

# **A New Way Services INC.**

## Constitution

### 2024

*As Required for Incorporation Within NSW, Australia*

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# 1. Introduction / Objects

*A New Way Services INC (A New Way)* is a Christian non-profit that exists to practically assist individuals and families in their spiritual, emotional, relational, physical and mental health.

The organisation achieves this through:

- Community Programs & Events
- Christian Programs & Events
- Chaplaincy Services
- Welfare Services
- Consultancy Services
- Live presentations
- Media and Resources

The constitution ensures legal compliance with NSW Incorporation laws while maintaining a focus on the spiritual mission of the organisation.

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## 2. Membership

*A New Way* acknowledges that formal membership is a legal requirement of incorporation and not a spiritual obligation or office.

The membership of *A New Way* consists of:

- Anyone recognised by the Board and listed in the Register of Members.

Applications to become a member must be made in writing. Two (2) board members must agree that the application is an active participant of *A New Way*, and the majority of board members must approve the appointment.

### 2.1 Membership Qualification

Membership is open to individuals who:

- Profess the Christian faith as defined by the Apostles' Creed available on our website ([www.anewway.church](http://www.anewway.church))
- Actively participate in the organisation's activities. Participation includes any of the following activities: regular attendance at programs, financial contributions, practical support.
- Are recognised by the Board and listed in the *Register of Members*.
- Must be 18 years old.

**No membership fees** are required.

## 2.2 Active Participation & Termination of Membership

A member may be removed by the board if:

- They fail to attend two consecutive AGM meetings without providing a proxy.
- If they are convicted of any serious criminal offence.
- They are no meet the requirements for membership qualification.
- Automatic termination occurs if the member dies or resigns.

## 2.3 Register of Members

The Secretary will maintain a current *Register of Members* with their names, addresses, and dates of membership. The register will be updated as necessary and available for inspection.

## 2.4 Member Rights & Responsibilities

Members are entitled to:

- Attend and vote at general meetings.
- Nominate and vote for Board members.
- Submit suggestions for organisational improvements.

Each member has one vote at a general meeting, either given in person or by proxy in the form prescribed by the Board and submitted to the Secretary at least 24 hours before the meeting.

## 2.5 Liability of Members

Members and Board members hold **no personal liability** for the debts or liabilities of the organisation.

## 2.6 Dispute Resolution

Disputes between members or between members and the organisation will be referred to mediation under the **Community Justice Centres Act 1983** if the matter cannot be resolved. All parties involved must provide written statements outlining the issues before mediation.

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# 3. Management

## 3.1 Board Composition

We recognise that power imbalances and nepotism can pose risks to the organisation. To minimise these risks, we aim to avoid having family members serve on the Board together or having staff members' relatives on the Board. If such situations are unavoidable, Board members are encouraged to carefully consider the potential

implications and adopt healthy practices, such as abstaining from specific votes, to maintain fairness and transparency.

- The Director will be a non-voting board member.
- The Board shall consist of a minimum of five (5) and a maximum of ten (10) members, selected by the broader community based on skills, experience, and willingness to serve.
- By consensus decision, the Board will select a public officer as required by law.
- By consensus decision, Board members may be appointed specific portfolios or positions to assist operations.
- An individual from the board will be appointed to protect the privacy of donors who wish to remain anonymous.
- The family of staff members may be on the board; however, they must abstain from any vote that may be considered a conflict of interest.
- No more than two members of the same family may be on the board.

### 3.2 Board Election & Appointment

- Nominations for Board members must be made by written recommendation addressed to the Board. A nomination cannot be made by the individual being nominated but it must be made with their consent.
- Board members are elected by members at general meetings.
- Board members will be required to undergo a national police check.

### 3.3 Terms of Service

- **Board Members** serve for a three-year term, with the option to renew for one additional term. After two consecutive terms Board members must take a mandatory 12 month break.
- In cases where a replacement Board member cannot be found, and the organisation will fail to meet the requirements for the minimum number of board members, the current board member may extend their term while the organisation actively searches for a replacement.

### 3.4 Removal or Resignation From the Board

A Board member may be removed or resign if:

- They voluntarily step down by providing written notice.
- They are unable to perform their duties due to incapacitation.
- They fail to attend three consecutive meetings without cause.
- The members, by consensus, determines that a change in leadership is necessary due to issues of conflict or inactivity.
- They no longer hold the Christian faith as defined by the Apostles Creed available on our website. ([www.anewway.church](http://www.anewway.church))

### 3.5 Board Meetings & Quorum

- Meetings are held at least quarterly or as needed.
- Meetings will open in prayer.
- Meetings shall be conducted in a manner that encourages open discussion and collaborative decision-making.
- The Chairperson will act as the facilitator of all meetings, guiding discussions and ensuring fair participation.
- Meeting minutes will be kept by the Secretary or another appointed individual and distributed to members within a week.
- A quorum is 50% of Board members.
- Remote meetings and decisions are valid if properly documented and meet quorum requirements.

### 3.6 Decision-Making Processes

- Decisions are made by consensus whenever possible. If consensus cannot be reached, a simple majority vote will be used.

### 3.7 Conflict of Interest

Board members must abstain from voting on issues where a conflict of interest arises, particularly in relation to family members or staff employment.

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## 4. Financial Management

### 4.1 Sources of Funds

Funding is derived from:

- Donations and contributions from the public.
- Grants from government bodies or charitable foundations.
- Fundraising events.
- Fees for services or resources.

### 4.2 Management of Funds

- The Treasurer is responsible for maintaining accurate financial records.
- Payments require dual authorisation from two signatories (including the Treasurer).
- Regular financial reports will be presented to the Board for transparency.

### 4.3 Financial Reporting & Auditing

- Financial statements are presented annually at the AGM.
  - The board may appoint an auditor for a yearly review.
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## 5. Administration & Documentation

### 5.1 Custody of Records

The Secretary is responsible for the safe custody of all organisational documents, including:

- Meeting minutes.
- Financial records.
- Legal documents.
- Membership records.

### 5.2 Inspection of Records

Members may request to inspect records, subject to privacy and confidentiality considerations.

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## 6. Organisational Transparency

### 6.1 General Meetings (AGMs & Special Meetings)

- The AGM will be held annually, with notice provided to members two weeks in advance.
- AGMs must be held within 6 months after the end of the financial year.
- Special General Meetings may be convened by the Chairperson with the support of at least two Board members or by request of 25% members.

### 6.2 Quorum for General Meetings

A quorum for General Meetings is one-third of the members. If a quorum is not met, the meeting will be adjourned and rescheduled.

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## 7. Amendments & Winding Up

### 7.1 Amendments to the Constitution

- Amendments to the constitution can be via a special resolution made at a General Meeting with the support of 75% majority of members.
- The constitution must be reviewed every 12 months and approved by board consensus.

### 7.2 Winding Up Provisions

- A New Way may be wound up voluntarily by a special resolution passed by at least 75% of the members present at a General Meeting convened for this purpose.

- In the event of winding up, any assets or funds remaining after the payment of debts and liabilities shall not be distributed to the members but shall be given or transferred to another organisation with similar objectives to A New Way, which is also not carried on for the profit or gain of its individual members.
  - The decision on which organisation(s) will receive the remaining assets shall be made by a majority vote of the members at the General Meeting, subject to compliance with relevant legislation.
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## 8. Financial Year

The financial year of *A New Way* shall commence on the 1st of January and conclude on the 31<sup>st</sup> of December the same year.

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## 9. Definitions & Interpretations

- **Director:** The Director of *A New Way* is a staff member appointed by the Board to oversee the operations, programs, and mission of *A New Way*.
- **Members:** The term "Members" within this constitution refers specifically to the formal, voting members of *A New Way*. It does not refer to attendees, participants, or individuals who engage in the programs, services, or activities of the organisation, unless they are formally recognised as legal members in the Register of Members.
- **Board:** The governing body of *A New Way*, responsible for overseeing operations; may be also known as the "Management Committee".
- **Public Officer:** A public officer is both the official point of contact for an incorporated association and one of the authorised signatories.
- **Portfolios/Positions:** The Board may appoint portfolios or positions within the Board when necessary. This could include specific positions such as chair, treasurer, secretary or similar. These positions/portfolios would be defined by documented position descriptions.
- **Consensus:** Decision-making through unanimous agreement where possible.