

CONSTITUTION OF PATHWAY COMMUNITY CENTRE INCORPORATED

27th November 2023

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1.	NAME:	The name of the Association is Pathway Community Centre Incorporated, hereafter called "Pathway".
2.	PREAMBLE:	Motivated by the love of Jesus for all people, Pathway Community Centre has been established by Clovercrest Baptist Church Incorporated as an expression of its Christ-centred ministry of compassion to provide practical care and support without prejudice to people experiencing poverty, helplessness, or other forms of disadvantage in the community.
3.	DEFINITIONS AND INTERPRETATIONS:	<p>1. Definitions</p> <p>"Act" means <i>Associations Incorporation Act 1985 (SA)</i>, as amended from time to time.</p> <p>"ACNC" means the Australian Charities and Not-for-profits Commission and its successors.</p> <p>"ASIC" means the Australian Securities and Investments Commission.</p> <p>"Auditor" means one of the following:</p> <ul style="list-style-type: none"> (a) A person who is a Registered Company Auditor ("RCA"), being registered under Part 9.2 of the Corporations Act 2001 (Cth) and who satisfies the requirements set out by ASIC in its Regulatory Guide RG180 Auditor Registration; or (b) A firm with at least one member who is an RCA; or (c) An authorised audit company that is registered under Part 9.2 of the Corporations Act 2001 (Cth), and which satisfies the requirements set out by ASIC in its Regulatory Guide RG180 Auditor Registration. <p>"Board" means the Board of Pathway Community Centre Inc.</p> <p>"Board Member" means a member of the Board of Pathway.</p> <p>"Church" means Clovercrest Baptist Church Inc. as defined in the Constitution of Clovercrest Baptist Church Inc.</p> <p>"Church Council" means the Church Council of the Church as defined in the Constitution of the Church.</p> <p>"Church Membership" or "Church Member" means persons accepted into membership of the Church in accordance with the Constitution of the Church.</p> <p>"Director" means the Director of Pathway Community Centre Inc. as appointed by the Member.</p>

<p>3.</p>	<p>DEFINITIONS AND INTERPRETATIONS: (CONT'D)</p>	<p>“Deductible Gift Recipient” means status held under Division 30 of the Income Tax Assessment Act 1997 as amended or replaced from time to time.</p> <p>“Member” means Clovercrest Baptist Church Incorporated.</p> <p>“Meeting of the Member” means a Meeting of the Church Membership conducted in the manner as defined in the Constitution of the Church and convened for the purposes of considering matters specific to Pathway.</p> <p>“Objects” means the Objects of Pathway set out in Clause 4.</p> <p>“Officer” means any person who occupies a position on Pathway Board or the Director or any other person as defined in the Act.</p> <p>“Public Benevolent Institution” means a type of charitable institution whose main purpose is to relieve poverty or distress and is recognised as such by the ACNC.</p> <p>“Registered Charity” means an organisation that is formally registered with the ACNC.</p> <p>2. Interpretations</p> <p>In this document, unless the context otherwise requires:</p> <ul style="list-style-type: none"> (a) A reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for and any subordinate legislation issued under, that legislation or legislative provision; (b) The singular includes the plural and vice versa; (c) A reference to a recital, clause, schedule, annexure or exhibit is to a recital, clause, schedule, annexure or exhibit of or to this Constitution; (d) A reference to any agreement or document is to that agreement or document (and where applicable, any or all its provisions) as amended, novated, supplemented or replaced from time to time; and (e) Headings are for convenient reference only and do not affect the interpretation of this document.
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<p>4.</p>	<p>OBJECTS:</p>	<ol style="list-style-type: none"> 1. In line with the ministry, objects and mission of the Church, the Objects of Pathway are: <ol style="list-style-type: none"> (a) To provide direct relief without prejudice of age, sex, race, ethnic background, religion, political beliefs or marital status to people who are in poverty, sick, suffering, distressed, subject to misfortune, disabled, helpless or otherwise disadvantaged or marginalised; (b) To give hope, dignity and inclusion through the provision of holistic services to people who are experiencing hardship, by meeting practical needs, teaching skills, and connecting people to support groups and counselling services for physical, emotional, mental and spiritual support; (c) To work towards understanding the primary causes of need within the community and, together with other community and welfare organisations, seek and promote ways of addressing the structural and systemic causes of need; and (d) To pursue charitable purposes only, applying its income to only promoting these purposes. 2. These Objects may be achieved by, but not limited to: <ol style="list-style-type: none"> (a) Responding to the expressed needs of people experiencing hardship by referral to one of the services of Pathway or other community service organisations; (b) Providing emergency relief services; (c) Providing support group services or programs for individuals and families dealing with specific life issues in order for them to find support, social inclusion, and improved physical, emotional, mental and spiritual wellbeing. This includes but is not limited to issues such as poverty, physical/intellectual disability and life controlling addictions; (d) Teaching skills that empower people in their specific area of need, such as addiction recovery, English language, living on low incomes, physical fitness, and life skills; (e) Fostering partnerships and networks with other like organisations seeking to fulfil similar Objects; (f) Identifying causal areas of need within the community and responding appropriately whenever possible through the development of long-term holistic solutions; (g) Promoting the inclusion of people experiencing hardship in the community; (h) Liaising with other organisations and government departments and advocating on behalf of clients, as required, to assist them to access appropriate services; and (i) All such other things as may be incidental to the attainment of such Objects.
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5.	POWERS:	Pathway shall have all the powers of an Incorporated Association as set out in Section 25 of the Act.
6.	MEMBER:	<ol style="list-style-type: none"> 1. The sole Member of Pathway shall be the Church. A Meeting of the Member shall be the forum in which the Member shall voice the direction of Pathway. 2. Pathway has been established by the Church to act as an agency of the Church in accordance with the Constitution of the Church. 3. The Member is not required to pay a subscription fee to Pathway.
7.	LIABILITY OF THE MEMBER:	The Member of Pathway is not liable to contribute towards the payment of the debts and liabilities of Pathway or the costs, charges and expenses of the winding up of Pathway.
8.	GOVERNANCE OF PATHWAY:	<ol style="list-style-type: none"> 1. The governance of Pathway shall be vested in its Member, who shall have full power to manage its affairs and to determine any matter not provided for in Pathway's Constitution. Meetings of the Member shall be conducted for these purposes in accordance with Pathway's Constitution. 2. The Member shall appoint a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the Objects of Pathway.
9.	BOARD:	<ol style="list-style-type: none"> 1. The Member shall appoint a Board to attend to the oversight and regular governance of Pathway. <p><u>Role</u></p> <ol style="list-style-type: none"> 2. The Board shall have the management and control of the funds and other property of Pathway in accordance with the budget adopted by the Member and subject to any spending threshold set by the Member. 3. The Board shall have power to co-opt from time to time such persons as it considers necessary to provide it with expert advice or assistance in the management of the affairs of Pathway. Such persons so co-opted shall have no vote in decisions made by the Board. 4. The Board is responsible to the Member for:

<p>9.</p>	<p>BOARD: (CONT'D)</p>	<ul style="list-style-type: none"> (a) Discerning and maintaining the integrity of Pathway's vision, mission and values; (b) Providing leadership, spiritual oversight and support to Pathway as it seeks to fulfil its vision, mission and Objects; (c) Developing policies and governance frameworks to guide staff and leaders of Pathway; (d) Overseeing the ministry and performance of Pathway; (e) Recommending to the Member on the appointment of the Director; (f) Ensuring there is a system of accountability to the Member for the operations of Pathway; (g) Risk management, legal and regulatory compliance; (h) Management and control of the funds and property; (i) Praying regularly for Pathway; and (j) Other duties as described in this Constitution or that may be required to achieve the Objects of Pathway. <p>5. The Board may establish committees to support the Board in undertaking its role. The Board may delegate tasks and functions but not its responsibility.</p> <p>6. The Public Officer of the Church shall be the Public Officer of Pathway.</p> <p>7. The Board shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of Pathway on which the Constitution is silent.</p> <p><u>Composition</u></p> <p>8. The Board shall comprise:</p> <ul style="list-style-type: none"> (a) The Church Council; and (b) The Director (ex-officio – with voting rights). <p><u>Chairperson</u></p> <p>9. The Chairperson of the Church Council shall be the Chairperson of the Board.</p> <p><u>Resignation or Removal of Board Members</u></p> <p>10. A person shall automatically cease to be a Board Member on ceasing to be a member of the Church Council, in accordance with the provisions of the Church Constitution.</p> <p>11. The Director shall automatically cease to be a Board Member on cessation in that role.</p>
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<p>9.</p>	<p>BOARD: (CONT'D)</p>	<p><u>Proceedings at Board Meetings</u></p> <p>12. The Board shall meet a minimum of four (4) times per year and as frequently as may be deemed necessary for the transaction of the ordinary business of Pathway.</p> <p>13. Board Members do not have to be physically present in the same place and may attend Board Meetings using any technological means that allows each member to hear proceedings and be heard by the other Board Members.</p> <p>14. A quorum for a meeting of the Board shall be more than half of the total number of persons appointed and currently serving on the Board who have voting rights and shall be no less than five (5).</p> <p>15. The Board shall develop and implement governance policy to guide its operation that shall include but not be limited to:</p> <ul style="list-style-type: none"> (a) Board decision making; (b) Board member code of conduct; (c) Board meeting processes; (d) Board relations with the Director; and (e) Measuring and reviewing its own performance.
<p>10.</p>	<p>DIRECTOR:</p>	<p>1. The Director shall be appointed by the Member.</p> <p>2. In the event of a prolonged absence of the Director, the Board shall appoint an appropriate person as the Acting Director for the duration of the said absence.</p> <p><u>Role</u></p> <p>3. The Director shall lead Pathway in the fulfilment of its mission, vision, values and Objects.</p> <p>4. The Director has authority and accountability as defined by the Board and is responsible for all aspects of ministry, leadership and management of staff, operation of Pathway and development of an ongoing community services policy for Pathway.</p> <p>5. With assistance from the Church, the Director shall be responsible for the preparation of financial budgets and reports as required.</p> <p>6. The Director shall ordinarily report to the Lead Pastor of the Member or as otherwise determined by the Board.</p>

10.	DIRECTOR: (CONT'D)	<p><u>Eligibility</u></p> <p>7. The Director shall be a baptised believer who is eligible to become a Church Member, with Church Membership a requirement for the position once appointed.</p> <p><u>Method of Appointment & Tenure</u></p> <p>8. The Director shall be appointed (subject to accepting the appointment) on the recommendation of the Board to a Meeting of the Member.</p> <p>9. Voting for the appointment of the Director shall be by secret ballot and passed by a majority of not less than 75% of Church Member votes cast.</p> <p>10. The Board shall set such employment terms, conditions, and salary as are appropriate for the time.</p> <p><u>Right of Participation at Members' Meetings</u></p> <p>11. The Director shall have the right of attendance, participation and voting at all Meetings of the Member.</p> <p>12. The Director shall not be entitled to vote on any resolution relating to their appointment or office.</p>
11.	APPOINTMENTS OF OTHER PATHWAY STAFF:	<p>1. Other persons may be appointed to undertake specific tasks and duties as required by Pathway to fulfil its Objects.</p> <p>2. The appointment and removal of such other staff of Pathway shall be made by the Director upon approval of the Lead Pastor of the Member and in accordance with any relevant legislation.</p> <p>3. Specific job descriptions, terms of appointment, and reporting accountability are to be set out in writing at the time of such appointment.</p>
12.	MEETINGS OF THE MEMBER:	<p><u>Frequency</u></p> <p>1. A minimum of two (2) Meetings of the Member shall be held each year, one of which shall be the Annual General Meeting.</p> <p>2. A special meeting may be called by the Board, the Church Council or by a request signed by one-tenth (1/10) of the Church Membership. A meeting called for a special purpose shall only transact the business for which the meeting was called.</p>

12.	MEETINGS OF THE MEMBER: (CONT'D)	<p><u>Conduct of Business at a Meeting of the Member</u></p> <p>3. All matters governing the Notice of Meeting, Chairperson, Introduction of Business, Agenda, Quorum and Voting at a Meeting of the Member shall be as set out in the Church Constitution in respect to the governance of a Members' Meeting as defined in the Constitution of the Church.</p>
13.	MINUTES OF MEETINGS:	<p><u>Minutes</u></p> <p>1. Minutes shall be kept of all Meetings of the Member and meetings of the Board.</p> <p><u>Confirmation and Signing of Minutes</u></p> <p>2. Minutes shall be confirmed at the next appropriate meeting and signed by the Chairperson who presided at the relevant meeting at which the proceedings took place or by the Chairperson presiding at the meeting at which the minutes are confirmed.</p>
14.	FINANCES AND PROPERTY:	<p>1. The financial year shall be in accordance with that of the Church.</p> <p>2. The income and capital of Pathway shall be applied exclusively to the promotion of its Objects, and no portion shall be paid or distributed directly or indirectly to the Member or its associates except as bona fide remuneration for services rendered or expenses approved and incurred on behalf of Pathway.</p> <p>3. The finances of Pathway shall be managed by the Board, conditional upon any special direction given by the Member at a Meeting of the Member.</p> <p>4. Pathway shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of Pathway in accordance with all legislation applicable to its operation.</p> <p>5. An accurate summary of Pathway's financial position shall be reported at regular Meetings of the Member.</p> <p>6. The Board shall present the audited statement of accounts at the Annual General Meeting of the Member.</p> <p>7. Pathway shall do all such things as are required to retain registration as a Deductible Gift Recipient, a Registered Charity with the ACNC, and a Public Benevolent Institution.</p>

15.	AUDIT:	<ol style="list-style-type: none"> 1. An auditor shall be appointed and the financial accounts of Pathway audited if: <ol style="list-style-type: none"> (a) Required by the Act; or (b) Required by the Board; or (c) Otherwise petitioned by a simple majority of the Church Members at a Meeting of the Member. 2. Where required under Clause 15.1, the Member shall appoint the Auditor at the Annual General Meeting. 3. If the financial accounts of Pathway are required to be audited pursuant to Clause 15.1, and an Auditor has not been so appointed by the Member in accordance with Clause 15.2, then the Board shall have the power to appoint an Auditor for the current financial year, and such appointment shall be by way of a simple majority of votes in favour by those personally present at the meeting of the Board and eligible to vote. 4. The Auditor shall hold the appointment until the next Annual General Meeting and is eligible for re-appointment. 5. An Auditor so appointed under this Clause 15 shall be entitled to charge and be paid for their services at fair market rates.
16.	THE COMMON SEAL:	<ol style="list-style-type: none"> 1. Pathway shall have a Common Seal upon which its name shall appear in legible characters. 2. The Seal shall be kept at the principal place of administration of the Church. 3. Each use of the Seal shall be declared at a Meeting of the Member and recorded in the Minutes of the Meeting of the Member with sufficient detail to enable the document to which the Seal has been affixed to be properly identified. 4. Any two (2) members of the Board may affix the Seal.
17.	LIABILITY OF OFFICERS:	Pathway shall purchase such insurance(s) as necessary to provide protection at realistic market values against risks to the assets and for the liabilities and professional conduct of Pathway and its Officers.
18.	ALTERATIONS TO THE CONSTITUTION:	<ol style="list-style-type: none"> 1. Motions at Member Meetings to repeal, alter or amend this Constitution, shall be passed by a majority of not less than 75% of Church Member votes cast at a Meeting of the Member at which the proposed change is to be considered.

18.	ALTERATIONS TO THE CONSTITUTION: (CONT'D)	<p>2. Church Members shall be given sixty (60) days notice prior to a Meeting of the Member called to vote on any proposed changes to the Constitution.</p>
19.	MANNER OF WINDING UP:	<p>1. Pathway may be wound up pursuant to a resolution passed by a majority of not less than 75% of Church Member votes cast at a Meeting of the Member especially convened for the purpose. It shall then be wound up in the manner provided for in the Act.</p> <p>2. If after the winding up of Pathway there remains 'surplus assets' as defined by the Act, these will be transferred by the Liquidator to:</p> <ul style="list-style-type: none"> (a) The Church; or (b) Another organisation which has similar Objects to Pathway and has rules which prohibit the distribution of the assets and income of the organisation to the members of the organisation. (c) Provided always that if Pathway has at any time held Deductible Gift Recipient status, then the transferee of any property and/or rights pursuant to this Clause 19 must itself hold Deductible Gift Recipient status at the time of such transfer.