

Statement of Purposes, Rules, By-Laws  
The Australasian Religious Press Association  
Incorporated in Victoria Registration no.0030607J  
as amended on 7 November 2020

Members are advised that the following Rules of this association are to be read in conjunction with the Model Rules of the Office of Fair Trading, Victoria, Associations Incorporation Act.

**STATEMENT OF PURPOSES**

- (1) The name of the incorporated Association is the Australasian Religious Press Association ("the Association").
- (2) The purposes for which the Association is established are:
  - a. To enhance the effectiveness and quality of Christian publications and the professionalism and faith of their staff;
  - b. To maintain a network of fellowship and communication among those working or interested in the Christian press;
  - c. To pursue areas which are of common concern or mutual benefit to Association members.
- (3) Solely for the purpose of furthering those purposes set out above, the Association shall have power to:
  - a. invest and deal with monies of the incorporated association not immediately required in such manner as is from time to time thought fit;
  - b. raise or borrow money upon such terms and in such manner as it thinks fit;
  - c. secure the repayment of monies so raised or borrowed or the payment of a debt or liability of the incorporated Association by giving mortgages, charges or securities upon or over all or any of the property of the incorporated Association;
  - d. give any guarantee or indemnity for the payment of money or the performance of any contractual obligation or undertaking entered into by or on behalf of a not-for-profit association or company and become surety or security for or on behalf of any not-for-profit association or company and without exception either alone or in association or jointly and severally or jointly and severally with other persons, trustees, companies, associations or entities and for the purpose of security the payment of any money or the performance of any such contractual obligation or undertaking for which the trustee has become or may become liable under and by virtue of any guarantee indemnity or other contract pursuant to this paragraph, to mortgage or provide a lien or fixed or floating charge or to otherwise charge the whole or any part of the Trust fund (in the present or the future) and no lender shall be concerned to inquire into the necessity for any such borrowing or as to the purpose for which it is required or as to the application of money borrowed;
  - e. delegate in writing the exercise of all or any of the powers or discretionary authorities hereby conferred on the Association and to execute any Powers of Attorney or other instruments necessary to affect such a delegation;
  - f. act as trustee;
  - g. accept and hold upon trust real estate and personal property; and
  - h. do all other things that are incidental or conducive to the attainment of the purposes and exercises of the powers of the incorporated Association.

**CONCLUSION OF STATEMENT OF PURPOSES**

## THE RULES

### **NAME**

1. The name of the incorporated Association is The Australasian Religious Press Association Incorporated (in these Rules called "the Association").

### **INTERPRETATION**

2. (1) In these rules, unless the contrary intention appears:
  - "Executive Committee" means the body appointed in accordance with Rule 22.
  - "Membership Year" means the year ending June 30.
  - "Financial Year" means the year ending June 30.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 10.
  - "Executive Officer" means that person who may be appointed by the Association for the undertaking of certain administrative tasks in accordance with Rule 39. Where no such officer is appointed, reference to "Executive Officer" means "Secretary".
  - "Member" means a periodical or communication agency accepted into membership of the Association in accordance with Rule 3 and represented by a designated Representative.
  - "Representative" means that person designated as the representative agent of a Member publication or communication agency in accordance with Rule 3.
  - "Associate" means an individual accepted into Associate membership of the Association in accordance with Rule 3.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" means regulations under the Act.
  - "The By-Laws" mean those provisions determined in accordance with Rule 40
- (2) In these Rules, a reference to the Secretary of the Association is a reference:
  - a. where a person holds office under these Rules as Secretary of the Association—to that person; and
  - b. in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.
- (4) Wherever there is a reference to the sending of 'a notice', this can include electronic transmission.

### **APPLICATION FOR MEMBERSHIP**

3. (1) A periodical or communication agency which applies and is approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of the annual subscription payable under these Rules and signed assent to be bound by the Rules and By-Laws of the Association.
- (2) Membership in the Association shall be open to periodicals or communication agencies in Australia and New Zealand that subscribe to the purposes set forth in the Statement of Purpose and which are published by or operate under the auspices of denominations or Christian agencies which stand within the traditions and creeds of the historic trinitarian faith.
- (3) Each periodical or communication agency seeking membership shall nominate one Representative (usually the Editor or Publisher) who will act as the agent of that periodical or agency in the exercise of the responsibilities of that membership including voting rights in accordance with Rule 20.

- (4) Any individual who applies and is approved for Associate membership as provided in these Rules is eligible to become an Associate of the Association on payment of the annual subscription payable under these Rules and on giving signed assent to be bound by the Rules and By-Laws of the Association.
- (5) Associate membership shall be open to individuals who subscribe to the purposes set forth in the Statement of Purpose but who do not edit, publish or otherwise direct publications or agencies which are eligible to be received as Members of the Association.
- (6) The Association may offer any other category of membership and establish the criteria of eligibility for such categories of membership and include these provisions in its By-Laws.
- (7) Application for membership shall be made on the membership application form provided by the Association and submitted to the Executive Officer with payment of fees for the current financial year.
- (8) As soon as practicable after receipt of an application, the Executive Officer shall refer the application to the Executive Committee.
- (9) The Executive Committee shall determine whether to approve or reject the application.
- (10) Upon approval of the application, the Executive Officer shall enter the applicant's name, address and other contact details in the Register of Members kept by him and, upon the name so being entered, the applicant is in membership of the Association.
- (11) A right, privilege or obligation of a person by reason of his membership of the Association:
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

#### ANNUAL SUBSCRIPTION

- 4.
- (1) Entrance fees and annual fees for each of the various categories of membership shall be determined at each Annual General Meeting of the Association to apply for the following membership year.
- (2) Annual fees are payable by no later than the end of the fourth month of the membership year (that is, October 31), otherwise the membership is deemed to have lapsed.

#### GENERAL RIGHTS OF MEMBERS

- 5.
- (1) A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 36; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a member other than an associate member; and

- (b) more than 10 business days have passed since he or she became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.
- (3) Associate members - An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.
- (4) Ceasing membership
  - (a) The membership of a person ceases on resignation, expulsion or death.
  - (b) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (5) Resigning as a member
 

A member may resign by notice in writing given to the Association.

## REGISTER OF MEMBERS

5.

The Executive Officer shall keep and maintain a Register of Members in which shall be entered the full name, address, telephone and facsimile numbers, and date of entry of the name of each applicant approved for membership in any of the various categories, such register to be available for inspection by members at the address of the Public Officer.

## RESIGNATION AND EXPULSION OF A MEMBER

6.

- (1) A Member, Associate or person received into any other category of membership of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the Executive Officer of his intention to resign and upon expiration of that period of notice his membership shall cease.
- (2) Upon expiration of a notice given under sub-clause (1), the Executive Officer shall make in the Register of Members an entry recording the date on which the membership of the Member or individual ceased.
- (3) A Member, Associate or person received into any other category of membership of the Association shall not breach the Fair Trading laws in any state of Australia or in New Zealand.

Specifically, a Member, Associate or person received into any other category of membership of the Association shall not breach sections 24 and 27 of the Fair Trading Act Victoria 1999. Membership will be refused to anyone who has breached, or who is reasonably suspected of having breached, these laws; membership of a member who has breached these laws will be automatically forfeited; a member who is reasonably suspected of having breached these laws will be dealt with according to the expulsion procedures of the Association.

7.

- (1) Subject to these rules, the Executive Committee may by resolution:
  - (a) expel a Member or individual from the Association; or
  - (b) suspend a Member or individual from membership of the Association for a specified period; if the Executive Committee is of the opinion that the Member or individual has:
    - (i) refused or neglected to comply with these Rules; or
    - (ii) been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.

- (2) A resolution of the Executive Committee under sub-clause (1):
- (a) does not take effect unless the Executive Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on a Member or individual of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the Member or individual exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Executive Committee passes a resolution under sub-clause (1), the Executive Officer shall, as soon as practicable, cause to be served on the Member or individual a notice in writing:
- (a) setting out the resolution of the Executive Committee and the grounds on which it was based;
  - (b) stating that the Member or individual may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, time and place of that meeting;
  - (d) informing the Member or individual that he may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 24 hours before the date of the meeting, lodge with the Executive Officer a notice to the effect that he wishes to appeal to the Association in General Meeting against the resolution.
- (4) At a meeting of the Executive Committee held in accordance with sub-clause (2), the Executive Committee:
- (a) shall give to the Member or individual an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or revoke the resolution.
- (5) Where the Executive Officer receives a notice under sub-clause (3), he shall notify the Executive Committee and the Executive Committee shall convene a General Meeting of the Association to be held within three months after the date on which the Executive Officer received the notice.
- (6) At a General Meeting of the Association convened under sub-clause (5):
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Executive 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 individual shall be given an opportunity to be heard; and
  - (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the General Meeting:
- (a) two-thirds of the Members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

## DISPUTES AND MEDIATION

8.

(1) The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) a member and another member; or
- (b) a member and the 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 at the meeting, 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 Association; or
  - (ii) in the case of a dispute between a member and the 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 Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) 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 or otherwise at law.

(11) Meetings held under this procedure may be conducted as teleconferences.

(12) When a dispute is officially notified, the parties must acknowledge that they are responsible for any expenses involved in the dispute. Such expenses include traveling, accommodation or communication.

## ANNUAL GENERAL MEETING

9.

(1) The Association shall in each calendar year convene an Annual General Meeting of its Members within 5 months after the end of the Financial year.

(2) The Annual General Meeting shall be held on such a day as the Executive Committee determines.

(3)

(a) For the purposes of this Rule, the contemporaneous linking together by telephone or other form of audio, video or digital communication ‘digital’ of a number of Members not less than the quorum specified in sub-clause (13)(2) shall constitute an Annual General meeting and all the provisions in these Rules as to Annual General meetings shall apply to such meetings as a virtual meeting subject to the following conditions:

- (i) All the Members for the time being entitled to receive notice of a General meeting shall be entitled to notice of a virtual meeting for the purposes of such a meeting.

(ii) Each of the Members taking part in the meeting must be able to hear or communicate with each of the other Members taking part at the commencement of the meeting.

(iii) At the commencement of the Annual General Meeting, each Member must acknowledge their presence for the purpose of the meeting to all other Members taking part.

(b) A Member may not leave the Annual General meeting by disconnecting the 'virtual' connection unless they previously have obtained the express consent of the Chairman of the meeting, and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the Annual General meeting by virtual unless they previously have obtained the express consent of the Chairman to leave the meeting as aforesaid.

(c) A minute of the proceedings at meetings convened as a virtual meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the Chairman.

(d) In the event of such a virtual meeting, the Executive may extend the required timing of documents as necessary.

(4) The Annual General Meeting shall be specified as such in the notice convening it.

(5) The ordinary business of the Annual General Meeting shall include:

(a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

(b) to receive from the Executive Committee reports upon the transactions of the Association during the preceding financial year;

(c) to elect officers of the Association;

- (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act;
- (e) to adopt a budget for the next financial year;
- (f) to set entrance and annual membership fees;
- (g) to appoint an auditor for the Association.

(6) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

(7) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## SPECIAL GENERAL MEETING

10

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

11.

(1) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this sub-clause, more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

(2) The Executive Committee shall, on the requisition in writing of Members representing not less than 25 percent of the total number of Members, convene a Special General Meeting of the Association.

(3) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more Members making the requisition.

(4) If the Executive Committee does not cause a Special General Meeting to be held within three months after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than six months after that date.

(5) A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## NOTICE OF MEETING

12

(1) The Executive Officer, shall, at least 30 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member of the Association at their address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(3) A Member, Associate or individual in any other membership category desiring to bring any business before a meeting may give notice of that business in writing to the Executive Officer, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.



## PROCEEDINGS AT MEETINGS

13

(1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.

(2) One-eighth of the number of total Members or no fewer than 10 Members (being Members entitled under these Rules to vote at a General Meeting), whichever number is the greater, personally present, constitute a quorum for the transaction of the business of a General Meeting.

(3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to another date no more than 30 days later, the exact date, time and place to be specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned, and 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 present (being not less than 6) shall be a quorum.

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(1) The President or, in his absence, the Australian Vice-President or, in his absence, the New Zealand Vice-President, shall preside as Chairman at each General Meeting of the Association.

(2) If the President, the Australian Vice-President and the New Zealand Vice-President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairman at the meeting.

15

(1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a meeting is adjourned for two months or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

(3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

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A question arising at a General Meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

17

1) Upon any question arising at a General Meeting of the Association, a Member or an officer of the Association has one vote only.

(2) (a) Each member or officer of the Association is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(b) The notice appointing the proxy must be in the form set out in Appendix 1.

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

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(1) If at a meeting a poll on any question is demanded by not fewer than 3 members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

19

With the exception of the provision under 20(2), only persons designated by the Member as the Representative of a Member periodical or communication agency shall be entitled to vote, provided that the Member has paid all membership fees payable in respect of the current financial year.

20

(1) With the exception as provided in sub-clause (2), Associates and other individuals who hold membership other than as a Representative of a Member periodical or communication agency have the right to speak but not to vote at General Meetings of the Association.

(2) Associates or individuals who hold membership other than as a Representative of a Member periodical or communication agency and who are elected to an office of the Association or as Executive Officer of the Association shall have the right to vote.

## MINUTES OF GENERAL MEETING

21

### Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 17(2); and
  - (c) the financial statements submitted to the members in accordance with rule 10 (4) (d) and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## OFFICERS AND EXECUTIVE COMMITTEE

22

(1) The affairs of the Association shall be managed by an Executive Committee constituted as provided in Rule 23 (6).

(2) The Executive Committee:

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

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

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

23

(1)

(a) The officers of the Association shall be:

(i) a President;

(ii) a Secretary;

(iii) a Treasurer;

(iv) a Communications Officer;

(v) Chapter Co-ordinators.

(vi). New Zealand Vice President of the Association (who will also be the New Zealand Chapter Co-ordinator)

(vii). Australian Vice-President (elected from among the Australian Chapter Co-ordinators)

(2) In addition to those duties and responsibilities provided for under these Rules, the duties and responsibilities of each of these offices shall be as outlined in the By-Laws.

(3) The provisions of Rule 23 so far as they are applicable and with the necessary modifications apply to, and in relation to the election of, persons to any of the offices mentioned in sub-clause (1).

(4) Each officer of the Association shall hold office until the close of the Annual General Meeting next after the date of his election but is eligible for re-election.

(5) In the event of a casual vacancy in any office referred to in sub-clause (1) the Executive Committee may appoint any one of the persons holding membership status within the Association to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

(6) Subject to Section 23 of the Act, the Executive Committee shall consist of the President, the Secretary, the Treasurer, the Bulletin Editor, the Australian Vice-President, the New Zealand Vice President and the Executive Officer (if appointed)

#### ELECTION OF OFFICERS AND VACANCY.

24

(1) The following positions shall be filled by election at each Annual General Meeting in accordance with this Rule:

(a) a President;

(b) a Secretary;

(c) a Treasurer;

(d) a Communications Officer;

(e) a Coordinator for each of the Chapters of the Association

(2) The New Zealand Chapter Co-Ordinator shall be a Vice President of the Association. The position of Australian Vice President shall be filled by election at each Annual General Meeting in accordance with this rule from among those persons elected to the office of Chapter Co-Ordinators from one of the Australian Chapters.

- (3) Any Representative of a Member periodical or communication agency, Associate, or person accepted into any other category of membership shall be eligible to stand for any office in the Association.
- (4) Nominations of candidates for election to the offices listed in sub-clause (1): (a) shall be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and  
(b) shall be delivered to the Secretary of the Association no less than one hour prior to date and time fixed for the commencement of the Annual General Meeting.
- (5) If no nomination is received for any one of the vacancies further nominations may be received during the Annual General Meeting provided the nominee indicates his consent to be so nominated.
- (6) If only one nomination is received for any one office, the person nominated shall be deemed to be elected.
- (7) If more than one nomination is received for any one office a ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairman may direct.

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For the purpose of these Rules, the office of an officer of the Association becomes vacant if the officer or Member:

- (a) ceases to hold membership in the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns their office by notice in writing given to the Secretary, or in the case of the Secretary, to the President.

## CHAPTERS OF THE ASSOCIATION

26

- (1) The Association shall establish Chapters in each of the Australian States and Territories where there are at least two Members, with one Chapter for New Zealand.
- (2) Chapters will serve the needs of the Association as outlined in the By-Laws.

## PROCEEDINGS OF EXECUTIVE COMMITTEE

27

- (1) The Executive Committee shall meet at least two times in each year at such place and such times as the Executive Committee may determine.
- (2) Special meetings of the Executive Committee may be convened by the President or by any three of the members of the Executive Committee.
- (3) The Secretary, or in his absence the President, shall notify members of the Executive Committee of the date, time and place of meetings of the Executive Committee not fewer than seven days prior to the meeting unless all members of the Executive Committee have been contacted and all have agreed to the convening of a meeting at an agreed date, time and place within seven days.
- (4) Any four members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (5) No business shall be transacted unless a quorum is present and if within one hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Executive Committee The President, or in his absence the Australian Vice-President, or in his absence the New Zealand Vice-President, shall preside as Chairman.

(7) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee in accordance with Rule 26 shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the Chairman may determine.

(8) Each member of the Executive Committee present at a meeting of the Executive Committee (or at a meeting of any sub-committee appointed by the Executive Committee in accordance with Rule 27) is entitled to one vote and, in the event of an equality of votes on any question, the Chairman may exercise a second or casting vote.

(9) Subject to sub-clause (4), the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

(10)

(a) For the purposes of this Rule, the contemporaneous linking together by telephone or other form of audio, video or digital communication ("telephone") of a number of Executive Committee members not less than the quorum specified in sub-clause (4) shall constitute an Executive Committee meeting and all the provisions in these Rules as to Executive Committee meetings shall apply to such meetings by telephone subject to the following conditions:

(i) All the Executive Committee members for the time being entitled to receive notice of an Executive Committee meeting shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such a meeting. Notice of such a meeting may be given by telephone.

(ii) Each of the Executive Committee members taking part in the meeting must be able to hear or communicate with each of the other Executive Committee members taking part at the commencement of the meeting.

(iii) At the commencement of the Executive Committee meeting, each Executive Committee member must acknowledge his presence for the purpose of the meeting to all other Executive Committee members taking part.

(b) For the purposes of sub-clause (10a), an Executive Committee member may not leave the Executive Committee meeting by disconnecting his telephone unless he previously has obtained the express consent of the Chairman of the meeting, and an Executive Committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during Executive Committee meetings by telephone unless he previously has obtained the express consent of the Chairman to leave the meeting as aforesaid.

(c) A minute of the proceedings at meetings convened by telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the Chairman.

28

(1) The Executive Committee may delegate any of its powers to a Sub-Committee as it thinks fit and may determine the membership of the Sub-Committee. The Sub-Committee shall in the exercise of the powers so delegated conform to these Rules, the By-Laws of the Association and to any regulations that are imposed on it by the Executive Committee.

(2) A Sub-Committee may elect a Chairman of its meetings, but if no chairman is elected or if at my meeting the Chairman is not present within half an hour after the time appointed for holding the meeting, members of the Sub-Committee present may choose one of their number to be the Chairman of the meeting.

(3) A Sub-Committee may meet and adjourn as it thinks proper.

(4) Subject to this clause, the provisions of clause 25 shall apply to Sub-Committee meetings.

**CONFLICT OF INTEREST**

29

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

**Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

**MINUTES OF MEETING**

30

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 29.

**SECRETARY**

31

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 6; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 31, and
  - (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; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment

**TREASURER**

32

- (1) The Treasurer of the Association:
  - (a) shall receive all moneys due to the Association and make all payments authorised by the Association; and

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

(c) shall arrange for the audit of all books and accounts at the end of each financial year of the Association by that person or firm appointed as auditor in accordance with Rule 9 (4) (g) and present such audited statements to the Annual General Meeting next held following the close of the financial year of the Association.

(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by Members.

## REMOVAL OF AN OFFICER

33

(1) The Executive Committee may by resolution remove any officer of the Association before the expiration of his term of office and appoint in his stead another person holding membership in the Association to hold office until the conclusion of the next Annual General Meeting.

(2) Where the officer to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to all office holders in the Association, the Secretary or the President may send a copy of the representations to each officer of the Association or, if they are not so sent, the officer may require that they be read out at the meeting.

CHEQUES.<sup>31</sup> All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Executive Committee.

## SEAL

34

(1) The Common Seal of the Association shall be kept in the custody of the Executive Officer.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Executive Committee or of one member of the Executive Committee and of the Public Officer of the Association.

## ALTERATION OF RULES AND STATEMENT OF PURPOSES

35

These Rules and the Statement of Purpose of the Association shall not be altered except in accordance with the Act.

## NOTICES

36

(1) A notice may be served by or on behalf of the Association upon any Member or person holding membership in the Association either personally or by sending it by post to the member at his address shown in the Register of Members.

(2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time in which the letter would have been delivered in the ordinary course of post.

(3) A notice may be sent by electronic means to the address held in the Register of Members.

## CUSTODY AND INSPECTION OF RECORDS

37

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—
 

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Association.

## FUNDS

38 The funds of the Association shall be derived from annual subscriptions, donations, sale of resources, and such other sources as the Executive Committee determines.

## INCOME AND PROPERTY

39

- (1) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the purposes of the Association as set forth in the Statement of Purposes of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Association.
- (2) Notwithstanding sub-clause (1), nothing herein shall prevent:
  - (a) the payment in good faith of remuneration to any officers, persons holding membership in the Association, or employees or agents of the Association in return for services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest on money borrowed from any member officer, person holding membership in the Association, or employee or agent of the Association, or reasonable and proper rent for premises demised or let by any officer, person holding membership in the Association, or employee or agent of the Association;
  - (b) any officer, person holding membership in the Association, or employee or agent of the Association being appointed to any salaried office of the Association or any office of the Association paid by fees.



## EXECUTIVE OFFICER

40

- (1) The Association may, by resolution of a General Meeting, determine to appoint an Executive Officer to fulfil administrative and other tasks on behalf of the Association.
- (2) The terms and conditions of such appointment shall be determined by the Members of the Association in General Meeting. If the position of Executive Officer becomes vacant, and a General Meeting is not scheduled to be held within a two-month period, the Executive may determine the terms and conditions of the appointment.
- (3) The Executive Committee shall make such appointment according to whatever processes it thinks fit, and determine the specific duties and responsibilities of the position.

## BY-LAWS

41

- (1) Any General Meeting of the Association may, from time to time, make By-Laws consistent with these Rules for the efficient working of the Association and may alter, amend or rescind those By-Laws as it thinks fit.
- (2) All By-Laws shall be recorded by the Association in a book to be kept for this purpose and shall be available for inspection by all persons holding membership in the Association.

## AUDIT

42

- (1) An auditor shall be appointed at each Annual General Meeting and nominations for the position of auditor shall be taken at or before each Annual General Meeting.
- (2) An auditor shall not be an officer of the Association.
- (3) An auditor may be removed by resolution of a General Meeting.
- (4) Where an auditor resigns or is removed in accordance with sub-clause (3), the committee may appoint another person not being an officer of the Association, to be the auditor.
- (5) The auditor shall remain as auditor until the holding of the succeeding Annual General Meeting.
- (6) The auditor shall have the power at all times to examine the books and documents of the Association and shall, after the close of the financial year in each year and prior to the Annual General Meeting each year, audit the balance sheet and statement of receipts and expenditure setting forth the financial business of the Association since the end of the preceding year. Any report of the auditor shall be submitted to the Annual General Meeting.

## TRADING

43

The Association is authorised to trade in accordance with Section 51 of the Act.

## WINDING UP OR CANCELLATION

44 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the membership of the Association but shall be given or transferred to some other institution or institutions having objects similar to the Statement of Purposes of the Association and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association by virtue of this Rule, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.

45

The provisions for trading and winding up should not be altered without the consent of the Minister.

## CONCLUSION OF RULES

### BY- LAWS

In any event that Rules hereunder are in conflict with provisions of the Constitution then the Constitutional provisions shall prevail.

#### 1. MEMBERSHIP:

1.1 Membership of the Association shall be open to publications and agencies in the following categories:

(a) "A" Members are those publications which serve a national, state or metropolitan diocesan market; or which have a circulation per issue of 4000 or more; or Christian agencies who serve the religious press but do not produce a publication.

(b) "B" Members are those publications which do not serve a national, state or metropolitan diocesan market and which have a circulation per issue of less than 4000.

(c) "C" members are Associate Members as defined in 3.5 of the Rules.

(d) "D" members are electronic publications that i) are published regularly, ii) have a subscriber base (paid or unpaid) and, iii) contain news and information relating to a Christian church, agency or parachurch organisation. The electronic version of an existing print publication is ineligible for this category of membership.

1.2 Publications shall be admitted only into Membership, and not into Associate Membership in the name of an individual. Associate Membership shall not be offered to persons who edit or have responsibility for a publication which is eligible for Membership in the Association.

1.3 The Association also shall offer a category of Staff Membership to those persons working for Members and nominated by that Member for Staff Membership.

1.4 The Association may offer Life Memberships to individuals who have provided outstanding service to the Association. Life Membership shall carry privileges determined from time to time by the Executive Committee but shall not be accorded voting rights. Decision to award a Life Membership shall be made by a meeting of the Association.

#### 2. RESPONSIBILITIES OF OFFICE BEARERS:

The responsibilities and duties of the office bearers of the Association—in addition to those specific tasks designated in the Rules—shall include, but not be limited by, the following:

##### 2.1 The President:

(a) To preside over the Annual General Meeting and Special Meetings of the Association;

(b) To convene and preside over meetings of the Executive Committee;

(c) To represent publicly (eg, in the media) the views or interests of the Association.

##### 2.2 The Australian and New Zealand Vice-Presidents:

(a) To assist the President in the discharge of his or her duties.

##### 2.3 The Treasurer:

(a) To maintain accurate and up-to-date records of the Association's finances, and ensure the Association's financial interests are adequately served;

(b) To operate the Association's bank account/s;

(c) To arrange for the auditing of the Association's books each year;

(d) To present a complete financial report to each Annual General Meeting, including audited financial statements and a proposed budget for the financial year.

##### 2.4 The Secretary:

(a) To maintain the membership records of the Association and publish annually a list or directory for the information of members;

- (b) To compile, and ensure the distribution of, agendas for meetings of the Association and the Executive Committee;
- (c) To take minutes of Association and Executive Committee meetings, keep an up-to-date minute book and ensure the distribution of minutes;
- (d) To serve as a primary channel of written communication to and from the Association;
- (e) To maintain the archives of the Association;
- (f) To serve as the Public Officer of the Association.

#### 2.5 The Communications Officer:

- (a) To oversee the production and distribution of the ARPA Bulletin for members (at least four issues per year to be produced).

#### 2.6 The Chapter Coordinators:

- (a) To represent the care and interest of the Association to its members within their chapter;
- (b) To facilitate opportunities for fellowship and the meeting of mutual interests or needs among chapter members, including the holding of at least one chapter meeting per year where possible;
- (c) To be a reference point for potential new members, and follow up individuals or publications who may be interested in joining the Association.
- (d) To facilitate the provision of material for the ARPA Bulletin.

2.7 The Association may appoint an Executive Officer whose duties may include some of those as described in 2.1 to 2.5, in accordance with Rule .38

2.8 The New Zealand Chapter of the Association may appoint a person to act as Treasurer, New Zealand, whose duties may include those in 2.3 (a), (b), (c) as they relate to New Zealand. The person, if appointed, will consult with the Treasurer, and present a complete financial report to the Treasurer for the year to be incorporated in the Report to the Annual General Meeting.

### 3. CHAPTERS

3.1 The aims and objectives of Chapters of the Association shall include:

- (a) To provide opportunity for fellowship among members of the Association and other interested persons;
- (b) To assist members in areas of mutual concern or professional interest;
- (c) To seek to bring other prospective Members into the Association;
- (d) To be a local forum for the consideration of issues affecting the Association as a whole or on which the Association is seeking feedback.

### 4. FINANCES AND INVESTMENTS

4.1 The Association shall operate accounts with financial institutions as determined by the Executive.

4.2 Cheque accounts and investments shall be operated with no more than four signatories of the Executive. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two signatories.

### 5. ANNUAL CONFERENCE:

5.1 The Association may conduct an annual conference, during which the Annual General Meeting may be held. The date and host Chapter should be determined by the previous year's Annual General Meeting, although the meeting can delegate this task to the Executive Committee.

5.2 The host Chapter shall appoint a Conference Committee. The responsibilities of this Committee shall include:

- (a) Arranging venue, program (including opening and closing worship), speakers, Saturday night dinner (venue and speaker), Sunday recreation, transport to and from airport;
- (b) Drafting a budget, and opening and operating a bank account exclusively for the purposes of mounting the conference, such Budget to be approved by the Executive at least 6 months prior to the Conference.
- (c) Promoting the conference to all those involved in the Association, including production of a registration brochure;
- (d) Assisting the Executive Committee with regard to the conduct of the judging of the annual Awards;
- (e) Liaising with the Executive Committee, through the President and/or Executive Officer, about the above and any other aspects of the conference.

## 6. ANNUAL AWARDS:

- 6.1 Each year the Association shall make Awards to those Members who are judged to have excelled in certain categories of achievement in the previous calendar year.
- 6.2 The presentation of ARPA Awards for Excellence shall be included in the annual conference at the Saturday night dinner.
- 6.3 The Schedule of Awards and judging criteria for the Awards shall be determined by the Executive Committee from time to time.
- 6.4 The Executive Committee shall exercise responsibility for the conduct of the annual Awards, including:
- (a) Setting conditions of entry;
  - (b) Publishing an entry form, which shall include a full schedule of entries and judging criteria, conditions of entry, and closing date for entries.
  - (c) In consultation with the Conference Committee, appointing and liaising with judges, and establishing the judging process;
- 6.5 In addition to the above, the Association accords to the President the right of presenting the Gutenberg Award to a person or publication within the Association at his or her discretion for overall excellence in religious communication.
- 6.6 The form of the Awards presented each year shall be at the discretion of the Executive Committee.
- 6.7 The Association may award citations to persons not necessarily members of ARPA in recognition of their outstanding contribution to the Association or in the area of religion and the media. These shall be recommended to the annual general meeting by the Executive Committee for approval.
- 6.8 The Association through its Executive Committee may award Life Membership to persons who are or who have been members of the Association and who are deemed to have made an outstanding contribution to the Association and the religious press in general. Such persons are able to participate in Association activities but do not pay annual fees and are not eligible to stand for office.
- 6.9 The nominated representative of a member publication, staff member of a member publication, Associate member and Life member is authorised to use M.A.R.P.A after their name wherever applicable.  
Other than Life members, this authorisation is only permitted when the publication or member has paid the annual subscription.
- 6.10 The decision of the Executive concerning any issue arising about the use of M.A.R.P.A will be final.

## 7. STANDING ORDERS OF DEBATE

- 7.1 The Association may, in General Meeting, adopt a set of Standing Orders by which it agrees to govern the procedures of its meetings.

