

Sophia
Australis

CONSTITUTION

(1.1.4 - October 2010)

1. *Name and registered address*

- 1.1 The name of the Association shall be: Sophia-Australis Incorporated.
- 1.2 The title 'Sophia Australis' may be used as a synonym for its name.
- 1.3 The letters 'SAI' may be used as an acronym for the Association.
- 1.4 The registered address of the Association shall be located at such location in the state of incorporation as may be decided by Resolution.

2. *Definitions and Interpretations*

- 2.1 'Act' means the Associations Incorporation Act 1981;
- 2.2 'Association' means Sophia-Australis Incorporated.
- 2.3 'Committee' means the body of elected members to act on behalf of the Association;
- 2.4 'financial year' means the year ending on 31 December;
- 2.5 'general meeting' means any properly constituted Meeting of the Association
- 2.6 'Regulations' means regulations under the Act;
- 2.7 'Committee Meeting' means any properly constituted meeting of the Committee.
- 2.8 'Resolution' means any decision made at a general Meeting.
- 2.9 'Member' means any Full or Associate Member of the Association.
- 2.10 'Sophia' refers to the spiritual being indicated through (but not limited to) such works as those of R. Steiner, V. Tomberg, P. Florensky and V. Solovyov.

3. *Objects of the Association (Statement of purposes)*

- 3.1 To cultivate a deeper understanding of Divine Wisdom, integrating philosophy, religion, science and the arts;
- 3.2 To create a vessel for a path to Sophia through study, dance, eurythmy, anthroposophy, prayer, meditation, and community celebration;
- 3.3 To serve Divine Sophia by engaging in creative activities which seek to express Divine Love;
- 3.4 To publically represent and encourage any of the above in publications, events and practices.

4. *Funds of the Association*

- 4.1 The funds of the Association shall be derived from membership fees, donations and such other sources as the Committee determines and is in accord with fostering the Objects of the Association.

5. *Founding Membership*

- 5.1 The Association's founding members are:

Merilyn Rankins

Roberto Colosimo

Mel Shere

Alison Margaritis

Anna Kotanidis

Marcus Cox

Jean-Michel David

Michael Heenan

Barb Henderson

Pauline David

Lynne Klugman

6. *Founding Committee Office Bearers*

6.1 The founding Committee consists of the following members, who shall decide, at their first Committee meeting and in light of section 12.3, the office bearers:

Merilyn Rankins

Michael Heenan

Pauline David

Alison Margaritis

Marcus Cox

Lynne Klugman

Barb Henderson

7. *Register of members*

7.1 The Secretary will keep and maintain a register of members containing:

- (i) the name and postal and/or e.mail address of each member; and
- (ii) the date on which each member's name was entered in the register.

7.2 The register is available for inspection free of charge by any member upon request.

8. *Membership*

8.1 The following categories of membership to the Association apply:

- (i) Full Member – any person who satisfies the requirements of section 8.2 and to which the Association grants, by Committee decision, voting membership;
- (ii) Associate Member – any person, institution or body which supports in whole or in part the Objects of the Association and to which the Association grants, by Committee decision, non-voting membership with or without any specified conditions.
- (iii) Honorary Member – any person to which the Association grants, by Committee decision, non-voting membership.

8.2 Full Membership of the Association may be granted to anyone who:

- (i) is willing and able to support the Objects of the Association as stated above
- (ii) satisfies the process and criteria for membership as determined by Resolution from time to time.

8.3 Application for membership to the Association shall be made in writing to the Secretary, who shall ensure that the process for admission, as periodically determined by resolution, is followed. Applicants will be informed of this process.

8.4 As soon as practicable after the receipt of an application, the Secretary shall refer the application to the Committee.

8.5 If an application for membership is approved, the Secretary will, as soon as practicable, notify the applicant in writing of the approval for membership; and request payment within one calendar month after receipt of the notification of the sum payable.

8.6 Membership fees will be determined by Resolution.

8.7 The Secretary will, within one calendar month after receipt of the amounts referred to in 8.5, enter the applicant's name in the register of members.

8.8 An applicant for membership becomes a member and is entitled to exercise the appropriate rights of membership when his or her name is entered in the register of members.

8.9 If an application is rejected, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

8.10 Membership of the Association is not transferrable or transmittable to another person or body; and

terminates upon the cessation of membership whether by death or resignation or otherwise.

9. *Ceasing membership*

9.1 Any Member may by one (1) month's notice in writing sent to the Secretary at the registered address of the Association resign from membership. An e.mail received by any Committee member, and forwarded to the Secretary, from an electronic address previously determined to be from the Member, will be deemed equivalent.

9.2 After the expiry of the period referred to in 9.1:

(a) the member ceases to be a member; and

(b) the Secretary will record in the register of members the date on which the member ceased to be a member.

10. *Suspension and Cancellation of membership to the Association*

10.1 Suspension or cancellation of any membership may be made by Resolution if a member has refused or neglected to comply with this Constitution or for any conduct deemed unbecoming a member or prejudicial to the interests of the Association, provided that the Member affected may, within two months' written notification of such Resolution, give notice in writing to the Secretary of his, her or its intention to appeal such Resolution.

10.2 In cases of Resolution of suspension or cancellation of membership the Secretary shall, as soon as practicable, cause to be given to the member a written notice setting out the resolution and the grounds on which it is based; and inform the affected member of the appeals procedures, subject to section 11 below.

10.3 Such appeal as results from 10.1, for which the Secretary shall give not less than fourteen days written notice of the time and place of the hearing to each Committee member and to the Member requesting such appeal, shall be heard by the Committee. The Committee will make a recommendation to the next general Meeting for Resolution. The Resolution shall be accepted as final by all affected parties.

11. *Disputes and mediation*

11.1 The grievance procedure set out here applies to disputes under this Constitution between either a member and another member; or a member and the Association.

11.2 The parties to the dispute shall 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.

11.3 If the parties are unable to resolve the dispute then the parties shall, within 10 days, hold a meeting in the presence of a mediator.

11.4 The mediator shall be a person, who may or may not be a member, chosen by agreement between the parties; or in the absence of agreement-

(i) in the case of a dispute between a member and another member, a person appointed by the committee; 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).

11.5 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.

12. *Committee*

12.1 The Committee has the power and responsibility to act on behalf of the Association and on

Resolutions.

- 12.2 Full Members shall be elected by Resolution to form the Committee, one of whom shall be elected at the annual general meeting of the Association in each year.
- 12.3 Subject to section 23 of the Act, the committee shall consist of up to seven full members who shall determine from amongst themselves office bearers.
- 12.4 Each elected Member ideally serves the Committee for a seven year term, and may thereafter be re-elected.
- 12.5 Should a Member elected to the Committee be unable to serve for the full term, then a replacement will be made by Resolution at the ensuing General Meeting.
- 12.6 A Member on the Committee has the responsibility to represent the agreed interests of the Association.
- 12.7 The Committee may co-opt individuals for specific tasks or for specific periods. A co-opted person's role shall be advisory only.
- 12.8 The Committee shall have the power and responsibility to:
- (i) determine where and with which financial institution or institutions accounts are held;
 - (ii) determine the signatories to financial bills, promissory notes, drafts, accounts and other negotiable instruments. The signatories shall include the Treasurer and either of two nominated Committee member, as determined by the Committee;
 - (iii) authorise payments on behalf of the Association;
 - (iv) represent the Association to other bodies and to the public;
 - (v) disseminate important information to members;
 - (vi) prepare the Agenda for General Meetings.
- 12.9 The Committee shall be able to appoint, employ, dismiss or suspend staff of the Association as determined by Resolution.
- 12.10 The Chairperson shall be responsible for:
- (i) convening all General Meetings;
 - (ii) deciding who chairs sections of the General Meeting;
 - (iii) nominating a Minutes recorder or recorders for each part or section of any Members' or Committee Meeting;
 - (iv) presenting a Report at the Annual General Meeting.
- 12.11 The Secretary shall be responsible for:
- (i) the maintenance of a file or files of ongoing records of accurate minutes of all Meetings, both Members' and Committee;
 - (ii) the maintenance of an accurate register of all Members and any conditions, if any, laid upon their membership. This register shall be published from time to time in whatever manner is deemed appropriate by the Committee;
 - (iii) attendance to all correspondence addressed to the Association;
 - (iv) forwarding agendas to each Member: at least twenty-eight (28) days prior to a normal General Meeting; and at least seven (days) prior to an extra-ordinary General Meeting;
 - (v) communication of any formal documentation between Members on the Committee;
 - (vi) the maintenance, in a manner to be determined by the Committee, of a register of all Resolutions made, extracted from ratified Minutes.

12.12 The Treasurer shall be responsible for:

- (i) faithfully keeping true and accurate records of the audited property, credits and liabilities, and of all financial and real transactions of the Association, in such form and manner as the Committee may determine; Further s/he will ensure that these records are kept at a place nominated and decided by the Committee;
- (ii) the payment or issue of accounts and receipts;
- (iii) the preparation and presentation at each Annual General Meeting of a report (audited if required under section 15.8) and financial statement;
- (iv) making those accounts open to inspection, on request, to any Member or any other bona fide statutory authorities, subject to any reasonable restriction as to time and manner of inspecting them that may be imposed by the Committee for the time being.

12.13 The Public Officer, who shall be appointed by Resolution, will be responsible for duties as specified in the Act.

- (i) It is hereby declared that the Association's founding Public Officer is Michael Heenan.

12.14 The Publications and Events Officer(s) shall be responsible for:

- (i) overseeing that publications and events, respectively, organised under the name of the Association reflect the objects of the association;
- (ii) preparing and giving reports to both the Committee and at the AGM of, respectively, publications or events having taken place or in progress under the Association, or with which the Association is involved.

12.15 The office bearers of the Association shall be

- (i) a Chairperson;
- (ii) a Public Officer;
- (iii) a Treasurer;
- (iv) a Secretary; and
- (v) a Publications and Events Officer or Officers.

12.16 Each office position shall be determined by the Committee, each officer appointed for a period of two years or part thereof, subject to their continued membership to both the Committee and the Association. A Committee member may hold more than one office-bearing position.

13 Election of committee members

13.1 Nominations of candidates for election as members of the committee must be

- (i) 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
- (ii) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting, or given in person on the day to the person chairing the AGM prior to its commencement.

13.2 A candidate may only be nominated for membership of the committee prior to the annual general meeting.

13.3 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

13.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

13.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held in such manner as the committee may direct.

14 *Committee Vacancies*

14.1 The position of a member of the committee becomes vacant if the member either ceases to be a member of the Association; or becomes an insolvent under administration within the meaning of the Corporations Law; or a member resigns from the committee.

15 *General Meetings*

15.1 The frequency of General Meetings shall be determined by Resolution, provided that

- (i) they shall not be less than once per year;
- (ii) one of the annual General Meetings shall be specified the Association's Annual General Meeting;
- (iii) the Association's Annual General Meeting occurs within any period specified by the Act;
- (iv) the possibility of calling an extra-ordinary General Meeting is not precluded (see 15.12).

15.2 The venue or venues for General Meetings shall be determined by Resolution.

15.3 Accurate minutes of all Meetings shall be recorded by the nominated Minutes recorder or recorders (as specified in section 12.10 iii) and all Members shall receive a copy of these as soon as practicable. Members shall notify any proposed correction or corrections to the Secretary. Minutes, together with any proposed corrections, will be tabled for ratification at the ensuing General Meeting.

15.4 Notification and agendas for meetings will be made available to each Member at least twenty-eight (28) days prior to the Meeting.

15.5 Any written notice will be deemed to have been given to a Member by the act of sending any such notice to at least one of the last known addresses of any such Member, as previously given by any of its Members. An address may be of any form previously deemed acceptable by Resolution.

15.6 Items for inclusion on the agenda for meetings may be given to the Committee or its nominee by a Member at least thirty-five (35) days prior to the next meeting. Late items for discussion may be included as general business items at the meeting.

15.7 Where relevant, discussion papers should also be circulated to Members twenty-eight (28) days prior to the meeting to allow adequate input and discussion.

15.8 Should the financial transactions be such that there be a need under the act, or if determined by either the Committee or by Resolution, at each Annual General Meeting of the Association, a person who is not an employee of the Association or an employee of one of its Members shall be appointed as the auditor of the Association for the purpose of an annual financial audit. The auditor shall certify as to the correctness of the accounts and financial statements of the Association and shall report thereon to the Committee, who in turn will report the same at the ensuing General Meeting.

- (i) A person so appointed shall hold office until the ensuing Annual General Meeting, at which s/he would be eligible for re-appointment.
- (ii) If an appointment is unable to be made at an Annual General Meeting, the Committee shall appoint an auditor.

15.9 Subject to 15.11, Members have, through Resolutions and in furtherance of the Objects of the Association, the power and responsibility to:

- (i) raise and borrow money;
 - (ii) spend, invest or lend money;
 - (iii) undertake and execute any trust;
 - (iv) enter into any financial or contractual arrangements with any other Associations or bodies.
 - (v) acquire and modify and in otherwise deal with lands, tenements and premises of any tenure or kind.
- 15.10 As specified as an object of the Association (3.4), and through Resolutions, Members have the power and responsibility to stimulate, promote and foster the Objects of the Association through supporting activities which may include:
- (i) Events and festivals;
 - (ii) Translation or publication of documents;
 - (iii) Conferences;
 - (iv) Training;
 - (v) Provision of support to members;
 - (vi) Establishment and maintenance of relationships and liaison with other organisations;
 - (vii) Any other activities which fulfill the objects of the Association.
- 15.11 The Association may only use its assets and income in the furtherance of its objects, and does not allow the distribution of such to its Members, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- 15.12 Either by Committee decision, or by written petition of at least five (5) Full members, an extra-ordinary General Meeting may be called not less than two weeks following the Committee decision or the submission of such petition to either the Secretary or Chairperson of the Association.
- 15.13 The ordinary business of the annual General Meeting shall be:
- (i) to confirm the minutes of the previous annual general meeting; and
 - (ii) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (iii) to elect members of the committee, who shall be residents of the state under which the Association is incorporated; and
 - (iv) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

16 *Quorum at general meetings*

- 16.1 No item of business may be conducted at a general meeting unless a quorum of full members is present at the time when the meeting is considering that item.
- 16.2 Five Full Members personally present constitute a quorum for the conduct of the business of a general meeting.
- 16.3 If, within one hour after the appointed time for the commencement of a general meeting, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 16.4 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 personally present (being not less than 3) shall be a quorum.

17 Resolutions and Committee Decisions

- 17.1 Members shall strive to reach decisions by a process of discussion and consensus, where:
- (i) members absent from the meeting may have their views presented informally by proxy;
 - (ii) consensual agreement be reached by those present at the meeting.
- 17.2 Should the process of consensus fail, the chairperson may suggest that the meeting either:
- (i) defer its decision to a future meeting; or
 - (ii) decide by a majority of votes, whereby
 - a) each member shall be entitled to cast one vote,
 - b) a vote may be cast by proxy by another member present if at the time of voting written authority to vote on the absent member's behalf is provided to the chairperson, and
 - c) the chairperson shall not have a casting vote; or
 - (iii) decide by poll, subject to this being requested by at least three members; or
 - (iv) delegate its decision: In the case of a General Meeting, to the Committee; In the case of an Committee meeting, to a sub-committee comprising of at least the Chairperson, the Secretary and the Treasurer.

18 Meetings of the committee

- 18.1 The venue or venues for Committee meetings shall be determined by the Committee. Minutes of these meetings will be checked to ensure accuracy and tabled for ratification at the ensuing Committee meeting.
- 18.2 At least 50% of the elected Members on the Committee must be present to form a quorum, and business will only be conducted if such a quorum is present.
- 18.3 The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- 18.4 Special meetings of the committee may be convened by the Chairperson or by any three members of the committee.
- 18.5 Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- 18.6 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- 18.7 Chairing committee meetings shall be by the Chairperson or, in the Chairperson's absence, the Public Officer chairs unless a decision for another committee member to chair is made.

19 Removal of committee member

- 19.1 The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term and appoint another member in his or her stead.
- 19.2 A member who is the subject of a proposed resolution referred to in 19.1 may make representations in writing to the Secretary or Presiding Officer of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 19.3 The Secretary or the Presiding Officer may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

20 Seal

- 20.1 The seal of the Association shall only be affixed to an instrument by the authority of the Committee and in the presence of a Committee Member and any person the Committee may appoint for the purpose, and those same persons shall sign every instrument to which the seal of the Association is so fixed in their presence.
- 20.2 The common seal of the Association must be kept in the custody of the Secretary.

21 The Constitution

- 21.1 A copy of this constitution shall be made available to each Member.
- 21.2 Proposals that this Constitution be altered, amended or repealed may be made at any General Meeting provided that twenty-eight (28) days' notice setting out the proposed change, as well as the date, time and place for the meeting to be held, has been forwarded in writing to each Member.
- 21.3 A motion for a proposal for the alteration, amendment or repeal of this Constitution or the Objects of the Association (its Statement of Purposes) shall only be carried with the consent of at least seventy-five per cent (75%) of the Full Members of the Association.
- 21.4 An alteration, amendment or repeal of this Constitution or the Objects of the Association (its Statement of Purposes) shall:
- a) be in accordance with the Act; and
 - b) come into effect only when approved by the relevant statutory authority.

22 Winding up or Dissolution of the Association

- 22.1 In the event of the dissolution, winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

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