

Activate

C H U R C H

CONSTITUTION of ACTIVATE COMMUNITY INCORPORATED Religious Institution July 2019

1. NAME

The name of the association shall be "Activate Community Incorporated".

2. DEFINITIONS AND INTERPRETATION

The "Act" means the Associations Incorporation Act, 1985 (SA)

- a. Headings are for convenience of reference only and shall not affect the interpretation of these rules.
- b. A reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation.
- c. Lead Pastor. Is the appointed spiritual leader of Activate Community Inc.
- d. Pastoral Executive. Is to comprise the Lead Pastor, Associate Pastor and appointed Activate Community Inc. members responsible for the spiritual oversight of the Activate Community, including pastoral and operational matters.
- e. Associate Pastor. The Associate Pastor is the first appointed Deputy in the absence of the Lead Pastor. This Constitution provides for the appointment by the Pastoral Executive of an Associate Pastor who is the first appointed Deputy in the absence of the Lead Pastor.
- f. Community Members. Attendees of Activate Community Inc. who are on the membership roll (which is clarified annually) no later than two calendar weeks before the Annual General Meeting. Community Members have the responsibility to affirm and ratify decisions regarding leadership and financial matters.

3. OBJECTS

Religious education and the encouragement and promotion of Christian doctrine and practices, and to that end, to go anywhere within the Commonwealth of Australia and overseas as principal, trustee, agent or otherwise, and either alone, or in conjunction with any person or other Association, federation or organization, where incorporated or not, and either by or through servants, agents, trustees or otherwise, do any of the following acts or things, namely:

- a. To train, teach, educate Christians in all fundamentals of the Christian faith
- b. To hold public meetings in private and public facilities
- c. To print and publish manuals, books and material for use in aforesaid and the following defined aims
- d. To record, publish and market audio products for use in aforesaid and following defined aims
- e. To be involved in the production of multi-media programs for use in aforesaid and the following aims
- f. To found or aid and assist in founding of churches, schools, places of ministerial training, hospitals and medical facilities, hotels, associations, training centres and/or departments and programs for the implementation of the aforesaid and following defined aims
- g. To aid and assist those in need in any way deemed appropriate
- h. To operate as a non-profit organization fulfilling the aforesaid aims and objectives. The affording of support and relief to people who are marginalised, or to the dependants of any such persons.

4. POWERS

- a. The Activate Community Inc. shall have all of the powers conferred by section 25 of the Act.
- b. Subject to these rules, the Activate Community Inc. shall have the power to do all acts and execute all documents and otherwise use all lawful means to achieve the objectives of the Activate Community Inc..

c. In addition to and without prejudice to the generality of the foregoing, the Activate Community Inc. shall have the following powers:

- (i) to construct, maintain, furnish, equip and alter buildings or works necessary or convenient for any of the objects or purposes of the Activate Community Inc.;
- (ii) to guarantee, indemnify, or receive payment or act as trustee on behalf of another association, society, authority, institution, church, organisation or order, corporation, person, charitable trust or entity for such purpose as the Pastoral Executive deems appropriate;
- (iii) to engage, conduct, enter into joint venture, partnership or contract with government, or any association, society, authority, institution, church, organisation or order, corporation, person, charitable trust or entity for such purpose as the Pastoral Executive deems appropriate;
- (iv) to employ or enter into arrangements and contracts for the employment or engagement of staff, agents, attorneys or professional services;
- (v) to print, publish or create such newspapers, periodicals, books, leaflets or other documents or web sites or electronic materials as the Pastoral Executive may think desirable for the promotion of the objects and purposes of the Activate Community Inc.;
- (vi) to lease or hire or enter into arrangements to facilitate the occupation of premises for the advancement of the objects of the Activate Community Inc.; and
- (vii) to otherwise invest the property and money of the Activate Community Inc. in such investments whether speculative or otherwise and of whatsoever nature and wheresoever situate and whether involving liability or not and with or without security and with or without interest as the Pastoral Executive shall in the absolute and uncontrolled discretion of the Pastoral Executive think fit and with the like absolute power of varying such investments from time to time to the intent that the Pastoral Executive shall have the same full and unrestricted powers of investing and transposing the investment of the property and the money of the Activate Community Inc. in all respects as if the Pastoral Executive was absolutely entitled thereto beneficially.

5. INCOME & PROPERTY

a. Income & property to be applied only to promotion of objects of the Activate Community Inc. Subject to the provisions of Rule 5 b, the income and property of the Activate Community Inc. shall be applied solely towards the promotion of the objects of the Activate Community Inc. as set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the Activate Community Inc..

b. Allowable payments & distributions

Nothing herein contained shall prevent the payment:

- (i) in good faith of interest to any such member in respect of monies advanced by the member;
- (ii) The payment of remuneration or agreed fees or compensation to any officers or staff of the Activate Community Inc., or to any member of the Activate Community Inc., or other person in return for any services actually rendered to the Activate Community Inc.;
- (iii) the payment or reimbursement to any member of out of pocket expenses, money or interest on money lent; or
- (iv) the payment of reasonable and proper charges for goods or services hired or used by the Activate Community Inc. or reasonable and proper rent for premises demised or let to or used by the Activate Community Inc..

6. GOVERNMENT

The Government of Activate Community Inc is vested in the Pastoral Executive who are appointed Community Members of Activate Community Inc. **A minimum of four (4) must be maintained**, and are not required to pay an application, entrance or annual membership fee.

a. Lead Pastor

- (i) In the event of the death or incapacitation or termination of ministry at Activate Community Inc. or proven misconduct, the Associate Pastor shall be responsible for the immediate administration of Activate Community Inc. affairs and become the Lead Pastor for an interim period of three months maximum until endorsed by the Pastoral Executive.
- (ii) If the Associate Pastor does not accept the appointment or is not endorsed by the Pastoral Executive at the end of three months, the Activate Community Inc. Pastoral Executive shall have the power to nominate, approach and appoint a person of their choice to the position of Lead Pastor.

(iii) If there is no appointed Associate Pastor, Activate Community Inc. Pastoral Executive shall have the power to nominate, approach and appoint a person of their choice to the position of Lead Pastor at a meeting convened and chaired by the longest serving Member.

(iv) The appointment of a Lead Pastor by Activate Community Inc. Pastoral Executive shall be carried by a two-thirds majority of Activate Community Inc. Pastoral Executive. The decision of Activate Community Inc. Pastoral Executive around the appointment of Lead Pastor requires ratification at a General Meeting of the Activate Community Inc.

b. Pastoral Executive

(i) The Pastoral Executive shall comprise of the Lead Pastor and Associate Pastor, and at least two other members appointed by the Pastoral Executive and confirmed by a general meeting of the Activate Community by a two-thirds majority vote.

(ii) To enable the Activate Community Inc. to fulfill its objectives, the Pastoral Executive of Activate Community Inc. shall be responsible for the following, deciding by two-thirds majority voting:

(iii) Accounting, Audit & Financial:

- Be responsible under God for the faithful administration, accounting and dispersing of all donations for the well-being of Activate Community Inc.
- Keep properly audited records and present financial statements of every transaction. These financial records shall be audited annually by a registered Public or Chartered Accountant, to be appointed by the Pastoral Executive of Activate Community Inc. Such statements shall be produced at the Pastoral Executive and will be made publicly available.
- On behalf of Activate Inc., acquire, purchase, borrow, hold, manage, own, lease, rent, sell, convey, mortgage, charge, invest, dispose of or deal with in any legal matter whatsoever, any real or personal property of any nature or description.
- Accept by transfer, conveyance, gift demise, bequest or otherwise from any person or persons, trustee or trustees, company, council, corporation or any other society, any real or personal property whether subject to any existing trusts or encumbrances or not, but so that Activate Inc. may decline to accept such gifts or otherwise.
- To open and operate on any account(s) in such banks or saving institution(s) to be operated by any one of two authorized signatories, with the exception of accounts operated by employees for Fringe Benefits purposes, which will by the relevant employee, be operated on by their single signature with a monthly review by the Treasurer of the Pastoral Executive or under delegated authority. This authority is extended to include all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

(iv) The Pastoral Executive of Activate Community Inc. shall have the power to appoint or remove any employees of Activate Community Inc. and to fix powers or duties and/or remuneration in respect of such persons under a separate Contract of Service for duties.

(v) Do all such things as are incidental or conducive to the attainment of all or any of the above objectives.

(vi) At any time delegate responsibilities and functions to subcommittees. They may also employ the assistance of any Activate Community members. The subcommittee is responsible to, and will report to, the Pastoral Executive of Activate Community Inc. Any such delegation does not absolve the Pastoral Executive of its ultimate and ongoing responsibilities in accord with this Constitution and in compliance with relevant law.

(vii) The Pastoral Executive shall appoint a Secretary and Treasurer from within the Pastoral Executive, and appointments are to be annual.

(viii) Any Pastoral Executive member has the right to call a special meeting of the Pastoral Executive.

(ix) At any point a Pastoral Executive member can call a special meeting to propose a vote of no confidence in a member of the Pastoral Executive.

(x) At any General Meeting a member of the Activate Community Inc can propose a vote of no confidence in the Pastoral Executive as a whole. If this vote is passed by a three-fourths majority, the Pastoral Executive shall be dissolved and the Activate Community Inc. will use a formal election process to select a new Pastoral Executive.

c. Pastors

(i) Pastors are community members of Activate Community Inc. and are recognized as spiritually mature people with qualifications or experience to pastor.

(ii) Their duty is to cooperate with the Lead Pastor in the spiritual activities and wellbeing of Activate Community Inc., under their direction.

(iii) Pastors are appointed, suspended or dismissed by the Pastoral Executive.

d. Financial Management Board

(i) The Financial Management Board shall convene a minimum of four (4) meetings per year, at a place and time nominated by the Treasurer or at such times and places as it shall determine. The Treasurer plus two others shall constitute a required quorum.

(ii) Electronic Meetings: A meeting of the Financial Management Board may be called or held using any technology consented to by all the incorporation members of such Financial Management Board. The Financial Management Board shall be permitted to hold a maximum of three (3) ordinary meetings per year (being meetings not requiring a special resolution) by such electronic means. Decisions shall be deemed passed on the day and at such time as the Treasurer receives the last electronic communication in respect of the subject being the business of the meeting.

7. AMENDMENTS TO THIS CONSTITUTION

a. As this Constitution seeks to express the spirit of unity and cooperation in the Government of Activate Community Inc., any amendment(s) to this Constitution must be submitted in writing by a Pastoral Executive member to the Pastoral Executive Secretary. Having informed the Pastoral Executive within seven (7) days in writing of the proposed amendment(s), the Secretary shall convene a meeting of the Pastoral Executive within two (2) calendar months of the written notification. The amendment(s) shall be carried by a two-thirds majority of the Activate Community Inc. Pastoral Executive.

b. The Activate Community Inc. will be informed of any proposed amendments and thereafter those endorsed by the Pastoral Executive at a General Meeting to seek confirmation by a three-fourths vote.

c. Any amended Constitution will be lodged with the SA Office of Consumer and Business Affairs within one month.

8. THE SEAL

a. The Activate Community Inc. shall have a common seal upon which its corporate name shall appear in legible characters.

b. The seal shall not be used without the express authorization of the Pastoral Executive and every use of the seal shall be recorded in the minute book of the Activate Community Inc..

c. The affixing of the seal shall be witnessed by any two Pastoral Executive members.

9. GENERAL MEETINGS

a. Annual General Meeting

(i) The Pastoral Executive shall call an annual general meeting in accordance with the Act and these rules and the following provisions of this rule shall apply.

(ii) The first annual general meeting shall be held within 18 months after the incorporation of the Activate Community Inc., and thereafter within five months after the end of its financial year.

(iii) The order of the business at the meeting shall be:

- the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- the consideration of the accounts and reports of the Pastoral Executive and the auditor's report (if auditor's report is required); and
- any other business requiring consideration by the community in general meeting.

b. Special General Meeting

(i) The Pastoral Executive may call a special general meeting of the Activate Community Inc. at any time.

(ii) Upon a requisition in writing of not less than 25%, (in some cases a lesser, or greater percentage may be appropriate or it may be on requisition of a specific number of members), of the total number of members of the Activate Community Inc., the Pastoral Executive shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

(iii) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

(iv) If a special general meeting is not convened within one month, as required by paragraph ii) of this Rule, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Pastoral Executive, and for this purpose the Pastoral Executive shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Activate Community Inc..

c. Notice of General Meeting

At least 14 days notice of any general meeting shall be given to members.

The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

d. Notice of Special Resolution Meeting

Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

e. Notices of Meetings

A notice may be given by the Activate Community Inc. to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. Where a notice is sent by post, the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice and unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

f. Quorum for General Meetings

One half of the members, present personally shall constitute a quorum for the transaction of business at any general meeting. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

g. Proceedings at General Meetings

The Secretary shall preside as chairperson at a general meeting of the Activate Community Inc. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Pastoral Executive member or one of their own number to be the chairperson of that meeting.

h. Voting at Meetings

(i) Subject to these rules, every member of the Activate Community Inc. has only one vote at any General Meeting.

(ii) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person at that meeting.

(iii) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

(iv) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

(v) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

10. MINUTES

a. Proper minutes of all proceedings of general meetings of the Activate Community Inc., shall be entered within one month after the relevant meeting in minute books kept for the purpose.

b. The minutes kept pursuant to this rule must be confirmed by the members of the Activate Community Inc. at a subsequent meeting. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

c. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

11. FINANCIAL ACCOUNTING AND REPORTING

a. Accounting

(i) The Activate Community Inc. shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Activate Community Inc. in accordance with the Act.

(ii) The accounts, together with the auditor's report on the accounts, the Pastoral Executive's statement and the Pastoral Executive's report, shall be laid before members at the annual general meeting as required by the Act or if there is no annual general meeting, before a meeting of the Pastoral Executive as soon as practicable after compilation thereof.

(iii) The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Pastoral Executive's statement, and the Pastoral Executive's report.

b. Appointment of Auditor

The Pastoral Executive shall appoint a person to be auditor of the Activate Community Inc. for each financial year.

12. DEDUCTIBLE GIFT FUND

a. The Activate Community Inc. must maintain a gift fund

(i) to which gifts of money or property for the purposes of the objects of the Activate Community Inc. are to be made

(ii) to which any money received by the Activate Community Inc. because of those gifts is to be credited, and

(iii) that does not receive any other money or property.

b. The Activate Community Inc. must maintain a separate bank account for the Gift Fund.

c. Receipts issued for the gift to the Gift Fund must state:

(i) the name of the Activate Community Inc.

(ii) the ABN of the Activate Community Inc., and

(iii) the fact that the receipt is for a gift.

d. Activate Community Inc will operate a Public Benevolent Institution under the name 'Activate Community Services' to provide benevolent relief in accordance with the objects of Activate Community Inc and the Constitution of Activate Community Services

13. REVOCATION OF ENDORSEMENT

a. Where the Activate Community Inc. has established and maintained a Gift Fund Including and/or for the purpose of:

(i) A building fund, or

(i) Religious Instruction in Schools, or

(iii) A Public Benevolent Institution,

and has been endorsed under the Income Tax Assessment Act 1997 as a Deductible Gift Recipient in relation to that or any other fund then where:

(i) the Activate Community Inc. is wound up, or

(ii) the Gift Fund is wound up, or

(iii) the endorsement under the Income Tax Assessment Act 1997 is revoked

Then any surplus assets in the Gift Fund or funds where the Activate Community Inc. is wound up remaining after the payments of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

b. Where the Activate Community Inc. operates more than one Gift Fund for which it is a Deductible Gift Recipient and its endorsement under the Income Tax Assessment Act 1997 is revoked only in relation to one of those gift funds then it may transfer the funds to any other Gift Fund for which it is endorsed as a Deductible Gift Recipient.

14. PASTORAL EXECUTIVE MEMBERS' & OFFICERS' INDEMNITY/INSURANCE

The Activate Community Inc. indemnifies the members of the Pastoral Executive and any other officer that may be by resolution of the Pastoral Executive included in this indemnity in respect of any liability incurred by that member or officer in defending any proceedings, whether civil or criminal, in which judgment is given in the member's or officer's favour or in which the member or officer is acquitted.

The Activate Community Inc. may enter into contracts of insurance in respect of the (potential) liability of the Activate Community Inc. to Pastoral Executive members and officers of the Activate Community Inc. and of the members of the Pastoral Executive and officers of the Activate Community Inc. in and about the carrying out of their duties for the Activate Community Inc. and such other matters as may be permitted by law and determined by the Pastoral Executive from time to time.

15. WINDING UP

The Activate Community Inc. may be wound up by special resolution of the Activate Community Inc. or if the Activate Community Inc. does not have members, by special resolution of the Pastoral executive or otherwise in the manner provided for in the Act.

16. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Activate Community Inc. there remain surplus assets, such surplus assets shall be distributed to any organization or organizations as may be deemed by the Pastoral Executive to have similar objects to the Activate Community Inc. and which has or have rules prohibiting the distribution of assets and income to its members and which is appointed by special resolution of the Activate Community Inc. or if the Activate Community Inc. does not have members at the time, by special resolution of the Pastoral Executive.