

# Fellowship for Biblical Studies Incorporated

## CONSTITUTION and RULES

1. Name: The Fellowship shall be known as the Fellowship for Biblical Studies Incorporated.
2. Purposes: The Fellowship exists to promote research and discussion on biblical and related subjects by:
  - (a) providing a forum in which biblical scholars, including scholars from overseas, may meet with and present the results of their research to colleagues for critical discussion;
  - (b) organising conferences or other meetings on aspects of biblical studies;
  - (c) holding meetings to make public the insights of biblical scholarship to teachers, clergy and other interested persons;
  - (d) publishing a journal known as the Australian Biblical Review, through which the research of its members, as well as of biblical scholars from elsewhere in Australia and from other countries, may be made available to the international scholarly community;
  - (e) producing other publications in the form of books or other media;
  - (f) encouraging scholars to read papers and publish articles; and
  - (g) engaging in any other proper and desirable activities to further these aims.
3. Fellowship meetings: There shall, in agreement with clause 2 (a), normally be at least four Fellowship meetings annually for members and invited guests.

## RULES

### INTERPRETATION

4. (1) In this constitution and these rules, unless the contrary intention appears —
  - “Executive” means the Executive of the Fellowship.
  - “Financial year” means the year ending on 30<sup>th</sup> June.
  - “General Meeting” means a general meeting of members convened in accordance with Rule 14.
  - “Member” means a member of the Fellowship.
  - “Ordinary Member of the Executive” means a member of the Executive who is not an officer of the Fellowship under Rule 23.
  - “The Act” means the Associations Incorporation Act 1981.
  - “The Journal” means Australian Biblical Review.
  - “The Regulations” means regulations under the Act.
- (2) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

### APPLICATION FOR MEMBERSHIP

5. (1) A natural person who is nominated and approved for membership as provided in this constitution and these rules is eligible to be a member of the Fellowship on payment of the annual subscription payable under these rules.
- (2) A person who is not a member of the Fellowship at the time of the incorporation of the Fellowship (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless —
  - (a) he or she is nominated as provided in sub-clause (3); and
  - (b) his or her admission as a member is approved by the Executive.
- (3) A nomination of a person for membership of the Fellowship shall be —
  - (a) by two members of the Fellowship;
  - (b) made in writing on a form supplied by the Secretary and approved by the Executive; and
  - (c) lodged with the Secretary of the Fellowship.
- (4) As soon as is practicable after the receipt of a nomination the Secretary shall refer the nomination to the Executive.
- (5) Upon a nomination being referred to the Executive the Executive shall determine whether to approve or reject the nomination based upon the applicant’s willingness and suitability to contribute to the purposes of the Fellowship.
- (6) Upon a nomination being approved by the Executive the Secretary shall, with as little delay as possible, notify the nominee in writing that he or she is approved for membership of the Fellowship and request payment within the period of 28 days after receipt of the notification of the sum payable for the current year’s annual subscription.

- (7) The Secretary shall, upon payment of the amount referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's full name, address and date of the entry in the register of members kept by him or her and, upon the entry being so made, the nominee becomes a member of the Fellowship.
- (8) A right, privilege or obligation of a person by reason of his or her membership of the Fellowship —
  - (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

#### LIFE MEMBERSHIP

6. The Executive may award life membership to a member, and he or she shall be recorded in the Register of Members as a Life Member. A Life Member shall be exempt from paying subscription fees, but shall retain all of the entitlements of membership, including the entitlement to receive the Journal.

#### ANNUAL SUBSCRIPTION

7. (1) No entrance fee is required. An annual membership subscription shall be payable by members in respect of the year commencing on 1 January each year. The amount of the annual subscription shall be determined at the Annual General Meeting held during the year prior to the commencement of the subscription period. The payment of the annual subscription shall entitle the member to receive the current volume of the Journal by post on publication.
- (2) The Executive shall designate a date on which the annual membership subscription is due for payment. Any member who does not pay his or her fees by that date loses their rights as a member under these rules, including their right to vote and to receive a copy of the journal, until payment is received.
- (3) If a member of the Fellowship allows his or her subscription to remain unpaid for more than twelve months after the issue of the first request for payment, the Executive may remove his or her name from the Register of Members one month after informing the member in writing of its intention to do so.

The Executive shall not remove his or her name if the member makes good the unpaid subscription before the expiry of that date. If a member's name is removed under this sub-clause it may again be added to the Register of Members after following the procedures applicable to new members under Rule 5.

#### REGISTER OF MEMBERS

8. The Secretary shall keep and maintain a register of members in which shall be entered for each member the full name, address and date of the entry, and the register shall be available for inspection by members.

#### RESIGNATION or EXPULSION OF MEMBER

9. (1) A member may resign from the Fellowship by giving notice in writing to the Secretary and, upon receipt of that notice by the Secretary, or upon any date that is specified in that notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make an entry in the Register of Members recording the date that the resigning member ceased to be a member.
10. (1) Subject to these rules, the Executive may by resolution —
  - (a) expel a member from the Fellowship; or
  - (b) suspend a member from membership of the Fellowship for a specified period; if the Executive is of the opinion that for either (a) or (b) the member —
    - (i) has refused or neglected to comply with this constitution and these rules; or
    - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Fellowship.
- (2) A resolution of the Executive under sub-clause (1) —
  - (a) does not take effect unless the Executive, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Fellowship under this clause, does not take effect unless the Fellowship confirms the resolution in accordance with this clause.
- (3) Where the Executive passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing —
  - (a) setting out the resolution of the Executive and the grounds on which it is based;
  - (b) stating that the member may address the Executive at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;

- (d) informing the member that he or she may do one or more of the following —
  - (i) attend that meeting;
  - (ii) give to the Executive before the date of that meeting a written statement seeking the revocation of the resolution;
  - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Fellowship in general meeting against the resolution.
- (4) At a meeting of the Executive held in accordance with sub-clause (2), the Executive shall —
  - (a) give to the member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), he or she shall notify the Executive and the Executive shall convene a general meeting of the Fellowship to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Fellowship convened under sub-clause (5) —
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting —
  - (a) at least two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

#### ANNUAL GENERAL MEETING

- 11. (1) The Fellowship shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held at such time, date and place as the Executive determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be to —
  - (a) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) receive from the Executive reports upon the transactions of the Fellowship during the last preceding financial year and decide on any recommendations concerning subscriptions to the Fellowship;
  - (c) elect the Officers of the Fellowship and five ordinary members of the Executive including the editors of the Journal;
  - (d) receive and consider the statement submitted by the Fellowship in accordance with section 30(3) of the Act; and
  - (e) decide whether to appoint an auditor or auditors.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

#### SPECIAL GENERAL MEETING

- 12. All general meetings other than the annual general meeting shall be called special general meetings.
- 13. (1) The Executive may, whenever it thinks fit, convene a special general meeting of the Fellowship and, where, but for this sub-clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) the Executive shall, on the requisition in writing of members representing not less than 10% of the total number of members convene a special general meeting of the Fellowship.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Executive does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in as nearly as possible the same manner as meetings convened by the Executive and all reasonable

expenses incurred in convening the meeting shall be refunded by the Fellowship to the persons incurring the expenses.

#### NOTICE OF MEETING

14. (1) The Secretary of the Fellowship shall, at least 14 days before the date fixed for holding a general meeting of the Fellowship, cause to be sent to each member of the Fellowship at his or her address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member 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.

#### PROCEEDINGS AT MEETINGS

15. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) 20% of members or 15 members, whichever is lower, personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair 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 and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not fewer than 10) shall be a quorum.
16. (1) The President, or in his or her absence, the Vice-President, shall preside as Chair at each general meeting of the Fellowship.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chair at the meeting.
17. (1) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a 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.
18. A question arising at a general meeting of the Fellowship shall be determined by the voices or, if the Chair's opinion that the motion is passed or lost is challenged by one or more members saying "No", the vote shall be further taken and determined on a show of hands and unless before or on the declaration of the show of hands a ballot is demanded, a declaration by the Chair that a resolution has, by the voices or on a show of hands, been carried or carried unanimously (if there is no dissentient voice) or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Fellowship is or are evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
19. (1) Upon any question arising at a general meeting of the Fellowship, a member has one vote only.
- (2) All votes shall be given personally. Proxy voting is not allowed.
- (3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
20. (1) If at a meeting a ballot on any question is demanded by not fewer than five members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
- (2) A ballot that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a ballot that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

21. A member is not entitled to vote at any general meeting unless all monies due and payable by him or her to the Fellowship have been paid.

#### EXECUTIVE and OTHER COMMITTEES

22. (1) The affairs of the Fellowship shall be managed by an Executive constituted as provided in Rule 24.
- (2) The Executive —
- (a) shall control and manage the business and affairs of the Fellowship;
  - (b) may, subject to this constitution, these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Fellowship other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Fellowship;
  - (c) subject to this constitution, these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of the Fellowship;
  - (d) shall be responsible for the form of all meetings;
  - (e) may appoint an Assistant Treasurer and/or an Assistant Secretary, from among the members, until the next annual general meeting; and
  - (f) may appoint a business manager not necessarily from among the members.
- (3) Other committees may be appointed for special purposes by the Executive or a general meeting as need arises.
23. (1) The officers of the Fellowship shall be —
- (a) a President; (b) a Vice-President; (c) a Treasurer; and (d) a Secretary.
- (2) The provisions of Rule 25 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Fellowship shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Executive may appoint one of its members to fill 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 or her appointment.
24. (1) Subject to section 23 of the Act the Executive shall consist of —
- (a) the officers of the Fellowship, and
  - (b) five ordinary members including the editor or editors of the Journal; each of whom shall be elected each year at the annual general meeting of the Fellowship.
- (2) Each ordinary member of the Executive shall, subject to these rules, hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (3) If fewer than five members are nominated at the annual general meeting as ordinary members of the Executive, the Executive shall have the power to co-opt members to serve on the Executive until the time of the next annual general meeting.
- (4) In the event of a casual vacancy occurring in the office of an ordinary member of the Executive, the Executive may appoint a member of the Fellowship to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

#### ELECTION OF OFFICERS and VACANCY

25. (1) Nominations of candidates for election as officers of the Fellowship or as ordinary members of the Executive shall be made before or at the annual general meeting.
- (2) 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.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (4) The ballot for the election of officers and ordinary members of the Executive shall be conducted at the annual general meeting in such usual and proper manner as the Executive may direct.
- (5) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
26. For the purposes of these rules the office of an officer of the Fellowship or an assistant or of an ordinary member of the Executive becomes vacant if the officer, assistant or member —
- (a) ceases to be a member of the Fellowship;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (c) resigns his or her office by notice in writing given to the Secretary.

### PROCEEDINGS OF EXECUTIVE

27. (1) The Executive shall meet at least once in each year at such places and such times as the Executive may determine.
- (2) Special meetings of the Executive may be convened by the President or by any four of the members of the Executive.
- (3) Notice shall be given to members of the Executive of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any four members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the Executive —
  - (a) the President or in his or her absence the Vice-President shall preside; or
  - (b) if the President and the Vice-President are absent such one of the remaining members of the Executive as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive shall be determined by the voices or, if the Chair's opinion that the motion is passed or lost is challenged, the vote shall be determined on a show of hands or, if demanded by a member, by a ballot taken in such a manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (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.
- (9) Written notice of each Executive meeting shall be served on each member of the Executive by delivering it to him or her at a reasonable time before the meeting or by sending it by prepaid post or by e-mail addressed to the member at his or her usual or last known address.
- (10) Subject to sub-clause (4) the Executive may act notwithstanding any vacancy on the Executive.

### SECRETARY

28. The Secretary of the Fellowship shall keep minutes of the resolutions and proceedings of each general meeting and each executive meeting in books provided for that purpose together with a record of the names of persons present at executive meetings, and attend to correspondence.

### TREASURER

29. (1) The Treasurer of the Fellowship shall —
  - (a) collect and receive all monies due to the Fellowship and make all payments authorised by the Fellowship; and
  - (b) keep correct accounts and books showing the financial affairs of the Fellowship with full details of all receipts and expenditure connected with the activities of the Fellowship.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members of the Executive.

### REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE

30. (1) The Fellowship in general meeting may by resolution remove any member of the Executive before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing (not exceeding a reasonable length) to the Secretary or President of the Fellowship and requests that they be notified to the members of the Fellowship, the Secretary or the President may send a copy of the representations to each member of the Fellowship or, if they are not so sent, the member may require that they be read out at the meeting.

### MONIES

31. All monies received shall be devoted solely for the purposes for which the Fellowship exists. They shall be banked as soon as is practical as received without deduction of any kind in an account in the name of the Fellowship for Biblical Studies Incorporated at a bank approved by the Executive and all payments made by cheque shall be signed by any two of at least three signatories appointed by the Executive from among its members. The distribution of income or property of the Fellowship to its members is prohibited.

### SEAL

32. (1) The Common Seal of the Fellowship shall be kept in the custody of the Secretary.

- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures of two members of the Executive.

#### ALTERATION OF RULES AND STATEMENT OF PURPOSES

33. This constitution including the statement of purposes of the Fellowship and these rules shall be altered only in accordance with the Act and only after notice of any proposed amendment has been given to the Secretary in writing in sufficient time in order that notice may be given to all members at least 21 days before the meeting and only if at least three-fourths of the members present vote in favour.

#### NOTICES

34. (1) A notice may be served by or on behalf of the Fellowship upon any member either personally or by sending it by post or e-mail to the member at his or her address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where a document is sent to a member by e-mail, it shall be deemed to have been given to the person at the time the e-mail was sent.

#### WINDING UP OR CANCELLATION

35. In the event of the winding up or the cancellation of the incorporation of the Fellowship the assets of the Fellowship shall be disposed of in accordance with the provisions of the Act and all funds available after the payment of debts shall be paid to an institution or institutions with similar objects and restrictions or to some charitable or public educational object or objects.

#### CUSTODY OF RECORDS

36. (1) Except as otherwise provided for in these rules the Secretary shall keep in his or her custody or under his or her control all books and documents of the Fellowship.
- (2) Members may inspect, at a place designated by the Secretary, a copy of the Rules, the financial statements, minutes of general meetings, and minutes of meetings of the Executive, except that the Executive may refuse access to records that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Fellowship. A member may request a copy of any of those documents, subject to the payment of any fee determined by the Executive.

#### FUNDS

37. The funds of the Fellowship shall be derived from annual subscriptions, donations, bequests and such other sources as the Executive determines.

***This copy of the Constitution reflects the changes adopted at the Annual General Meeting on 7 November 2013.***