

AUSTRALIAN CHURCH WOMEN INC



CONSTITUTION

October 2013

Mission Statement:

Australian Church Women seeks to unite Christian Women across denominational boundaries, to promote peace, understanding and unity through faith and love in one God, Father, Son and Holy Spirit.

Part 1 Preliminary

1. DEFINITIONS

In this Constitution

- **the association** means Australian Church Women Inc.
- **the committee** means the National Executive of Australian Church Women Inc as defined in Clause 13 B of this Constitution.
- **financial year** means the year ending on 30 June.
- **Ordinary Member** means a State or Territory Unit, however described, of the association.
- **Affiliate Member** means an organization exercising membership under Clause 4 C of this Constitution.
- **Associate Member** means an individual member as defined in Clause 4 B of this Constitution.
- **ordinary committee member** means a member of the committee who is not an office- bearer of the association as mentioned in Clause 13 B (i).
- **Secretary** means the person holding office under this constitution as Secretary of the association or, if no such person holds that office, the Public Officer of the association.
- **Unit** means the State or Territory body of ACW, that is, New South Wales, Queensland, Western Australia, South Australia, Victoria, Tasmania, Northern Territory, Australian Capital Territory.
- **the Act** means the Associations Incorporation Act 1991 of the Australian Capital Territory.
- **the Regulation** means the Associations Incorporation Regulation 1991 of the Australian Capital Territory.

2. AIMS

- A. To unite Christian women from those Churches and Christian Communities which confess the Lord Jesus Christ as God and Saviour according to the Scriptures and commit themselves to the glory of the One God, Father, Son and Holy Spirit;
- B. To promote co-operation, understanding and reconciliation between men and women in church, family and society;
- C. To help Christian women to take a more effective place in the total life and mission of the Church;
- D. To provide opportunities for Christian women of different denominations to worship, study and serve together;
- E. To encourage fellowship, service and understanding nationally and internationally.

3. OBJECTS

- A. **Scholarship**
 - i. The association shall sponsor a scholarship to be known as the Winifred Kiek Scholarship.
 - ii. The association may sponsor a fellowship to be known as the Winifred Kiek Fellowship.
 - iii. The Winifred Kiek Scholarship and Winifred Kiek Fellowship, and any other approved award, shall be made and administered according to the Winifred Kiek Scholarship Deed of Trust (1987 and as subsequently amended by the National Conference) and to guidelines determined from time to time by the National Conference.
- B. **Fellowship of the Least Coin**

The association shall promote the International Fellowship of the Least Coin as a Fellowship of Prayer and Reconciliation and Offering of the Least Coin of our realm, according to the accepted practice of the International Fellowship of the Least Coin.

C. **Special Days**

The association shall promote Fellowship Day and World Community Day and encourage the observance of World Day of Prayer. The National Executive shall be responsible for the preparation and distribution of Orders of Service for Fellowship Day and World Community Day.

D. **National Publication**

The National Executive of Australian Church Women Inc shall be responsible for the production of a publication for distribution to all State and Territory Units.

E. **Web Site**

The National Executive of Australian Church Women Inc shall be responsible for the operation of the Website.

F. **Relationships**

Australian Church Women Inc. shall be a member of the Asian Church Women's Conference and shall maintain relationships and dialogue with the National Council of Churches of Australia and other ecumenical or otherwise appropriate bodies.

Part 2 Membership

4. **MEMBERSHIP QUALIFICATIONS**

A. **Ordinary Membership**

- i. Ordinary Membership shall be open to State or Territory Units (whether incorporated or unincorporated) that accept the Aims and Objects of Australian Church Women Inc.
- ii. If a Unit is not incorporated in its own jurisdiction its membership rights shall be exercised by a person who is formally designated by the Unit as the legal person authorized to exercise those rights and so recorded in the Register of Members.

B. **Associate Membership**

- i. Associate Membership shall be open to individual women who accept the Aims and Objects of Australian Church Women Inc and are active members of their Church or Christian Community.
- ii. Associate Members shall have the right to speak but not to vote at both the National Conference and the Annual General Meeting.

C. **Affiliate Membership**

- i. Affiliated Membership shall be open to denominational or ecumenical organizations that accept the Aims and Objects of Australian Church Women Inc.
- ii. Affiliate Members shall have the right to speak but not to vote at the Annual General Meeting. They may speak and vote at the National Conference only as laid down in Clause 12 of this Constitution.

D. **National Life Members**

- i. The honour of National Life Membership may be conferred on women who have made long- term significant contribution to the association at the national level;
- ii. There may be only two National Life Members from each State or Territory at any one time;
- iii. Nominations for National Life Membership shall come from State or Territory Units and appointments shall be made by the National Conference.
- iv. National Life Members shall have the right to speak but not to vote at both the National Conference and the Annual General Meeting.

5. NOMINATION FOR MEMBERSHIP

- A. A nomination of a Unit for ordinary membership of Australian Church Women Inc must be made by a member of Australian Church Women Inc in writing to the Secretary.
- B. A nomination of an individual for Associate Membership or of an organization for Affiliate Membership of Australian Church Women Inc must be made by a member of Australian Church Women Inc in writing to the Secretary.
- C. As soon as is practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Executive, which must decide whether to approve or to reject the nomination.
- D. If the Executive decides to approve a nomination for membership, the Secretary must as soon as practicable after that decision notify the nominee of that approval.
- E. If the nominee is a Unit not incorporated in its own jurisdiction the Unit's membership shall be conditional on its nominating a member of the Unit to be the legal person eligible to exercise membership rights.
- F. Members shall pay any annual membership subscription fixed by the association at the National Conference.
- G. The Secretary must, after the approval by the Executive, enter the name of the nominee (and where applicable the name of the person eligible to exercise membership rights) in the register of members and, on the name being so entered, the nominee becomes a member of the association.

6. CESSATION OF MEMBERSHIP

A Unit ceases to be a member of the association if the Unit

- A. is wound up; or
- B. resigns from membership of the association; or
- C. is expelled from the association; or
- D. fails to renew membership of the association: or
- E. in the case of a Unit not incorporated in its own jurisdiction fails to supply the name of the person designated to exercise membership rights.

7. RESIGNATION OF MEMBERSHIP

- A. A member is not entitled to resign from membership of the association except in accordance with this section.
- B. A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month (or, if the committee has determined a shorter period, that shorter period) to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- C. If a Unit ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the Unit ceased to be a member.

8. FEES, SUBSCRIPTIONS ETC

- A. The Units of Australian Church Women Inc. shall contribute annually to the National Conference Fund, the National Travel Fund and the Overseas Conference and Travel Fund and shall also be requested to contribute towards the cost of public liability insurance.
- B. All interest received on money held by the National Executive is to be transferred to Administration.
- C. Any annual membership fee is payable -

- D.
 - i. except as provided by paragraph (ii) – before 1 July in each calendar year: or
 - ii. if a Unit, organization or individual becomes a member on or after 1 July in any calendar year – before 1 July in each succeeding calendar year.

9. MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by Clause 5.

10. DISCIPLINING OF MEMBERS

- A. Should the National Executive become aware that a member (whether a Unit or an individual) is acting in a way contrary to the Aims and/or Objects of the association formal contact is to be made with the member as soon as possible with a view to resolving the matter.
- B. If in the view of National Executive a satisfactory resolution cannot be achieved the National Executive is to formally advise the member concerned that a Special General Meeting of the association will be called to discuss the matter at a time and in such a manner as may be determined by the National Executive, providing only that at least one month's notice of such a meeting is given.
- C. The Special General Meeting shall decide on an appropriate course of action in the matter in dispute, which may include suspension or termination of membership.
- D. Nothing in this clause is to confer any right on either the National Executive or a General Meeting of the association to interfere in the internal administration of a member organization.

Part 3 Administration and Governance

11. GOVERNING BODIES

The association shall be governed and administered by the National Conference and the National Executive.

12. NATIONAL CONFERENCE

- A. **Role**
The role of the National Conference as a governing body is to make recommendations on matters of governance to the Annual General Meeting and to the National Executive.
- B. **Frequency of meeting**
National Conference shall meet biennially.
- C. **Composition**
Voting Delegates shall be:
 - i. Five delegates from the current National Executive as set out in Clause 13(B)
 - ii. Two delegates appointed by each State and Territory Unit of Australian Church Women Inc. In the case of a Unit not incorporated in its own jurisdiction one of these delegates shall be the person nominated by the Unit to exercise its membership rights;
 - iii. One delegate from the national organisation of each denomination participating in Australian Church Women Inc through its State and Territory Units;
 - iv. Five delegates from the incoming National Executive nominees;

- v. One delegate from the Winifred Kiek Scholarship Trustees who shall be a member of a Unit of Australian Church Women Inc.
- vi. One delegate who is Australian Church Women Inc representative to Asian Church Women's Conference.

Observers shall have the right to speak but not to vote. They shall be:

- i. Two persons from each State and Territory Unit of Australian Church Women Inc.
- ii. Two persons from the national organisation of each denomination participating in Australian Church Women Inc through its State and Territory Units;
- iii. National Life Members;
- iv. Associate Members;
- v. Such others as may from time to time be determined by the National Executive or be recommended by Units and endorsed by the National Executive;
- vi. Up to seven persons from the incoming National Executive nominees;
- vii. One person from national special interest groups participating in Australian Church Women Inc through its State and Territory Units;
- viii. Up to seven members of the current National Executive.

Alternates may be appointed for both Voting Delegates and Observers.

D. Voting

- i. Subject to sub-clause (iii) each voting delegate has 1 vote only.
- ii. All votes must be given personally. There shall be no voting by proxy.
- iii. If the votes on a question at a National Conference meeting are equal, the person presiding is entitled to exercise a second or casting vote.

E. Location

Each State and Territory Unit shall have the right to host the National Conference and provide the National Executive of the association in rotation.

F. Quorum

Two thirds of delegates who are in attendance at National Conference and entitled to vote shall constitute a quorum.

G. Elections

- i. Nominations for National Executive and Auditor from each State and Territory Unit in rotation (as decided at the previous National Conference) shall be submitted to the National Secretary eight weeks prior to the National Conference. Such nominations shall be approved by the National Conference prior to formal election at the Annual General Meeting held in conjunction with the National Conference.
- ii. National representatives to Conferences, representatives to other organisations and such other appointments as shall from time to time be considered desirable by the National Conference shall be elected from nominations received by the National Secretary eight weeks prior to the National Conference. Any person in good standing as a member of a State or Territory Unit of Australian Church Women may be nominated for any such position.
- iii. In the event of national representation to Conference(s) or other organisation(s) being necessary between National Conferences, the National Executive shall appoint such representatives after consultation with State and Territory Units. If insufficient nominations are received it shall be the responsibility of the National Executive to submit the required number of nominations. No nomination shall be accepted from the floor of the National Conference.

H. Business

Notice of all matters which shall engage the attention of the National Conference, including Reports, shall be submitted to the National Executive at least eight weeks prior to the National Conference and shall be forwarded to each State and Territory Unit four weeks prior to the National Conference.

13. NATIONAL EXECUTIVE

A. Powers of National Executive

The National Executive, subject to the Act, the Regulation, this Constitution, and to any resolution passed by the National Conference—

- i. controls and manages the affairs of the association; and
- ii. may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the National Conference; and
- iii. has power to perform all acts and do all things that appear to the National Executive to be necessary or desirable for the proper management of the affairs of the association.

B. Composition of National Executive

The National Executive shall be composed of

i. Executive officers:

- 1. President
- 2. Two Vice-Presidents
- 3. Secretary
- 4. Treasurer

ii. Committee members (up to a maximum of 8). These may include

- 1. Minutes Secretary
- 2. Winifred Kiek Scholarship Convenor
- 3. Fellowship of the Least Coin Convenor
- 4. Special Days Convenor
- 5. Publication Editor
- 6. Social Justice Issues Convenor
- 7. Publicity Officer
- 8. Website Manager

each of whom must be elected under Clause 12G or appointed in accordance with Clause 13E of this Constitution.

- iii. Except in exceptional circumstances all Executive officers should be resident in the same State or Territory. Where it is considered necessary and appropriate Committee members may be drawn from other States or Territories in consultation with the relevant Unit.
- iv. Any member of the Executive Committee of Asian Church Women's Conference resident in the same State or Territory as the Australian Church Women's National Executive may be invited to serve ex officio.
- v. The Australian representative on the Asian Church Women's Conference General Committee, ex officio.
- vi. Up to three persons co-opted for special purposes.

C. Quorum Half of the elected membership of the National Executive shall constitute a quorum.

D. Voting

- i. Subject to sub-clause (ii), each member has 1 vote only.
- ii. If the votes on a question at a National Executive meeting are equal, the person

presiding is entitled to exercise a second or casting vote.

E. Vacancies

In the event of a vacancy occurring on the National Executive between Annual General Meetings the National Executive shall appoint a replacement to fill such a vacancy and shall within one month notify in writing all State and Territory Units of Australian Church Women of such an appointment for ratification and shall provide details to the Public Officer immediately. Should the vacancy occur in the first year of the two year term of office the appointment is to be confirmed at the Annual General Meeting.

14. FINANCE

A. The Treasurer must:

- i. collect and receive all amounts owing to the association at the national level and make all payments as authorised by the National Conference;
- ii. keep correct accounts and books showing the financial affairs of the association at the national level with full details of all receipts and expenditure connected with its activities.
- iii. All financial accounts and investments shall include the words 'Australian Church Women Inc.' in their title.

B. Signatories for all Bank accounts and investments shall be any two of the Executive officers one of whom shall be the Treasurer, or in her absence an alternative Executive officer, who shall ensure that the Treasurer is notified of the transaction as soon as possible.

C. A Statement of Accounts shall be presented to each meeting of the National Executive.

D. An audited Financial Statement shall be circulated annually to all State and Territory Units and shall be presented to the Annual General Meeting for endorsement.

E. The National Conference shall appoint an accredited accountant resident in the State or Territory of the National Executive to audit accounts.

15. FUNDS - SOURCE

A. The funds of the association must be derived from annual donations, and, subject to any resolution passed by the National Conference and subject to the Act, section 114, any other sources that the Executive decides.

B. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

C. The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

16. SECRETARY

A. The Secretary of the association must, as soon as practicable after being appointed as Secretary, notify the association of his or her address.

B. The Secretary must keep minutes of—

- i. all elections and appointments of office-bearers and ordinary committee members and
- ii. the names of members of the National Executive present at a meeting; and
- iii. all proceedings at Executive meetings.

C. Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

Part 4 Annual General Meetings

17. ANNUAL GENERAL MEETINGS - HOLDING OF

- A. With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- B. The association must hold its first annual general meeting—
 - i. within 18 months after its incorporation under the Act; and
 - ii. within 5 months after the end of the first financial year of the association.
 - iii. Sub-clauses (i) and (ii) have effect subject to the powers of the Registrar-General under the Act, section 120 in relation to extensions of time.

18. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

- A. The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the National Executive considers appropriate.
- B. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - i. to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - ii. to receive from the committee reports on the activities of the association during the last financial year; and
 - iii. to elect members of the committee, including office-bearers; and
 - iv. to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- C. An annual general meeting must be specified as such in the notice calling it in accordance with Clause 24 (Notice) hereafter.
- D. An annual general meeting must be conducted in accordance with the provisions of this part.

Part 5 Miscellaneous

19. PUBLIC OFFICER

- A. The Public Officer shall:
 - i. be a resident of the Australian Capital Territory and shall be appointed pursuant to the provisions of the Associations Incorporation Act 1991 of the Australian Capital Territory;
 - ii. be a financial member of the ACT Unit of Australian Church Women Inc
 - iii. be familiar with the Associations Incorporation Act 1991 of the Australian Capital Territory;
 - iv. lodge with the Registrar General within one (1) month any change of her address on the approved form.
- B. The office of the Public Officer shall become vacant if the appointed Public Officer resigns this position, dies, ceases to be a resident of the Australian Capital Territory or is removed from office (Section 64 (2) of the Act).
- C. Should the position of Public Officer become vacant the National Executive shall, within fourteen (14) days, appoint a person to fill the vacancy.
- D. The newly appointed Public Officer shall, within one (1) month of appointment, lodge with the Registrar General a notice of appointment.

20. ALTERATION OF OBJECTS AND RULES

- A. This Constitution may be amended by a vote of a 75% majority of voting delegates at the Annual General Meeting held in conjunction with the National Conference.
- B. Notice of Motion to amend this Constitution shall be forwarded in writing to the National Secretary not less than four months before the meeting of the National Conference at which the proposed amendment will be moved. Such Notices of Motion shall be circulated to all State and Territory Units three months prior to the National Conference.
- C. All duly ratified changes and amendments to the constitution etc shall become operative only upon conclusion of the National Conference at which they are adopted and registration of the changes as required by the Act.

21. COMMON SEAL

- A. The common seal of the association must be kept in the custody of the Secretary.
- B. The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the Secretary.

22. CUSTODY OF BOOKS

Subject to the Act, the regulation and this Constitution, the Secretary must keep in her custody or under her control all records, books, and other documents relating to the association.

23. INSPECTION OF BOOKS

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association after at least seven days notice.

24. SERVICE OF NOTICE

For this constitution, the association may serve a notice on a member either personally or by sending it by email, electronic means or by post to the address shown in the register of members.

25. DISSOLUTION: SURPLUS PROPERTY

A. Australian Church Women Inc. is dissolved if, at a general meeting convened for that purpose, a resolution is passed by a three quarters (3/4) majority vote of the voting members present, provided that members have been given at least three (3) months notice of the proposed dissolution.

B. The liability of members to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding-up of the association, is limited to the amount, if any, unpaid by the members in respect of membership of the association.

C. If, upon the dissolution of Australian Church Women Inc. there remains after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall be distributed in a manner determined by the meeting to a like-minded organization which shall have similar Aims and Objects.