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CONSTITUTION OF THE SLAVIC GOSPEL ASSOCIATION INCORPORATED.

NAME

1. The name of the incorporated association is Slavic Gospel Association Incorporated (in these rules called "the Association"). ("SGA").

INTERPRETATION

2. In these rules, unless the contrary appears:-
 - "Board" means the Board of Management of the Association.
 - "Financial year" means the year ending 31 December.
 - "General Meeting" means a general meeting of members convened in accordance with Rule 12.
 - "Member" means a member of the Association.
 - "The Act" means the Associations Incorporation Act 1981.Words importing the singular only shall include the plural number, and vice versa.
Words imputing the masculine gender only shall include the feminine gender.

OBJECTS

3. The objects of the association are:-
 - (1) To promote the advancement of Christianity based upon an international charter with defined objectives.

The Charter states: Slavic Gospel Association Inc. is an interdenominational, evangelical missionary organisation, formed in 1934 to engage in spreading the gospel of Jesus Christ and in the building up of His church through religious, philanthropic and educational activities primarily among the language groups that would normally be found in Eastern Europe and, the Commonwealth of Independent States (formerly the Soviet Union).

These purposes are to:

- (a) Honour God:
 - i. by acknowledging the Lordship of Christ in all aspects of our life and work; and
 - ii. by submitting to a regular discipline of prayer; and,
- (b) Serve the Church:
 - i. in the free world by creating a missionary vision for Slavic peoples; and,
 - ii. in the Slavic world by responding to the Church's spiritual and material needs; and

(c) Proclaim Christ:

- i. to unbelievers in the Slavic World, using the most effective means of evangelism available.

(2) To carry out and fulfil such other charitable purposes within Australia as the Association shall in its absolute discretion determine from time to time.

4. These objects of the Association shall be advanced by

- (a) Acting as trustee either alone or jointly with any person or persons for the Association founded by the late _____ and known as the Slavic Gospel Association, in respect of its affairs and activities in the country of Australia and generally to manage, control and carry on the affairs of such an Association.
- (b) Adopting or entering into and carry into effect any agreement heretofore made or which may hereafter be made by or on behalf of the Association by the duly elected Australian Board and its officers.
- (c) Developing and maintaining the interest of the residents of Australia in the specific Slavic related ministries carried out by the Association.

These ministries include -

Radio broadcasting to the Slavic nations;
 Publishing and distributing Bibles and Christian literature;
 Providing Christian education;
 Building up the local church;
 Sending out and supporting workers,
 Relief, refugee and emigre services;
 Prayer, and
 Researching and developing strategies for ministry.

- (d) Constructing, maintaining, acquiring or altering property and buildings, and providing the same with necessary and proper fixtures, furniture, equipment and appliances as shall be deemed expedient for the furthering of the objects of the Association.
- (e) Providing for pensions, annuities, superannuation or other payments periodical or otherwise for persons who have worked in connection with the Association or for their wives, widows and families or other dependents.

- (f) Purchasing, taking or leasing or in exchanging or otherwise acquiring any real or personal property or any other interest therein which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Association, and to sell, lease, give in exchange or dispose of any real or personal property or any interest therein. In case the Association shall take or hold any property which may be subject to any trust the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.
- (g) Organising and conducting religious services, public meetings, missionary meetings, exhibitions and lectures.
- (h) Publishing or contributing to the publication of any periodical, journal or magazine and to printing and circulating books, papers, pamphlets, and information in the interest of the Association generally and to providing and circulating any annual or other report of the Association and its proceedings and work.
- (i) Using or adopting any media or communication now or hereafter available as a means of publicising or furthering the objects of the Association.
- (j) Accepting or refusing donations, subscriptions, legacies, conveyances and endowments either of money or of property of what kind or nature whatsoever and either absolutely or conditionally or in trust to applying the same or the income thereof to any of the objects of the Association or for any special object connected therewith and subject further to the principle that the Association being a faith Society depends for the support on the free will offerings of God's people and no more will be spent than is received.
- (k) Undertaking and executing any trusts for the purpose of directly or indirectly carrying out the objects of the Association as set forth in this Constitution.
- (l) Making and/or adopting rules and/or by-laws for the management, control and regulation of the Association and of the members and employees thereof.
- (m) Receiving money on deposit or loan and borrowing or raising money in such manner as the Association shall think fit and to secure payment of any money borrowed, raised or owing by the Mortgage Charge or Lien upon all or any of the property or assets of the Association (both present and future) and also by a similar Mortgage Charge or Lien to secure and guarantee the performance by the Association or any other person or Company of any obligation undertaken by the Association or any other person or Association as the case may be.
- (n) Doing all such lawful things as are incidental or conducive to the attainment of the above objects.

DOCTRINAL STATEMENT

5. (1) Every member shall subscribe to the Doctrinal Statement of the Association of the following fundamental truths of Christianity as revealed in Holy Scriptures, and any member ceasing to subscribe to these doctrines shall automatically cease to be a member of the Association and shall be disqualified from acting in the Association and in matters relating thereto.

Section A: Inspiration and Inerrancy of Scriptures:

We believe in the scriptures of the Old and New Testaments as verbally inspired by God and inerrant in the original writings, and that they are of supreme and final authority in faith and life (Luke 24:27,44; II Tim. 3:16; II Peter 1:21).

Section B: Triune God:

We believe in one God, eternally existing in three persons: Father, Son and Holy Spirit (Matt.28:18-19; Mark 12:29; II Cor.13:14; Heb. 1:1-3; Acts 5:3).

Section C: Jesus Christ:

We believe that Jesus Christ was begotten by the Holy Spirit and born of the Virgin Mary and is true God and true man (Luke 1: 26-28; John 1:14; 14:6-11; Heb. 1:1-8).

Section D: Man:

We believe that man was created in the image of God; that he sinned, and thereby incurred not only physical death, but also that spiritual death which is separation from God; and that all human beings are born with a sinful nature and, in the case of those who reach moral responsibility, become sinners in thought, word and deed (Rom., 3:10-26; I Thess. 1:7-9; Jer.17:9).

Section E: Atonement:

We believe that the Lord Jesus Christ died for our sins, according to the Scriptures, as a representative and substitutionary sacrifice; and that all who believe in Him are justified on the ground of His shed blood (I Cor.15:1-10; I John 1:7, 2:1-2; I Peter 3:18; Rom. 3:24-25).

Section F: Resurrection of Jesus Christ:

We believe in the resurrection of the crucified body of our Lord, in His Ascension into heaven, and in His present life there for us, as High Priest and Advocate (I Cor. 15:1-10; Heb. 10:12-22; I John 2:1-2).

Section G: Second Coming of Christ:

We believe in "that blessed hope", the personal, premillennial and imminent return of our Lord and Saviour, Jesus Christ (Heb. 9:28; Rev. 1:5-8; Acts 1:8-12; I Thess. 4:13-18).

Section H: Eternal Life:

We believe that all who receive by faith the Lord Jesus Christ are born again of the Holy Spirit, thereby receiving eternal life and thus becoming children of God (John 3:3-16, 1:12; Eph. 2:8-9; Titus 3:5; John 10:27-29).

Section I: Resurrection of Man:

We believe in the bodily resurrection of the just and unjust, the everlasting blessedness of the saved, and the everlasting, conscious punishment of the lost (Matt. 25:46; Dan. 12:2-3; Rev. 20:4-6, 10-15).

Section J: The Great Commission:

We believe in the spreading of the Gospel as Jesus said, "Go ye into all the world and preach the Gospel to every creature" (Mark 16:15, Luke 24:46; Acts 1:8).

MEMBERSHIP

6. (1) Membership of the Association shall be limited to Board members.
- (2) The Board shall consist of not more than 15 members and not less than 5.
- (3) The Board shall have the power to add to its number at any time it may so choose, provided that the prescribed maximum shall not be exceeded.
- (4) Those Directors in office at the time of incorporation, and such other persons as the Board shall admit to membership in accordance with the rules of the Association shall be the members of the Association.
- (5) The first members of the Board of the incorporated Association shall be:-
 - Engineer
 - Pastor
 - Pastor
 - Finance Director
 - Retired Executive
 - Pastor
 - Consulting Engineer
 - Consultant
 - Retired Pastor
 - Secretary
 - Managing Director
- (6) All Board members shall at the time of their appointment and thereafter on an annual basis confirm that they subscribe to the Doctrinal Statement contained in Rule 5.
- (7) Membership of the Association shall not demand the payment of any entrance fee or subscription.
- (8) The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the National Office of the Association.

RESIGNATION

7. (1) Any Member may resign from the Association by submitting a written resignation to the Chairman or the Secretary.

REMOVAL FROM MEMBERSHIP

8. (1) The Board reserves the right to request the resignation of any of the Board members should such a member either
- (a) fail to attend more three consecutive meetings (interstate Directors being exempted from this requirement);
 - (b) be unable to subscribe to the Doctrinal Statement in Rule 5;
 - (c) be of unsound mind;
 - (d) be declared bankrupt, or
 - (e) commit a criminal offence.
- Should the member wish, he will be given full opportunity to explain or justify himself.
- (2) Resolution of the matter will be made through majority vote of all members of Board (other than the individual in question).
- (3) Upon the decision of the vote, the individual will be either reinstated with full privileges or removed from office. Removal from office shall not be reviewable.

ANNUAL GENERAL MEETING

9. (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day as the Board determines. As a general rule, the Annual General Meeting shall be held within four (4) months of the of end of the financial year. (31st December)
- (3) The ordinary business of the Annual General Meeting shall be
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any other special general meetings held since that meeting;
 - (b) to receive reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect officers of the Association, and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- (4) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

SPECIAL GENERAL MEETINGS

10. (1) All general meetings other than the Annual General Meeting shall be called Special General Meetings.

NOTICE OF GENERAL MEETINGS

11. (1) The Secretary shall give all members fourteen days notice in writing of the Annual General Meeting and of any General Meeting convened to pass a Special Resolution, specifying the place, the day and the hour of 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 desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

PROCEDURE AT GENERAL MEETINGS

12. (1) A quorum at General Meetings shall consist of a majority of the Board resident in Australia.
- (2) The Board may meet for the despatch of business, adjourn and regulate the conduct of its meetings as it thinks fit.

CHAIRING OF GENERAL MEETINGS

13. (1) The Chairman, or in his absence, the Vice-Chairman, shall preside as Chairman at each General Meeting of the Association.
- (2) If the Chairman and the Vice-Chairman are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

ADJOURNMENTS

14. (1) The Chairman may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time, and from 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 14 days or more, 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.

VOTING RIGHTS

15. (1) Voting shall be by the voices or by a show of hands if a unanimous agreement is not reached.
- (2) Unless a poll is demanded before a resolution is put, a declaration by the Chairman that a resolution is carried or lost shall be recorded in the minutes without proof of the number recorded in favour of, or against, that resolution.
- (3) A member shall have one vote only.
- (4) All votes shall be given personally or by proxy.
- (5) A proxy vote, appointing another member to vote on his behalf, shall be given in writing, duly authorised, to the Secretary at least 24 hours prior to the meeting,
- (6) Except where otherwise stated, a resolution shall be carried by a simple majority of Board members (and their proxies) present.

BOARD OF MANAGEMENT

16. (1) The Board shall meet as a Board of Management to control and manage the affairs of the Association.
- (2) At these meetings, it shall exercise all powers necessary for the proper management of the business and affairs of the Association, other than those which are required to be exercised at General Meetings.
- (3) All members of Board are, ex-officio, members of the Board of Management.
- (4) The Board shall have full power and authority
 - (a) To delegate any of its powers to Committees consisting of such persons (including all or any of the members of the Board) as the Board shall think fit for the purpose of the administration of the duties hereby declared;
 - (b) To advise the Slavic Gospel Association Inc. in other countries as to the carrying out of the objects of the Association within Australia;
 - (c) To supervise and direct the activities of any director or directors, manager or managers appointed by the Board to carry out the day to day business affairs of the Association, and
 - (d) To appoint a Chairman, Vice-Chairman, Secretary and a Treasurer to the Board.
- (5) An Executive Committee, comprising the officers of the Board named in sub-clause 17 (1), shall have power to attend to urgent business between Board meetings, and to make any necessary decisions.
- (6) Any three of the officers named in sub-clause 17 (1) shall comprise a quorum for the purposes of such decisions.
- (7) Such decisions are to be ratified by the Board at its next meeting.

OFFICERS

17. (1) The officers of the Association shall be
 - (a) The Chairman;
 - (b) The Vice-Chairman;
 - (c) The Treasurer;
 - (d) The Secretary, and
 - (e) The Executive Director.
- (2) Each officer of the Association, other than the Executive Director, shall hold office until the Annual General Meeting next after the date of his election but shall be eligible for re-election.
- (3) No person who has attained the age of seventy years shall be appointed or re-appointed an officer of the Association
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) (a) to (d), the Board may appoint one of its members 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.

ELECTION OF OFFICERS AND VACANCY

18. (1) Nominations of candidates for election as officers of the Association shall be made in writing, signed by one other member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (2) The ballot for the election of officers shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (3) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same meeting.
- (4) For the purposes of these rules, the office of an officer of the Association becomes vacant if the officer:-
 - (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code, or
 - (c) resigns his office by notice in writing given to the Chairman or Secretary.

PROCEEDINGS OF BOARD OF MANAGEMENT

19. (1) The Board shall meet at least quarterly at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Chairman or by any 4 members of the Board.
- (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- (4) A quorum shall comprise a majority of those members normally resident in Victoria.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the appointed time 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 meeting of the Board
 - (a) the Chairman or in his absence the Vice-Chairman shall preside; or
 - (b) if the Chairman and the Vice-Chairman are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by the voices or by the show of hands if a unanimous agreement is not reached. At the discretion of the Board, voting may be by secret ballot if this is thought desirable.
- (8) Where notice has been given of matters to be decided, proxy votes of those unable to attend a meeting may be counted, provided they have been submitted in accordance with Rule 15 (5).
- (9) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (10) Meetings shall be advertised by writing to each Board Member no less than three (3) days prior to the meeting PROVIDED HOWEVER the Executive Committee of the Association as defined in Rule 16 (5) may call a meeting of the Board with shorter prior notice in the event that the Board has a matter of urgency to consider.
- (11) Subject to clause (4) the Board may act notwithstanding any vacancy on the Board.

EXECUTIVE DIRECTOR

20. (1) The Board may appoint an Executive Director.
- (2) The terms of office, authority and duties shall be determined by, and under the jurisdiction of the Board.
- (3) In general terms, the occupant is responsible for the oversight of the work of the Association in Australia.
- (4) The Executive Director shall exercise authority over the various ministries of the Association as listed in Rule 4(c).
- (5) The Executive Director is accountable to the Board in all matters of the work of the Association.
- (6) The Executive Director shall attend all meetings of the Board and shall have full voting rights as a member of the Association.
- (7) The Executive Director must subscribe to the Doctrinal Statement, and fulfil all other obligations of membership of the Association
- (8) The Executive Director and the Chairman are the chief liaison officers with the other International Offices of the Slavic Gospel Association and they shall be guided in this by THE STATEMENT OF MUTUAL CO-OPERATION between SGA Offices and the International Office of SGA Inc. USA, dated April 1983 and its successors.

REGIONAL DIRECTOR

21. (1) The Executive Director, with the prior approval of the Board, may appoint Regional Directors where necessary to assist in fulfilling the objects of the Association.
- (2) The terms of office, authority and duties of individual Regional Directors shall be determined by Board.
- (3) The Regional Directors shall be responsible to the Executive Director for their designated area, and be accountable to him for their performance.
- (4) Regional Directors shall subscribe to the Doctrinal Statement as a pre-requisite of their appointment.
- (5) Regional Directors may be requested to attend Board Meetings from time to time, but shall not be entitled to vote at such meetings.

REGIONAL REPRESENTATIVES

22. (1) The Executive Director, with the prior approval of the Board, may appoint Regional Representatives to assist in fulfilling the objects of the Association.
- (2) The duties of the representatives shall be determined by the Executive Director, who will be accountable to the Board for their operation.
- (3) Payments to representatives shall be limited to out-of-pocket expenses.

OFFICE MANAGER

23. (1) The Executive Director, with the prior approval of the Board, may appoint an Office Manager, to be located at the National Head Office of the Association in Melbourne.
- (2) The Office Manager shall assist the Executive Director and the Board in achieving the objects of the Association, by keeping financial and statistical records and other such data as may be required from time to time
- (3) The Office Manager shall also be responsible for the production of promotional material, keeping stocks of literature, films etc at the discretion of the Executive Director.
- (4) The Office Manager shall be responsible for the answering of correspondence from supporters, and providing an information service for enquiries by phone/fax.

OTHER ADMINISTRATIVE POSITIONS

24. (1) The Board may appoint such other administrative positions as may be found necessary in the conduct of the work of the Association.
- (2) The authority and duties of such positions shall be determined by the Executive Director, subject to the approval of the Board.

SECRETARY

25. (1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at all meetings.

FINANCES

26. (1) The financial management of the Association shall be under the direction of the Board and administered by the Executive Director.
- (2) All possible care shall be exercised in order that the financial integrity and stability of the Association is safeguarded and maintained.
- (3) The Association shall maintain books of account under the direction of the Treasurer, who will present to the Annual General Meeting audited accounts of Income and Expenditure, Assets and Liabilities and any other matters necessary for showing the true state and condition of the finances of the Association.
- (4) The accounts and books referred to in sub-clause 26 (3) shall be available for inspection by members.
- (5) All cheques shall be signed by two signatories as authorised by the Board.

- (6) The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Board of the Association PROVIDED HOWEVER that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officers, agents or servants of the Association, to any member of the Association, or to other persons in return for any services actually rendered to the Association.

SEAL

27. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
 (2) The Common Seal shall not be fixed to any instrument except by authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Executive Committee.

AMENDMENT TO THE CONSTITUTION

28. (1) The Constitution maybe amended only by a three-quarters majority of the members of the Board of the Association present in person at a meeting specially called for that purpose.
 (2) Proposed amendments of the Constitution must reach the members of the Board at least 21 days before such a meeting.
 (3) The Association shall not have the power to amend this Constitution so as to enable it to pursue objects or use or apply any part of its funds or assets for or towards objects which are not according to the original objects of the Association.

WINDING UP OR CANCELLATION

29. (1) If on the winding-up or dissolution of the Association there remains after payment of all its debts and liabilities any property or assets whatsoever, the same shall not be paid or distributed amongst the members of the Board or the Association, but shall be given or transferred to trustees for carrying out objects similar to those hereinbefore set forth or to be applied to such charitable objects as the Board of the Association may by resolution determine at or before or during the winding-up.

CUSTODY OF RECORDS

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

FUNDS

31. (1) For the proper pursuit of its objectives and the support of its personnel, the Association is empowered to receive gifts, bequests, property - real, personal and mixed - and to hold, use or dispose of same in any manner consistent with the terms and provisions of this Constitution.