

MODEL RULES FOR AN INCORPORATED ASSOCIATION

As adapted for, and adopted by, the

AUSTRALIAN STUDENT CHRISTIAN MOVEMENT

Preamble

Representatives of Christian Unions in Universities and Colleges throughout Australasia assembled in convention in Melbourne on June 6th, 1896, recognising a common basis of the Unions and their unity of purpose, adopted a Constitution, and founded the Australasian Student Christian Union, which thereupon applied for affiliation to the World Student Christian Federation, and was duly received as a member thereof.

At a business meeting in Rangiora, New Zealand, in December 1912, it was decided to change the name of the organisation from Union to Movement.

As a result of growth of the Movement, it was decided later to transform the Movement into two independent and co-operating Movements. This was effected in January 1921 by concurrent decisions of conventions in Australia and New Zealand respectively, and the change was endorsed by the World Student Christian Federation.

The Australian Student Christian Movement was incorporated as a Company Limited by Guarantee, the members of which at any given time were the members of the current national General Committee. Over time, the reporting and administrative requirements of this form of incorporation became overly burdensome, and in 2003 the ASCM decided to re-incorporate as an Incorporated Association.

These Rules are adapted from the Model Rules and from key elements of the ASCM's historical Constitution, and are presented as they were adopted for the purpose of re-incorporation in July 2003, with minor amendments in 2015 and a significant revision in 2021.

1. *Name*

The incorporated association is the Australian Student Christian Movement Association (*in these Rules called "the ASCM Association"*).

2. *Definitions*

(1) In these Rules, unless the contrary intention appears -

"**Act**" means the Victorian Associations Incorporation Act 1981;

"**ASCM Association**" means the Australian Student Christian Movement Association;

“ASCM” (without the word “Association”) refers to the movement generally, including individual members, local branches and state-wide committees or Area Councils that may be unincorporated or incorporated independently of the ASCM Association, as well as the ASCM Association;

"committee" means the National Committee (formerly named the General Committee) of the ASCM Association, unless the context otherwise requires;

"financial year" means the year ending on 31 May;

"member" means a member of the ASCM Association;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

3 *Alteration of the rules*

These Rules and the statement of purposes of the ASCM Association must not be altered except in accordance with the Act.

Explanatory note: As at July 2003, the Act requires a 3/4 majority vote in a General Meeting, called with 21-days notice in the appropriate form of the special resolution to amend the Rules.

4 *The nature of the ASCM Association*

(a) The ASCM welcomes into a community of study, worship and service, all students, teachers and others who seek the truth by which to live.

(b) The basis of the ASCM: Faith in the living God – the Holy Trinity – who speaks to us through the Scriptures and in the life of the Church and the world.

5 *Aims of the ASCM Association*

a. To worship and serve God in the world, especially among students

b. To follow Jesus Christ and communicate the Gospel in word and act

c. To encourage radical testing of Christian faith and life

d. To strive for new truth and life within the academic community

e. To work for peace, justice and mutual aid among the nations

f. To share in the mission of the whole Church and seek its unity and renewal.

6 *The organisation of the ASCM Association*

(a) The ASCM Association may organise its members into local Branches and regional Area Councils, where possible.

(b) Recognition of Area Councils and Branches rests with meetings of the ASCM and with the National Committee. The National Committee will be constituted by the Annual General Meeting (AGM) through the election of office holders of the ASCM and the confirmation of other members.

(c) A general meeting of the ASCM Association may recognise as an ASCM Branch any group of people that has carried on, for a period of at least six months, effective work in line with the nature and Aims of the ASCM Association. In order to protect the ecumenical identity of the ASCM Association, a Branch must not operate under a name that suggests it is affiliated either with a particular denomination or with an agency or affiliate of a denomination.

(d) There shall be no more than one Area Council for each State and Territory in Australia. All Branches in each State or Territory shall be represented on the relevant Area Council. Area Councils may establish sub regional committees, as needed.

7. *Office holders*

(a) Each officer of the ASCM Association shall be elected at the Annual General Meeting (AGM) of the ASCM and hold office until the next AGM, except for those offices which may be remunerated and which are contracted for a stated, longer term. Such officers can be referred to as 'staff'.

(b) All office holders are eligible for re-election, with the exception of staff whose contract sets a fixed term.

(c) Each AGM shall review the offices to be filled with a view to creating new offices as needed and discontinuing those offices that are deemed to be no longer needed.

(d) In the event of a casual vacancy in any office, the National Committee may appoint a member of the ASCM Association to the vacant office.

(e) The officers of the ASCM Association shall be:

(i) a Chairperson;

(ii) a National Director

(iii) a Secretary;

(iv) a Treasurer;

(v) a Pastoral Officer (Chaplain);

(vi) other officeholders as the AGM may determine.

8 *Area Council functions*

(1) These functions include:

- (a) To act as a channel of communication between the National Committee and the local organisation of the ASCM in the area concerned and to assist the National Committee in carrying out the policy of the ASCM Association;
- (b) to stimulate and co-ordinate the activities of the ASCM in the area concerned, receive regular reports from the representatives of all sections of its work, and advise the National Committee thereon;
- (c) to make arrangements for visits to the area by staff of the ASCM and other suitable persons;
- (d) to determine, in consultation with the National Committee, how best to support fundraising for the ASCM Association, and be responsible for funding local projects of its own initiation;
- (e) to appoint such committees as it may deem necessary to give special attention to any phase of its work;
- (f) to adopt, if it chooses to do so, its own Constitution or Rules, not inconsistent with these Rules, and to incorporate under those Rules independently of the ASCM Association.

9 *Membership*

(1) The membership of the ASCM Association shall be open all who are willing to engage in an exploration of the Christian faith and to abide by these Rules. Members are expected to contribute to the work of the ASCM as they are able.

- (a) All members of the ASCM may participate in general meetings of the ASCM.
- (b) The Annual General Meeting of the ASCM Association is responsible for accepting new members.
- (c) A right, privilege, or obligation of a person by reason of membership of the ASCM Association is not capable of being transferred to another person.

10 *Register of members*

(1) The Chairperson is responsible for ensuring that there is a register of members of the ASCM Association. The register is to be available for inspection free of charge by any member upon request.

(2) The register will contain:

- (a) the name, address and (where given) email address of each member;

- (b) the date on which each member's name was entered in the register;
- (c) the Branch or Area Council or region to which the member belongs;
- (d) the date of the cessation of membership, with the reason for this cessation;
- (e) a list of all Branches recognised by the ASCM Association, the date at which each Branch was initially recognised, and the date of any subsequent determination by the ASCM Association that the Branch ceased to function as a recognised Branch.

11 *Annual general meetings*

(1) The National Committee will determine the date, time and place of the AGM of the ASCM Association.

(2) The ordinary business of the AGM shall be-

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the committee reports upon the transactions of the ASCM Association during the last preceding financial year;
- (c) to review the offices of the ASCM (other than those identified at Rule 7) and to confirm which additional offices shall be filled for the coming year.
- (d) to elect officers of the ASCM Association and to confirm membership of the National Committee;
- (d) to receive and consider the statement to be submitted by the ASCM Association in accordance with section 30(3) of the Act;
- (e) to review the list of recognised Branches, determining whether any additional Branches should be added to the register or whether any Branch has ceased to function as a Branch of the ASCM Association; and
- (f) to appoint, where appropriate, staff.

Explanatory note: section 30(3) of the Act refers to an annual financial statement of the Association.

(3) The annual general meeting may also conduct other business.

12 *Election of officers*

(1) Nominations of candidates for election of officers of the ASCM Association may be:

- (a) made in writing, signed by two members of the ASCM Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and delivered to the National Director of the ASCM Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (b) nominated for an office “from the floor” during the AGM.
- (c) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected.
- (d) 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.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (f) The ballot for the election of officers must be conducted at the AGM in such manner as the Chairperson may direct.

13 *Vacancies*

- (1) The office of an officer of the ASCM Association becomes vacant if that person:
 - (a) ceases to be a member of the ASCM Association by virtue of death or resignation; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law.

14 *Special general meetings*

- (1) In addition to the AGM, any other general meeting (a special general meeting) may be convened by the National Committee.
- (2) Also,
 - (a) on the request in writing of at least 5 members, or of members representing not less than 5 per cent of the total number of members (whichever is greater), the committee must convene a special general meeting of the ASCM Association.
 - (b) The request for a special general meeting must state the objects of the meeting; and be signed by the members requesting the meeting; and be sent to the address of the Chairperson.
 - (c) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address

of the Chairperson, any of the members making the request may convene a special general meeting to be held not later than 3 months after that date.

(d) If a special general meeting is convened by members in accordance with Rule 14(c), all reasonable expenses incurred in convening the special general meeting must be refunded by the ASCM Association to the persons incurring the expenses.

(e) A special general meeting may be convened as a teleconference.

15 *Notice of general meetings*

(1) The Chairperson of the ASCM Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the ASCM Association, must cause to be communicated to all members of the ASCM Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

16 *Use of technology*

(10) A member not physically present at a meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other. A member participating in a meeting is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

17 *Quorum at general meetings*

(1) No item of business may be conducted at a general meeting unless a quorum of members of the ASCM Association is present at the time when the meeting is considering that item.

(a) Seven members constitute a quorum for the conduct of the business of a general meeting.

(b) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-

(i) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and

(ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

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

18 *Presiding at general meetings*

(1) The Chairperson or their nominee will preside at each general meeting of the ASCM Association.

19 *Adjournment of meetings*

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

20 *Voting at general meetings*

(1) Decisions should usually be made through seeking a consensus of those present and voting.

(2) Upon any question arising at a general meeting of the ASCM Association, a member has one vote only.

(3) Where there is no consensus, and where it is thought by the Chairperson, with advice from the meeting, that a decision is required, a decision can be made by agreement of the majority, where those voting against can have their dissent recorded.

(4) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

21 *Proxies*

(1) Proxy votes (ie. absentee votes) are not permitted at any meeting of the ASCM Association.

22 *National Committee*

(1) The affairs of the ASCM Association shall be managed by the National Committee.

(2) The National Committee:

(a) shall control and manage the business and affairs of the ASCM Association;

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the ASCM Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the ASCM Association;

(c) subject to these Rules, the Act and the Regulations, may perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the ASCM Association.

(3) Subject to section 23 of the Act, the committee shall consist of:

(a) the officers of the ASCM Association;

(b) executive staff members;

(c) one representative from each Area Council (being a member of that Area Council);

(d) one representative from each Branch (being a member of that Branch);

(4) Staff of the ASCM will be eligible to become members of the ASCM Association and as such, will be able to vote in general meetings and in meetings of the committee (except on issues where there is a perceived conflict of interest).

(5) The membership of the National Committee shall be confirmed at the AGM of the ASCM Association in each year.

(6) The committee may also welcome additional persons as visitors. Visitors welcomed by the committee may participate fully in the meeting, except for voting.

23 *Meetings of the committee*

(1) The committee must meet in person at least once in each year at such place and such times as the committee may determine. This meeting may be coterminous with the AGM. The committee may conduct additional meetings by telephone conference or any other means of simultaneous interaction.

(2) Special meetings of the committee may be convened by the Chairperson or by any 4 members of the committee.

24 *Notice of committee meetings*

(1) Written notice of each committee meeting must be given to each member of the committee at least seven business days before the date of the meeting.

(2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

25 *Quorum for committee meetings*

(1) Any four members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present.

(3) The committee may act notwithstanding any vacancy on the committee.

26 *Presiding at committee meetings*

(1) At meetings of the committee, the Chairperson or their nominee presides.

27 *Voting at committee meetings*

(1) On any question requiring a decision by the committee, the committee shall strive to reach a decision by consensus (that is, all members and visitors present accept that it is better to make the proposed decision than not to make it).

(2) Where a matter is put to a vote, each member of the committee, including the person presiding at the meeting, is entitled to one vote.

(3) If there are visiting members (including staff) present from a Branch or Area Council in addition to the member representing that Branch or Area Council, the representative and visitors must reach consensus among themselves within a reasonable time before the member (or a visitor designated by the member) can cast a vote on behalf of that Branch or Area Council.

28 *Executive Powers*

(1) The Chairperson and the National Director shall have oversight of the business and affairs of the ASCM Association in between meetings of the committee.

(2) They may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the ASCM Association other than those powers and functions that are required by

these Rules to be exercised by general meetings of the members of the ASCM Association or by the national committee.

(3) They may, subject to these Rules, the Act and the Regulations, perform all such acts and things as appear to be essential for the proper management of the business and affairs of the ASCM Association.

29 *National Director*

1. The National Director (or Directors, where there is a joint appointment) will have executive responsibility for the oversight and management of the work of the ASCM Association, in conjunction with the Chairperson. The National Director (or Directors) will seek to work collegially with the office holders, other paid staff and the members.

30 *Secretary*

- (1) The Secretary need not be an active member of the Committee.
- (2) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (3) The Secretary must:
 - (a) maintain the register of members in accordance with rule 10;
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Rule 34, all books, documents and securities of the Association ;
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents;
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (4) If the position of Secretary becomes vacant for any reason, the Committee must appoint an interim Secretary within 14 days, to hold office until the next Annual General Meeting.
- (5) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

31 *Seal*

- (1) The common seal of the ASCM Association must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of two members of the committee.

32 *Custody and inspection of books and records*

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the ASCM Association.

(2) All accounts, books, securities and any other relevant documents of the ASCM Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the ASCM Association.

33 *Minutes of meetings*

(1) The Chairperson of the ASCM Association must see that minutes of the resolutions and proceedings of each general meeting, and each committee meeting, are kept, together with a record of the names of persons present at committee meetings. They must forward copies of these to the Secretary for safe keeping.

34 *Funds*

(1) The Treasurer of the ASCM Association must:

(a) collect and receive all moneys due to the ASCM Association and make all payments authorised by the ASCM Association; and

(b) keep correct accounts and books showing the financial affairs of the ASCM Association with full details of all receipts and expenditure connected with the activities of the ASCM Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

(3) The funds of the ASCM Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

(4) The accounts of the ASCM Association must be reviewed annually by an independent accountant.

35 *Notice to members*

(1) Any notice that is required to be given to a member, by or on behalf of the ASCM Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission to the email address shown in the register of members, if the member has supplied an email address and has not requested that the notice be given to him or her by other means.

36 *Discipline, suspension and expulsion of members*

(1) The National Committee shall have power to suspend or expel a member for due cause.

(2) Subject to these Rules, if the National Committee is of the opinion that a member has been guilty of conduct unbecoming a member or prejudicial to the interests of the ASCM Association, the committee may propose by resolution to suspend that member from membership of the ASCM Association for a specified period; or expel that member from the ASCM Association. This proposed resolution must be communicated to the affected member.

(3) The member whose suspension or expulsion has been proposed shall have a right of a hearing when the resolution is being debated.

(4) In the event that the resolution is passed, that member has the right to appeal to a general meeting of the ASCM.

(5) In the event of an appeal, the committee may choose to hear the appeal before referring it to a general meeting.

(6) In the event of a second hearing by the committee, the Chairperson must, as soon as practicable, cause to be given to the member a written notice setting out the resolution of the committee and the grounds on which it is based and stating that the member, or his or her representative, may address the committee meeting at which the appeal will be heard

(7) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must:

- (a) give the member, or his or her representative, an opportunity to be heard;

- (b) give due consideration to any written statement submitted by the member;
 - (c) determine by resolution whether to confirm or to revoke the resolution;
 - (d) require of themselves at least a two thirds vote in favour of upholding the original resolution, without which the resolution is revoked.
- (8) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Chairperson a notice to the effect that he or she wishes to appeal to the ASCM Association in general meeting against the resolution.
- (9) If the Chairperson receives a notice under sub-rule (8), he or she must notify the committee and the committee must convene a general meeting of the ASCM Association to be held within 21 days after the date on which the Chairperson received the notice.
- (10) At a general meeting of the ASCM Association convened under sub-rule (9):
- (a) no business other than the question of the appeal may be conducted;
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard;
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (11) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members present vote in favour of the resolution. In any other case, the resolution is revoked.

37 *Removal of an office holder*

- (1) The ASCM Association in general meeting may, by resolution, remove any member of the committee or the Secretary before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Chairperson of the ASCM Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the ASCM Association.
- (3) The Chairperson may give a copy of the representations to each member of the ASCM Association or, if they are not so given, the member may require that they be read out at the meeting.

38 *Disputes and mediation*

- (1) The grievance procedure set out in this rule applies to disputes that do not involve allegations of criminality between:
 - (a) a member and another member; or
 - (b) a member and the ASCM Association.
- (2) 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.
- (3) If the parties are unable to resolve the dispute through discussion, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the ASCM Association; or
 - (ii) in the case of a dispute between a member and the ASCM Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the ASCM Association can be a mediator as long as they are not a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

39 *Non-profit and winding up provisions*

(1) The ASCM Association shall not trade or secure pecuniary profit for its members.

(2) In the event of the winding up or the cancellation of the incorporation of the ASCM Association, any surplus remaining after the debts and liabilities of the ASCM Association have been paid shall be transferred:

(a) to another non-profit organisation with similar aims to the ASCM Association, as determined by a special resolution of the members at or before the time of winding up; or if no such resolution is passed then

(b) to the National Council of Churches in Australia or its successor (however named), to use in its discretion for the promotion of ecumenism among youth and students; or if that organisation no longer exists by any name or cannot accept the funds then

(c) to the World Student Christian Federation's inter-regional office in Geneva (or its successor), however named; or if that organisation no longer exists by any name or cannot accept the funds then

(d) to some other charitable cause.

a. **APPENDIX 1**

APPLICATION FOR MEMBERSHIP OF THE A.S.C.M. ASSOCIATION

Refer to Rule 4(2)(b); see also Rule 4(2)(a)

I, _____, of _____ desire to become a
(name and occupation) *(address)*

member of the Australian Student Christian Movement Association.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

I [agree / do not agree] to receive notices of meetings by email at my email address:

(email address)

Signature of Applicant

Date

I, _____, a member of the Association,
(name)

nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____, a member of the Association,
second
(name)

the nomination of the applicant, who is personally know to me, for membership of the Association.

Signature of Seconder

Date

APPENDIX 2
MEMBERSHIP FEES

<i>Fee</i>	<i>Amount</i>
Entrance fee	NIL
Annual subscription fee	NIL