the College shall, subject to the Act and to rule 25 be convened on such date and at such place and time as the Council thinks fit.

26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -

- a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
- b) to receive from the Council reports upon the activities of the College during the last financial year;
- c) to elect office-bearers of the College, the conveners of the seven (7) sub-committees and the ordinary members of the Council;
- d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 (6) of the Act;
- e) to appoint an auditor who shall be a person with accounting knowledge.

26.3 An Annual General Meeting shall be specified as such in the notice convening it.

27. Special General Meetings - calling of

27.1 The Council may, whenever it thinks fit, convene a Special General Meeting of the College.

27.2 The Council shall, on the requisition in writing of not less than five (5) per cent of the total number of members, convene a Special General Meeting of the College.

27.3 A requisition of members for a Special General Meeting -

- a) shall state the purpose or purposes of the meeting;

- b) shall be signed by the members making the requisition;
- c) shall be lodged with the Secretary; and
- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4 If the Council fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.

27.5 A Special General Meeting convened by a member or members as referred to in clause 27.4 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the College of any expense incurred.

28. Notice.

28.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the College, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of the members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the College, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting cause notice to be sent to each member in the manner provided in clause 28.1 specifying, in addition to the matter required under clause 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to the rule 26.2.

28.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

29. Procedure.

29.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

29.2 Fifteen members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

29.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or

communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

29.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) shall constitute a quorum.

30. Presiding Member.

30.1 The President or, in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the College.

30.2 If the President and the Vice-President are absent from a General Meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

31. Adjournment.

31.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 Where a General Meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the College stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a General Meeting or of business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions.

32.1 A question arising at a General Meeting of the College shall be determined on a show of hands, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the College, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 At a General Meeting of the College, a poll may be demanded by the chairperson of the meeting or by not less than three (3) members present in person at the meeting.

32.3 Where the poll is demanded at a General Meeting, the poll shall be taken -

- a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of adjournment; or
- b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs.

- c) the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

33. Special Resolution.

33.1 A resolution of the College is a special resolution if -

- a) it is passed by a majority which comprises not less than three-quarters ($\frac{3}{4}$) of such members of the College as, being entitled under these rules so to do, vote in person at a General Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in clause 33.1 (a) - the resolution is passed in a manner specified by the Commission.

34. Voting.

34.1 Upon any question arising at a General Meeting of the College a member has one vote only.

34.2 All votes shall be given personally.

34.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4 A member is not entitled to vote at any General Meeting of the College unless all money due and payable by the member to the College has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35. Appointment of Proxies.

35.1 Each member shall be entitled to appoint another member as a proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

35.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

36. Insurance.

36.1 The College shall effect and maintain insurance pursuant to Section 44 of the Act.

36.2 In addition to the insurance required under clause 36.1, the College may effect and maintain other insurance.

37. Funds - Source.

37.1 The funds of the College shall be derived from entrance fees and annual subscriptions of the members, donations and subject to any resolution passed at the College in General Meeting, such other sources as the College determines.

37.2 All money received by the College shall be deposited as soon as practicable and without deduction to the credit of the College's bank account.

37.3 The College shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds - Management.

38.1 Subject to any resolution passed by the College in General Meeting, the funds of the College shall be used in pursuance of the objects of the College in such a manner as the College determines.

38.2 Non-profit Clause: The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

38.3 Dissolution Clause: In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

38.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Council or employees of the College, being members or employees authorised to do so by the Council.

39. Alteration of Objects and Rules

39.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the College and only come into effect after the members who are representatives have conferred with the bodies they represent.

40. Common Seal

40.1 The common seal of the College shall be kept in the custody of the Public Officer.

40.2 The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signature of either two (2) members of the Council or of one (1) member of the Council and of the Public Officer or Secretary.

41. Custody of Books etc.

41.1 Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the College.

42. Inspection of Books.

42.1 The records, books and any other documents of the College shall be open to inspection, free of charge, by a member of the College at any reasonable hour.

43. Service of Notices.

43.1 For the purpose of these rules, a notice may be served by or on behalf of the College upon a member either personally, or by sending it by post to the member at the member's address shown in the register of members.

43.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

44. Surplus Property.

44.1 At the first General Meeting of the College, the College shall pass a special resolution nominating an incorporated association as an association in which it is to vest its surplus property pursuant to Section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the College.

44.2 The incorporated association so nominated shall be one which fulfils the requirements specified in Section 53 (2) (a) - (c) of the Act.



Signed:

Date: 26th October 2020

April MacNeill, President

Appendix 1

**Application for Membership in the
New South Wales College of Clinical Pastoral Education Incorporated**

ABN 96 039 841 861 (Incorporated under the Association Incorporation Act 1984.)

I, (full name of applicant)

of, (address of applicant)

..... (occupation of applicant)

hereby apply to become a member of the above named incorporated College under clause 4.1 (a). I have satisfactorily completed one (1) Unit of Clinical Pastoral Education. In the event of my admission as a member, I agree to be bound by the rules of the College of time being in force.

..... (signature of applicant)
..... (date)

I,being a member of the College, nominate the above applicant, who is personally known to me, for membership of the College.

..... (signature of proposer) (date)

I, being a member of the College, second the nomination of the above applicant, who is personally known to me, for membership of the College.

..... (signature of seconder) (date)

Appendix 2

Form of Appointment of Proxy

I, (full name)

of, (address)

being a member of the New South Wales College of Clinical Pastoral Education Inc hereby appoint -

..... (full name of Proxy)

of

..... (address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting as the case may be) to be held on the day of, 19....., and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

..... (signature of member appointing Proxy) (date)

NOTE: A proxy vote may not be given to a person who is not a member of the New South Wales College of Clinical Pastoral Education Inc.

By-Laws

1. Membership.

1.1 Theological Colleges are recognised for the purpose of appointing representatives to the College (clause 4.1 b))

- The Baptist Theological College in NSW
- The Catholic Institute of Sydney
- The Churches of Christ Theological College in NSW
- The College of Ministry, Canberra
- The Congregational Theological College in NSW
- Moore Theological College
- Presbyterian Theological College
- St Andrew's Greek Orthodox Theological College, Redfern
- St John's College, Morpeth
- Seventh-day Adventist Theological College
- Southern Cross College
- Sydney University
- Sydney College of Divinity
- United Theological College
- Theological Colleges that are Member Institutes of the Sydney College of Divinity and any other College as the NSW College may from time to time by resolution add.

1.2 Each College shall have the right to appoint one representative and they shall be appointed annually.

1.3 The following Organisations are recognised for the purposes of appointing representatives to the College (rules 4.1 c) and d)).

- The Anglican Church; all Dioceses in NSW
- The Assemblies of God in NSW
- The Baptist Church in NSW
- The Churches of Christ in NSW
- The Congregational Church in NSW
- The Greek Orthodox Church in NSW
- The Presbyterian Church in NSW
- The Roman Catholic Church; all Dioceses in NSW
- The Salvation Army in NSW
- The Seventh-day Adventist Church in NSW
- The Uniting Church in NSW
- any other Organisation as the College may from time to time by resolution add.

1.4 Each organisation shall have the right to appoint up to ten representatives and they shall be appointed annually.

1.5 All representative members shall have completed at least one Basic Unit of Clinical Pastoral Education except in such instances as the College may determine differently.

2. Co-opted Members.

- 2.1 The College or its Council may co-opt up to ten (10) members of the College.
- 2.2 Co-opted members need not have completed one unit of Clinical Pastoral Education but shall possess knowledge or skills that are helpful in the work of the College.

3. Fees

- 3.1 An applicant for membership of the College shall pay to the College a joining fee of \$5.00 before they can be admitted to membership.
- 3.2 The annual individual membership fee for Category 4.1 members of the College shall be \$40.00.
- 3.3 The annual membership fee for all other categories of membership will be \$40.00.
- 3.4 Registered Centres shall pay to the College an annual fee of \$250.00
(Fee increase endorsed at June 2015 Executive meeting)
- 3.5 Registered Centres shall pay to the College a fee for each certificate awarded to successful trainees:
 - For Basic Unit Certificates - \$155.00
 - For Advanced Unit Certificates - \$155.00
 - For Introductory and Supervisory Certificates - \$50.00
 - For replacement of a group of lost Certificates - \$15 each
(*At the discretion of the Administrator*)
 - For individual replacement of Certificate - \$25