

CONSTITUTION

COLLECTIVE OF ST MARY MAGDALENE

PREAMBLE

The Collective of St Mary Magdalene (COSMM) is a diverse group of people committed to exploring and working for social justice in Adelaide. COSMM traces its roots back to an Anglican Youth Conference in 1989. From this conference our first members emerged with a passionate desire to do something pro-active about Social Justice in Adelaide. From the outset we strove to follow the example of Jesus by identifying with the poor, the sick and the outcast, strengthening their spirits and self esteem and confronting the long term cycle of alienation that they suffer. Our mission became the provision of an 'Environment of Community and Acceptance' for Adelaide's homeless and disadvantaged.

The primary vehicle for our vision has been a Saturday night 'Drop in Centre' in the Mission Hall of St Mary Magdalene's Parish. Due to our strong association and partnership with the Parish in works of social justice, we soon adopted its name and operated under the banner of 'The Collective of St Mary Magdalene'. COSMM has since evolved into a much larger organisation consisting of people from a wide variety of religious and non religious backgrounds. The main focus continues to be the 'Drop In Centre'. 'The Drop In Centre' is only made possible through the efforts of many parishes and schools who lovingly donate their time, money and labour, and provide a well balanced meal for our friends on a Saturday night.

This constitution recognises the important ongoing partnership with St Mary Magdalene's Anglican Church and The Magdalene Centre. The parish hosts the Collective and the Drop in Centre as core parish ministries. The Collective works alongside The Magdalene Centre and the Parish to provide a range of ministries within the shared site. In addition the Collective works collaboratively with all groups and bodies that seek to work for justice in the city of Adelaide.

We have enjoyed a rich and colourful history, made possible by the generous contributions and enriching personalities of our numerous volunteers and friends from the streets of Adelaide. Many hurdles and heartaches have confronted us over the years but we have persistently nurtured a rich atmosphere of community and acceptance for all who wished to come and join in on our works of community. Cooperative, creative work has become increasingly important in our life and in the life of the Drop In Centre; inclusive projects in music, art and words have given us many powerful experiences of pride in our own and others' preparedness to have a go and express hidden depths of talent and skill.

Notwithstanding our joys and triumphs, poverty and alienation persist in our city and continue to challenge us. For this reason our collective commits to undertake the following:

1. To continue to pursue social justice with integrity and an unrelenting passion.
2. To search for new and effective means for achieving our objectives and expanding our services and activities whenever we are able and wherever there is a need.
3. To exemplify our own values of justice, integrity, and community, as embodied in the Constitution, and work for their realisation in practical, tangible ways which challenge and change the lives of all who participate.

1. NAME.

The name of the Incorporated Association is "The Collective of St Mary Magdalene Incorporated", referred to herein as "**the Association**".

2. DEFINITIONS

In these rules unless the contrary intention appears:-

Act means the Associations Incorporations Act, 1985;

Committee means the Committee of Management of the Association as defined under Section 9;

Executive means the Executive of the Committee;

Member means member of the Association as defined under Section 6.

3. OBJECTS

The objects of the Association shall be:

- 3.1** To involve the membership in acts of solidarity, justice, community development and service, amongst the homeless and disadvantaged people of the City of Adelaide.
- 3.2** To enable the membership to reflect upon these acts in light of the Person, Teachings and Works of Christ.
- 3.3** To do all such things as may be incidental to the attainment of such objects.

Herein referred to as “**the Objects**”

4. POWERS

The Association shall have the powers conferred to it by Section 25 of the Act.

5. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members, except in bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

6. MEMBERSHIP

6.1 Membership shall be available in the following three classes as defined in this Section; **Volunteer Membership, Organisational Membership, Community Supporter Membership.**

6.2 Volunteer Membership shall be limited to persons who accept the Objects, and who have: -

- 6.2.1** completed the Association’s basic volunteer training or an equivalent training
- 6.2.2** accepted a regular rostered role in one of the Association’s works of justice.
- 6.2.3** paid the prescribed membership fee (if any).
- 6.2.4** applied in writing for initial membership and been accepted by a majority vote of the Committee.
- 6.2.5** been entered on the register of members, pursuant to Section 15.6.
- 6.2.6** completed other annual membership requirements, as may be determined from time to time by the Committee.

6.3 Organisational Membership shall be held by organisations such as churches, schools, businesses and other bodies who have:-

- 6.3.1** agreed to the Objects.
- 6.3.2** paid the prescribed membership fee (if any).
- 6.3.3** applied in writing for membership and been accepted by the majority vote of the Committee.
- 6.3.4** completed other annual membership requirements, as may be determined from time to time by the Committee.

6.4 Community Supporter Membership shall be persons who are not Volunteer members, but who want to support the work of the Association in other ways, and have:-

- 6.4.1** agreed to the Associations Objects.
- 6.4.2** paid the prescribed membership fee (if any).
- 6.4.3** applied in writing for membership and been accepted by the majority vote of the committee.
- 6.4.4** completed other annual membership requirements, as may be determined from time to time by the Committee.
- 6.4.5** have been entered on the Register of Members, pursuant to Section 15.6

6.5 The Rector/Priest in Charge of St Mary Magdalene’s Anglican Church Adelaide shall automatically be a Volunteer Member.

6.6 The Manager of The Magdalene Centre Adelaide shall automatically be a Volunteer Member.

6.7 Any staff employed by the Association shall automatically have Volunteer Membership whilst employed by the Association.

7. RESIGNATION.

A member may resign from membership of the Association by giving written notice thereof to the Committee.

8. SUSPENSION or TERMINATION OF MEMBERSHIP.

8.1 Membership may be suspended or terminated by special resolution of three quarters of the members of present and voting at a Committee meeting.

8.1.1 Suspension shall be determined by the Committee based upon a charge of misconduct detrimental to the interests, or against the Objects, of the Association.

8.1.2 Particulars of a charge of misconduct shall be communicated to the member, and the member invited to make a submission to the committee. A minimum of two weeks and a maximum of one month’s notice shall be given for the submission.

8.1.3 The determination of the Committee shall be communicated to the member. In the event of an adverse determination, the member shall cease to be a member two weeks after the determination of the Committee.

8.1.4 If, within fourteen days of the determination referred to in Sub-Section 8.1.3, the member notifies the Secretary in writing that the member wishes to appeal to a general meeting of the Association against the expulsion, the determination is not effective unless -

(a) it is confirmed by resolution passed at a general meeting of the Association held within six months of the date of the determination; and

(b) the member has been notified of the date and time of the general meeting and, if present, has been permitted to address it for as long as the person presiding thinks desirable (but for no less than ten minutes).

9. MANAGEMENT

9.1 The affairs of the Association shall be managed and controlled by a committee (“**the Committee**”) which in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the Objects of the Association, and are not by the Act or these this Constitution required to be done by the Association in general meeting. The Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.

9.2 The Committee shall appoint a Public Officer as required by the Act.

9.3 The Committee shall be comprised of a Chairperson, Secretary, Treasurer, and at least three and up to twelve (12) other committee members who will fulfil the necessary leadership roles in the Association.

9.4 All Committee members and office bearers will be elected at each Annual General Meeting to hold office until the next Annual General Meeting.

9.5 The Committee shall have an Executive comprising the Chairperson, Secretary, Treasurer and any others that the Committee deems necessary to manage urgent business that may arise between meetings. Any decisions taken by the Executive must be reported and endorsed by the next meeting of the Committee.

9.6 The Committee may appoint a person to fulfil any casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the Association.

9.7 Committee members shall be members of the Association, with at least half being Volunteer Members.

9.8 The Rector/ Priest in Charge of St Mary Magdalene’s Anglican Church Adelaide or their nominee, shall be one of the members of the Committee.

9.9 The Manager of The Magdalene Centre Adelaide or their nominee shall be one of the members of the Committee.

9.10 The Committee shall decide if paid staff are to participate in Committee meetings, and whether or not they are given voting rights as well as the nature of those voting rights. Paid staff cannot be office bearers or hold ordinary membership of the Committee.

9.11 No person shall be eligible for membership of the Committee if they are precluded by the Act (Section 30, Relating to insolvency and prior conviction).

10. INDEMNITY

Every Committee Member and Office Bearer of the Association shall be entitled to be indemnified out of the assets of the Association against any loss or liabilities which he or she may suffer or incur in or about the execution of the duties of his or her office or otherwise in relation thereto. No Committee member shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Committee in the execution of the duties of his or her office or in relation thereto.

11. DISQUALIFICATION OF COMMITTEE MEMBERS

11.1 The office of a Committee member shall become vacant if that member resigns or is:

11.1.1 disqualified by the Act;

11.1.2 disqualified under these rules;

11.1.3 permanently incapacitated by ill health;

11.1.4 absent without apology from more than three meetings in a financial year;

11.1.5 in the case of the person appointed under Section 9.8, no longer the Parish Priest or his or her nominee.

12. PROCEEDINGS OF COMMITTEE

12.1 The Committee shall meet together for the dispatch of business at least 5 times per year.

12.2 Any decisions to be made by the Committee shall be made initially through a collective process of consensus. If after a reasonable time a consensus cannot be reached and a formal decision is required, then the question shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a casting vote. No member shall be entitled to vote at any meeting unless personally present at such meeting.

12.3 The Committee shall develop group norms in keeping with the objects of the Association.

12.4 A quorum for a meeting of the Committee shall be at least half of the Committee members plus one.

12.5 A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association, must disclose the nature of and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

13. GENERAL MEETINGS

13.1 There shall be two classes of General Meeting; “**Annual General Meetings**”, and “**Special General Meetings**”.

13.2 The Committee shall call an **Annual General Meeting** in accordance with the Act or these rules.

13.2.1 The Annual General Meeting shall be held within five (5) months after the end of each financial year.

13.2.2 The Committee shall give one month's notice, written, electronic or otherwise, to all members, of the date, time and venue of the Annual General Meeting.

13.2.3 The order of business at the meeting shall be: -

- the confirmation of the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting,
- apologies.
- the consideration of the reports and accounts of the Committee and the report of any auditors,
- the appointment of Committee members,
- the appointment of an auditor (if required),
- any other business requiring consideration by the Association in general meeting.

13.2.4 Any members wanting to bring other business to the meeting must give full written notice of that business to the Committee at least one month prior to the Annual General Meeting.

13.2.5 The Committee determines who presides at each general meeting and the other business to be considered.

13.2.6 Every member of the Association who is personally present at a General Meeting of the Association has one vote at that general meeting, and the person presiding has, in addition, a casting vote.

13.3 The Committee may call a **Special General Meeting** of the Association at any time.

13.3.1 The Committee shall give at least one month's notice, written, electronic or otherwise, to all members of any Special General Meeting.

13.3.2 The committee shall determine the business to be considered, and shall give notice of that business prior to the Special General Meeting.

13.3.3 The Secretary must, in consultation with at least one other member of the Committee, appoint a day, a time and a place for a Special General Meeting if he or she receives a request signed by at least one-fifth of the members of the Association which states the purpose for which the Special Meeting is required.

13.3.4 The day appointed under Sub-Section 13.3.3 must be no later than one month from the day on which the Secretary receives the request.

13.4 If, on the date fixed for a General Meeting and thirty minutes after the meeting time, there is not present in the meeting place a quorum of five persons who, if personally present at the General Meeting, would be entitled to vote, then-

- (a) the General Meeting is adjourned; and
- (b) the person presiding at the General Meeting must, in accordance with Sub-Section 13.5, fix a date ("the adjourned date"), a time and a place for its resumption, and communicate that date to the members of the Association then present.

13.5 The adjourned date must be at least thirty days after the original meeting date, and the Secretary must ensure that there is communicated, at least two days before the adjourned date, to each member of the Association at his or her last known address, notice of the matters referred to in Sub-Section 13.4 (b).

13.6 The persons present in the place, on the date and at the time fixed under Sub-Section 13.4 (b), and who are entitled to vote at the General Meeting, form quorum for the general meeting.

13.8 Any decisions to be made by the General Meetings shall be made initially through a collective process of consensus. If after a reasonable time a consensus cannot be reached and a formal decision is required, then the question shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a casting vote. No member shall be entitled to vote at any meeting unless personally present at such meeting.

13.8.1 Volunteer and Community Supporter members shall be entitled to one vote each.

13.8.2 An Organisational member shall be entitled to one vote, to be exercised by a natural person appointed by it. The Committee must be notified of this appointment in writing, prior to any general meetings.

13.8.3 The Chairperson shall determine the form of voting, and the outcome of any resolution.

13.9 Notice of meeting shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail, at their postal address appearing in the register of members, or sent by electronic means. Members are responsible for notifying the Committee of any change to postal details or change of email address

14. GATHERINGS OF THE COLLECTIVE

14.1 The Committee may make provision for **Gatherings of the Collective** to be held in any calendar year. The Gatherings of The Collective shall aim to fulfil the objects of the Association by: -

14.1.1 providing opportunities for reflection on issues and works of service and justice,

14.1.2 providing opportunities for reflection upon the person, teachings and life of Jesus Christ,

14.1.3 giving training options for those involved in works of justice,

14.1.4 encouraging prayer, celebration and worship, and giving occasion for socialising and fellowship,

14.1.5 providing opportunities for the development of other involvements in works of justice,

14.1.6 encouraging any other activities that enhance the life and work of the Association.

14.2 Unless otherwise notified (13.2.2, 13.3.1) the Gatherings of The Collective shall not deal with business matters or decision making of the Association.

14.3 The Gatherings of The Collective shall be convened and chaired by persons deemed suitable by the Committee.

14.4 Notice of the Gatherings of the Collective shall be given to all members of the Association, in a manner deemed suitable by the Committee.

15. MINUTES, AND OTHER RECORDS.

15.1 Proper minutes of all proceedings of general meetings of the Association and of the Committee, shall be entered within one month after the relevant meeting in a minute register kept for the purpose.

15.2 The minutes kept pursuant to this rule shall be signed and dated by the Chair of the meeting at which the proceedings take place or by the Chairperson of the next succeeding meeting.

15.3 Minutes of General Meetings shall be confirmed at the following General Meeting. Minutes of Committee meetings shall be confirmed by the Committee at the next meeting.

15.4 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association. These financial records shall be accessible to any member upon written request to the Committee, and to any auditor appointed by the Association.

15.5 The Association shall keep a record of the Constitution, a register of members, a record of notices, a file of correspondence and a copy of any other documentation relevant to its objects and rules.

15.6 A Register of Members shall be maintained by the Committee; this will include the date of their approval by the Committee. Membership shall terminate after a period of three years from the date of their approval by the Committee unless specific application for renewal has been made. Memberships shall expire on 30th June of the last year of the triennium following approval of membership

16. FINANCIAL MATTERS.

16.1 Subject to Sub-Section 16.2, the Association has one consolidated account, and all money received by the Association must, in the first instance, be paid into that account.

16.2 The Committee may resolve that there is to be a separate account for receipts of a particular type. Such a resolution may-

- (a) make provision for a sub-committee to administer, and to exercise management and control of, the separate account; and
- (b) provide, in relation to the separate account, that any of the powers or functions conferred by this Section on the Committee, the Treasurer or the members of the Committee are instead to be exercised by the sub-committee, but otherwise the provisions of this Section apply to the separate account.

16.3 Money must not be paid out of the Association's account unless-

- (a) the payment is less than the amount prescribed by or under Sub-Section 16.4; or
- (b) the approval of the Committee was given for the payment before it was made; or
- (c)-(i) the approval of the Committee is given after the payment was made; and
 - (ii) it was necessary, in the opinion of a member of the Committee, to make the payment before the Committee's approval could practicably be given.

16.4 The amount prescribed by this Sub-Section is \$20, or, if the Committee prescribes a higher or lower amount, that amount.

16.5 Payment of accounts

16.5.1 Cheques issued on the Association's account or accounts must be signed by at least two members of the Committee who have been nominated as signatories by the Committee.

16.5.2 Electronic Banking transactions shall be approved by at least two members of the Committee who have been nominated as signatories by the Committee.

16.6 The Treasurer must-

- (a) keep the records referred to in Section 39C of the Act;
- b) keep an up-to-date list of the members of the Committee who have been nominated as signatories under Sub-Section 16.5;
- (c) provide the Committee with a financial report at every Committee meeting.

16.7 The Association's financial year starts on 1 July and finishes on 30 June.

17. AMENDMENT OF CONSTITUTION AND RULES

17.1 Subject to approval by at least a majority vote of the members of the Association, this Constitution and rules may be altered, including an alteration to the Association's name, or be rescinded and replaced by substituted rules

17.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

18. THE SEAL

18.1 Clauses 18.1 & 18.2 of the previous Constitution (relating to the Seal) are hereby rescinded

19. WINDING UP.

The Association may be wound up in the manner provided for in the Act.

20. APPLICATION OF SURPLUS ASSETS

If after winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets must not be paid to or distributed among its members; and shall be distributed to St Mary Magdalene's Anglican Church 26 Moore St Adelaide, to be used for similar objects as those of the Association. All surplus monies donated prior to the winding up which are tax exempt or tax deductible under Section 78 (4) and (5) of the *Income Assessment Act* 1936, must be used for approved purposes.