



**CONSTITUTION**  
**of the**  
**CAIRNS CHRISTIAN MINISTERS' NETWORK INC.**

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## CAIRNS CHRISTIAN MINISTERS NETWORK Inc.

### 1. Name

The name of the Non-profit Association is “CAIRNS CHRISTIAN MINISTERS NETWORK Inc.” ( herein after referred to as “the Network”).

### 2. Objects

The purposes of the Network shall be:

- 2.1 To meet in fellowship for mutual support and edification.
- 2.2 To manifest to the community genuine fellowship among Christians of varying traditions.
- 2.3 To handle the business and the operation of the Network, and such combined church events and activities that flow from our vision.

### 3. Vision and Values Statement

3.1 Our Vision Statement:

*“The Cairns Christian Ministers Network is committed to be a body of actively fellowshiping spiritual leaders of churches in the Cairns region. We are committed to being in unity in our role as called and appointed shepherds of Christ to our great city. The unity we share brings us together to pray for our city that God’s abundant mercy may be poured out upon us and that all of Cairns City and regions beyond should know Him.”*

- John 13:34-35
- 1 Corinthians 12:12-13
- Psalm 133

3.2 Biblical Foundations for Unity:

Members agree to embrace the Apostles Creed or the Nicene Creed, and the Vision and Values Statement in this Constitution.

### 3.3 Functions and Connection

There will be among us those who feel passionate about different aspects of our relationships and role to our City. However to move towards our vision we will need a balanced and inclusive approach.

Hence the following will give opportunity for our vision to be fulfilled.

- To meet once monthly for matters related to our broad Christian community, and our role and responsibilities to the City.. (While necessary, this forum alone does not give opportunity to develop closer relationships)
- To meet weekly in suburban and regional small groups, for prayer and support for our city and each other. (Here effective relational support and encouragement can grow along with effective prayer and intercession for the city)

### 3.4 Our Relational Values

The following core values define a Christ-like basis for mutual trust and respect in our work together in the service of Christ and His Kingdom:

- We are committed to a spirit of love and acceptance for each other. We recognise and celebrate our diversity, and in humility accept our need of each other as fellow Members of the Body of Christ. (Romans 12:4-5.)
- We are committed to uphold the dignity and integrity of our fellow ministers in words and actions both publicly and privately. (1 Corinthians 12:24-26)
- We are committed to the support and encouragement of each local church or congregation as being a gift of Christ's love for Cairns City and regions beyond. (Ephesians 4:5-6)
- We are committed to promoting the value of our unity in Christ to both our congregations and the broader community. (Ephesians 4:13)
- We are committed to open and caring responses to each other regarding congregational Members and their transfers between churches.
- We are committed to resolving conflict in a Biblical manner (Matthew 18) as an intentional response toward maintaining our relationships in the humility of our Lord Jesus Christ. (Colossians 3:12-15)

## **4. Definitions**

### 4.1 In this Constitution:

4.1.1 “Committee” means the Executive Committee of management of the Network.

4.1.2 “General Meeting” means a General Meeting of Members of the Network convened in accordance with these Rules.

4.1.3 “Member” means a Member of the Network.

4.1.4 “Attendee” means those present at meetings who are not Members of the Network.

4.1.5 “The Act” means the Association Incorporations Act 1981 and Association Incorporation Regulation 1999 of Qld.

4.1.6 “Special resolution” means a special resolution passed by 75% of the Members present at a General Meeting, or Extraordinary or Annual General Meeting.

4.1.7 “Month” shall mean a calendar month.

4.1.8 “Write”; “in writing”; “written”; shall include “email” in addition to the traditional form of “writing”

## **5. Membership**

5.1 There shall be only two classes of Membership, which shall be Full Membership and Associate Membership, being unlimited in numbers. Full Membership shall be open to persons who qualify for 5.1.1 or 5.1.2 or 5.1.3. or 5.1.4. Associate Membership shall be open to persons who qualify for 5.1.5 or 5.1.6

5.1.1 Any Minister carrying a form of ordination or accreditation or a senior leader or appointed representative of a recognised Christian ministry.

5.1.2 Any Minister serving as a Chaplain.

5.1.3 Any person filling a Ministerial Leadership vacancy within any local church.

5.1.4 Any Associate or Assistant Minister carrying a form of ordination or accreditation, but only if another Minister from the same church currently holds Full Membership.

5.1.5 Any spouse to a person who holds Full Membership.

5.1.6 Any appointed and recognised specialised ministry or department leader who has written endorsement from their Senior Minister.

### 5.2 Right of rejection

5.2.1 The Committee shall be entitled to reject an application for Membership if a majority of the Committee votes in support of such rejection at a meeting of the Committee.

- 5.3 Members shall pay an annual Membership fee determined from time to time by the Network according to the class of Membership if applicable at the time.
- 5.4 Members shall be regular in attendance at the meetings of the Association but voting rights shall be suspended at the discretion of the Committee if absent for more than four consecutive monthly meetings without adequate reason.
- 5.5 Membership shall terminate when:
- 5.5.1 A Member transfers beyond the specific area of this Network.
- 5.5.2 A Member ceases to fulfil any of the qualifying criteria found in section 5.1.
- 5.5.3 A Member ceases to act in fulfilment of a ministerial vacancy within any local church.
- 5.5.4 A Member resigns by written notice to the Secretary.
- 5.5.5 A Member is removed by a special resolution of the Members:
- 5.5.5.1 Provided that such Member has been given an opportunity to be heard or to make a written submission to the Network.
- 5.5.5.2 Provided that particulars of the charge have been communicated to such Member at least one month before the meeting of the Network at which the matter is to be determined.
- 5.5.5.3 Provided that the determination of the Network, if adverse, has been communicated to that Member. Membership shall cease immediately and written notice shall be given to the Member of the decision of the Network.
- 5.6 A Register of Members shall be kept and shall contain:-
- 5.6.1 The name and all contact details of each Member including Church affiliation.
- 5.6.2 The date on which each Member was admitted to the Network.
- 5.6.3 If applicable, the date of and the reasons for termination of Membership.
- 5.7 No right of appeal against rejection or termination of Membership:-
- 5.7.1 An applicant for Membership has no right of appeal against rejection of that application for Membership, by the Network;
- 5.7.2 A party whose Membership has been terminated by the Network has no right of appeal.

## **6. The Role of the Committee**

- 6.1 The affairs of the Network shall be managed and controlled by the Committee which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the objects of the Network and are not by the Act or by these Rules required to be done by the Network in General Meeting.
- 6.1.1 The Committee shall have the management and responsibility of the funds and other property of the Network.
- 6.1.2 At least four Committee Members shall be appointed as signatories of each account maintained by the Network during their respective terms of office. Any such accounts shall require two signatories.
- 6.1.3 The Committee shall have the authority to interpret the meaning of these Rules.
- 6.1.4 The Committee shall appoint a Public Officer as required by the Act.
- 6.1.5 The Committee must ensure the safe custody of books, documents, and instrument of title, deeds, contracts, common seal and securities of the association.
- 6.1.6 The Committee aspires to meet once in each calendar month, but must meet no less than ten times annually.
- 6.1.7 The Committee may decide during a Committee Meeting to call the next Committee Meeting and set the date of such Committee Meeting. Alternatively, the Secretary is entitled to call a meeting at any time. In either case, written notice of the Committee Meeting must be given pursuant to the notice requirements in clause 6.1.8 below.
- 6.1.8 The Secretary must give notice to the Committee no less than 7 days prior to the date of a Committee Meeting. Such notices must include the date, time and place of the Committee Meeting. Such notice may be given by email, SMS (text message), letter or merely by notation in the minutes of the preceding Committee Meeting.
- 6.2 The Committee shall be comprised of a President, Vice President, Secretary, Treasurer and two other Members, all of whom must hold Full Membership.
- 6.2.1 A Committee Member shall hold office for one year only but shall be eligible for re-election.
- 6.2.2 The Committee will appoint a person with Full Membership to fill a casual vacancy and such Committee Member shall hold office until the next Annual General Meeting of the Network. However, if after one calendar month the casual vacancy has not been filled, then the Committee shall be at liberty to appoint any member to the position.

6.2.3 Any Committee Member may hold more than one office bearer's position concurrently, in which event additional ordinary Committee Members may be appointed so as to constitute a Committee of six (6).

6.2.4 The Committee may appoint a seventh member to the Committee at any time during the term of office, if it deems it necessary for the smooth and efficient operation of the functions of the Committee.

### 6.3 Proceedings of Committee

6.3.1 The Committee shall meet together for the dispatch of business at such date, time and place as the Committee shall determine.

6.3.2 Questions arising at any meeting of the Committee shall be decided by a minimum of 75% of the votes.

6.3.3 A quorum for a meeting of the Committee shall be three (3) of the Members of the Committee.

### 6.4 Disqualification of Committee Members

The office of a Committee Member shall become vacant if a Committee Member is:

6.4.1 Disqualified from being a Committee Member by the Act or constitution.

6.4.2 Ceases to be a Member under these Rules.

6.4.3 Permanently incapacitated by ill health.

6.4.4 Absent without apology for two consecutive meetings.

6.4.5 Absent for four consecutive Committee meetings, unless otherwise determined by the Committee.

### 6.5 The Role of the President

#### Powers and Duties:

6.5.1 To lead the Network in fulfilling its desired Vision and Values.

6.5.2 To provide spiritual support and encouragement to the Network Members and Attendees.

6.5.3 To lead the Network in fostering a Spirit of unity and fellowship among the Members and Attendees.

6.5.4 To represent the Network at public events and interaction with the Cairns Regional Council or any other Government authorities where necessary.

6.5.5 To chair general and Committee meetings and to fulfil the role of President in the Committee and General Meetings of the Network.

### 6.6 The Role of Vice President

#### Powers and Duties:

6.6.1 To fulfil the role of President when the President is absent.

6.6.2 To assist the President in carrying out the President's duties.

## 6.7 The Role of the Secretary

### Powers and Duties:

- 6.7.1 It shall be the duty of the Secretary to record and keep on file the minutes of all meetings of the Network.
- 6.7.2 To keep on file all records of legal transactions such as deeds, mortgages and contracts which the Network has entered into.
- 6.7.3 To maintain an up to date roll of Members of the Network.
- 6.7.4 To write such letters as directed to write by the Network, retaining duplicate copies for permanent file and to receive and place on file any correspondence received.
- 6.7.5 To notify in writing the Members of the Network of any General Meeting thereof when so instructed.
- 6.7.6 The records, documents, official stamps and seal and correspondence placed in the care of the Secretary of the Network are not the Secretary's personal property nor under the Secretary's personal control, but are the property of the Network and are under the control of the Network as directed by the vote of the Network or by the authority of the Committee of the Network in accordance with this Constitution.

## 6.8 The Role of the Treasurer

### Powers and Duties:

- 6.8.1 The Treasurer shall have such duties as are set out in this Constitution.

#### 6.8.1.1 Accounts:

True accounts will be kept in the manner determined by the Committee, of all sums of money received and expended by the Network, property, assets and liabilities of the Network and proper reports are to be delivered to the Committee as it shall require.

#### 6.8.1.2 Financial Records:

The Treasurer shall be responsible to keep all financial records in the manner and at such place as determined by the Committee. Financial records should be available to Members at monthly meetings of the Network.

#### 6.8.1.3 Banking:

The Treasurer shall ensure that all moneys received on behalf of the Network are accounted for and duly banked as soon as practicable with such bank or banks in the name of the Network as the Committee from time to time determines.

## 6.9 Resignation, removal or vacation of office of Committee Member

- 6.9.1 A Member of the Committee may resign from the Committee by giving written notice of resignation to the secretary.



- 6.9.2 The resignation takes effect at—
- (a) The time the notice is received by the secretary; or
  - (b) If a later time is stated in the notice then the later time shall apply.
- 6.9.3 A Committee Member may be removed from office at a General Meeting of the association if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Committee Member.
- 6.9.4 Before a vote of Members is taken about removing the Committee Member from office, the Committee Member must be given a full and fair opportunity to show cause why that Committee Member should not be removed from office.
- 6.9.5 A Member has no right of appeal against the Member's removal from office under this rule.
- 6.9.6 A Member immediately vacates the office of Committee Member in the circumstances mentioned in section 64(2) of the Act.

## **7. General Meetings**

- 7.1 Ordinary meetings of the Network shall be conducted at such date, time and place as the Members shall determine.
- 7.2 The Annual General Meeting shall normally be held in September.
- 7.3 The order of business at the Annual General Meeting shall be:
- 7.3.1 The confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
  - 7.3.2 The presentation of the accounts of the Network and reports of the Committee.
  - 7.3.3 The election of Committee Members.
  - 7.3.4 Any other business requiring consideration by the Network in General Meeting.
- 7.4 Extraordinary General Meeting:
- 7.4.1 The Committee may call an Extraordinary General Meeting of the Network at any time. Upon a requisition in writing of not less than 40% of the total number of Members of the Association, the Committee shall within one month of the receipt of the requisition convene an Extraordinary General Meeting for the purpose specified in the requisition.
  - 7.4.2 Every requisition for an Extraordinary General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- 7.5 Three Committee Members plus another six Network Members shall constitute a quorum for the transaction of business at any General Meeting.

- 7.6 If 30 minutes after the time appointed for any such General Meeting a quorum of Members is not present, the Committee shall defer the transaction of any business to the next General Meeting.
- 7.7 Voting at General Meetings
- 7.7.1 A Full Member shall have one vote and an Associate Member shall have a half vote at a meeting of the Network.
- 7.7.2 A minute at a General Meeting shall be passed by a 75% majority of Members, present and voting.
- 7.7.3 Unless a secret ballot is requested by at least 25% of Members present, a minute shall be determined by a show of hands.
- 7.7.4 The election of all Committee Members shall be by secret ballot.
- 7.7.5 Scrutineers shall be nominated and appointed by the President from those present, preferably Attendees, to count secret ballot votes from the meeting. If no Attendees are in attendance, two Network Members may be nominated.

## **8. Minutes**

- 8.1 Proper minutes of all proceedings of General Meetings of the Network and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 8.2 The minutes kept pursuant to this rule shall be confirmed by the Members of the Network or the Members of the Committee (as relevant) at a subsequent meeting.
- 8.3 The minutes kept pursuant to this rule shall be signed by the President of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.
- 8.4 Where Minutes are entered and signed they shall, unless the contrary is proved, be evidence that that meeting was convened and duly held, that all proceedings held at that meeting shall be deemed to have been duly held and that all appointments at that meeting shall be deemed to be valid.
- 8.5 A member has the right to inspect the minutes of all proceedings of General Meetings of the Network and of the meetings of the Committee, after giving ten (10) business days' written notice to the Secretary.

## **9. Financial Year**

- 9.1 The first financial year of the Network shall be the period ending on the next 30<sup>th</sup> June following incorporation and thereafter a period of 12 months commencing on the 1<sup>st</sup> of July and ending on the 30<sup>th</sup> June in each year.
- 9.2 The Network shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Network in accordance with the Act and the Constitution.

## **10. Notices**

All notices may be given by the Secretary to all Members and Attendees personally, or by post, fax, or email, to the address appearing in the register of Members and Attendees.

## **11. Profits for Members**

The income and capital of the Network shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Network.

## **12. Winding Up**

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

## **13. Application of Surplus Assets**

13.1 If after the winding up of the Network there remain surplus assets as defined in the Act such surplus assets shall be distributed to any non-profit association or organization which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.

13.2 Such non-profit association or organizations shall be identified and determined by a resolution of Members in a General Meeting.

## **14. Rules**

These Rules may be altered, including an alteration to the Network's name, by special resolution of the Members of the Network. This includes rescission or replacement by substitute rules. The alteration shall be registered with the relevant Queensland Government office. The registered Rules shall bind the Network and every Member to the same extent as if they have been respectively signed and sealed by the Members and who have agreed to be bound by all of the provisions thereof.

## **15. Common Seal**

15.1 The Committee must ensure the association has a common seal.

15.2 The common seal must be—

- (a) Kept securely by the Committee; and
- (b) Used only under the authority of the Committee.

15.3 Each instrument to which the seal is attached must be signed by a Member of the Committee and countersigned by—

- (a) The secretary; or
- (b) Another Member of the Committee; or
- (c) Another Member authorised by the Committee.

## **16. General financial matters**

- 16.1 The Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for the last reportable financial year is prepared.
- 16.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- 16.3 Cheques on behalf of the association must be drawn only upon two signatures, with all Committee Members eligible to become signatories to the chequing account at the discretion of the Treasurer upon advice from the Committee.