

South Australian Christian Endeavour Union Inc.

Constitution 16 June 2013



1. NAME

The name of the Association shall be "South Australian Christian Endeavour Union Incorporated", hereafter designated as "the Association".

Purpose and Objectives of SACEUI

- a) To promote and encourage members to follow Jesus Christ.
- b) To support the Christ centred spiritual development of young people in South Australia.

SACEUI Belief Statement

The core beliefs of SACEUI are summarised as:

- The existence of God as living and loving creator of the universe.
- The authority of Jesus Christ as Lord, Saviour and Judge.
- The presence of God in His people through the Holy Spirit.
- The mandate of Christians to participate in the mission of God.
- The good news of salvation through faith in Christ alone.
- The unity of Christians through the Spirit as the body of Christ.
- The authority of the Bible in all matters of faith and practice.

SACEUI Practices

The members of SACEUI pledge themselves to the following practices:

- Reliance on love and renewal from God (John 15:5)
- the Worship of God (Matthew 22:37-38)
- Action for Others (Matthew 22:39)
- Christian Community (John 13:34)
- the Mission of God (Matthew 28:19-20a)

SACEUI History

Christian Endeavour was founded in Portland, Maine in 1881 by Canadian born Dr. Francis E. Clark at the Williston Congregational Church. Dr. Clark saw that there were many opportunities for youth to hear the Word, but few for young people to participate in its work. CE started as a way to train and equip young people to become leaders within the local church.

The early Endeavourers reversed the common teachings of the church on young people and launched what is now called 'youth ministry.' Now, nearly every youth ministry organisation today can be linked to Christian Endeavour either in history, method, or both.

2. DEFINITIONS

Sub-committee – A group of people focused on particular project.

General meeting- means a general meeting of members of the Association convened in accordance with these rules.

Member- means a member of the Association.

The Act- means the Associations Incorporation Act 1985.

Special Resolution- means a special resolution defined in the Act.

Month- means a calendar month.

Board - The organised body of administrators of SACEUI.

Board meeting – A formal meeting of board members of an organisation/association, held usually at definite intervals to consider policy issues and major problems.

Partnership - A relationship between individuals or groups that is characterised by mutual cooperation and responsibility, for the achievement of a specified goal.

Natural Person – A natural person is a human being, as opposed to an artificial, legal or juristic person, i.e. an organisation.

ADI account – Authorised deposit-taking institution.

Deliberative – Relating to or intended for consideration or discussion.

3. PURPOSES AND OBJECTIVES OF THE ASSOCIATION

- a) To promote and encourage members to follow Jesus Christ.
- b) To support the Christ centred spiritual development of young people in South Australia.

4. POWERS OF THE ASSOCIATION

For the purpose of carrying out its objects, the Association may, subject to this Act and its rules—

- a) Acquire, hold, deal with, and dispose of, any real or personal property; and
- b) Administer any property on trust; and
- c) Open and operate ADI accounts; and
- d) Invest its moneys—
 - i. In any security in which trust moneys may, by Act of Parliament, be invested; or
 - ii. In any other manner authorised by the rules of the Association; and
- e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and
- f) Appoint agents to transact any business of the Association on its behalf; and
- g) Enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 Applications

Any individual making application affirming agreement with the objects, beliefs and practices of the Association, shall become eligible to be a member affiliated with this Association, upon the affirmative vote of at least two-thirds of those present and voting at a meeting of the Board.

The application for membership shall be made in writing, signed by the applicant and the proposer and seconder. All applicants shall be over the age of 18.

Upon the acceptance of the application by the Board and upon payment of the first annual subscription, the applicant shall be a member of the Association.

5.2 Subscriptions

The subscription fees for membership shall be such sum as the Board determines appropriate.

The subscription fees shall be payable annually on 1 July or at a time that the Board determines.

5.3 Resignations

A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.4 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- c) The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the Board has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days of the Board communicating its determination to the member.
- e) In the event of an appeal under 5.4d above, the appellant's membership of the Association shall not be terminated immediately. After the appellant has been heard by the members of the Association, the Association will vote on whether to uphold the Board's determination, using a secret ballot, with 50% +1 being required to confirm the expulsion. In such an event, membership will be terminated at the date of the general meeting at which the determination of the board is upheld.

5.5 Register of members

A register of members must be kept and contain:

- a) The name, address, phone number and email address of each member.
- b) The date on which each member was admitted to the Association.
- c) If applicable, the date of and reason(s) for termination of membership.

6. THE BOARD

6.1 Powers and duties

- a) The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in a general meeting.
- b) The Board has the management and control of the funds and other property of the Association.
- c) The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- d) The Board shall appoint a public officer as required by the Act.

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (using a Form 10) with Consumer and Business Services (CBS), Chesser House, 91-97 Grenfell Street, Adelaide 5000; Postal Address: GPO Box 1719, Adelaide 5001.

6.2 Appointment

- a) The Board shall be comprised of a chairperson, secretary, treasurer and up to five Board members which may, for example, cover the roles of Volunteer Officer, OHS&W officer and Policy Officer. The Association may appoint other officers as required by the Board and current practice.
- b) A Board member shall be a natural person.
- c) A prospective Board member will:
 - i. Be a CE member.
 - ii. Be a member of a church.
 - iii. Supply a reference of character.
 - iv. Supply a written application.
 - v. Be nominated by a member of the Association.
- d) A Board member may hold their position for a term of 5 years with the option to be re-elected for another term. Following this the Board member must retire for a period of 12 months before being able to reapply.
- e) Roles within Board will be for a term of 3 years with the option to be re-elected for a period of time up to but not exceeding the remaining time on the Board (refer to 6.2 d). Following this the Board member must retire from their position for a period of 12 months before being able to reapply.
- f) A retiring Board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- g) Notice of all persons seeking election to the Board shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- h) The Board may appoint an eligible person to fill a casual vacancy, and such a Board member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Board, following nomination procedures.

6.3 Proceedings of the Board

- a) The Board shall meet together for the dispatch of business at least quarterly.
- b) Responses to questions arising at any meeting of the Board shall be decided by a majority of open votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Board shall be one half of the members of the Board.
- d) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall vote pending a unanimous approval by the Board. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

6.4 Disqualification of Board members

The office of a Board member shall become vacant if they are:

- a) Disqualified from being a director or Board member by the Act.
- b) Expelled as a member under these rules.
- c) Permanently incapacitated by ill health.
- d) Absent without apology from more than two meetings in a financial year.
- e) Absent for 12 months, regardless of apologies, at the discretion of the Board.

7. GENERAL MEETINGS

7.1 Annual general meetings

- a) The Board shall call an annual general meeting in accordance with the Act and these rules.
- b) The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within four months after the end of its financial year.
- c) The order of the business at the meeting shall be:
 - i. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - ii. The consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required).
 - iii. The election of Board members
 - iv. The appointment of auditors (if required - see rule 10.3)
 - v. Any other business requiring consideration by the Association in the general meeting.

7.2 Special general meeting

- a) The Board may call a special general meeting of the Association at any time.
- b) Upon a requisition in writing of not less than 20%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the Association, the Board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not convened within two months, as required by 7.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board.
- e) The Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

7.3 Notice of general meetings

- a) Subject to 7.3b, at least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A written notice may be given by the association to any member.
- d) Where a notice is sent by post:
 - i. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.4 Proceedings at general meetings

- a) Ten percent of members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 7.4d, the chairperson of the Board shall preside as chairperson at a general meeting of the Association.
- d) If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.

7.5 Voting at general meetings

- a) Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

7.6 Poll at general meetings

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7 Special and ordinary resolutions

- a) A special resolution is as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

8. MINUTES

- a) Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for that purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at the subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9. DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes between:

- i. a member and another member
 - ii. a member and the Association
- a) 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.

- b) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- c) In this rule, 'member' includes current members and any person who has terminated their membership.
- d) Section 40 of the Act provides that where the Board exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed.
- e) Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated Association who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

10. FINANCIAL REPORTING

10.1 Financial year

The first financial year of the Association shall be the period ending on the next 31 March following incorporation, and thereafter a period of 12 months commencing on 1 April and ending on 31 March of each calendar year.

10.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act. Refer to regulation 8 of the Association's Regulations.

10.3 Accounts and reports to be laid before members.

The accounts, together with the auditor's report on the accounts (if required), the Boards statement and the Boards report, shall be laid before members at the annual general meeting.

Refer to section 35(6) of the Act.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

Section 55 of the Act provides a prohibition against securing profits for members.

12. WINDING UP

The Association may be wound up in the manner provided for in the Act.

13. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The Association may determine to distribute surplus assets to nominated charities.

Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

14. RULES

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

The Act provides that an alteration to a rule may be made by special resolution of the Association unless other provision is made in the rules.

Note requirements of Section 24(6) and 24(7): Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by CBS, Corporate Affairs Commission.