

**THE ASSOCIATION OF
PRACTICAL THEOLOGY IN
OCEANIA INC.**

CONSTITUTION

19th NOVEMBER 2018



ASSOCIATION OF
**PRACTICAL
THEOLOGY**
IN OCEANIA

1. Preliminary

1.1. Purpose of the Association

Practical Theology is the study of Christian theology in its application to everyday life.

The prime purpose of APTO Inc is to take over all the assets, liabilities, duties, responsibilities and functions of the unincorporated entity APTO.

APTO means the unincorporated entity whose purpose is the study and application of Practical Theology in the Oceania region.

The other purposes of the association are

- The study and critical reflection on Practical Theology in the Oceania region.
- To promote interregional, intercultural and ecumenical dialogue and understanding in the Oceania region.
- To arrange meetings and conferences to advance the objects of APTO Inc

1.1. Definitions

1.1.1. In this constitution:

Director-General means the Director-General of the Department of Finance, Services and Innovation (New South Wales)

Ordinary executive committee member means a member of the Executive committee who is not an office-bearer of the APTO Inc.

Secretary means:

- (a) the person holding office under this constitution as secretary of the APTO Inc., or
- (b) if no such person holds that office - the public officer of the APTO Inc..

Special general meeting means a general meeting of the APTO Inc. other than an annual general meeting.

The Act means the *APTO Inc. Incorporation Act 2009*.

The Regulation means the *APTO Inc. Incorporation Regulation 2010*.

1.1.2. In this constitution:

- (a) a reference to a function Includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.1.3. The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2. Membership

2.1. Membership generally

Membership of APTO Inc is

- (a) All those persons who at the time of incorporation of APTO Inc were members of APTO unless they communicate to the secretary that they do not wish to be members of APTO Inc.
- (b) Such individuals as are admitted to membership as provided herein.

- 2.1.1. There is only one category of APTO membership. Active status is normally maintained through regular attendance at APTO conferences and by payment of membership fees. Due regard will be given to the reality of the geographical distances and financial disparities within the Oceania region
- 2.1.2. Guests are welcome to attend official APTO conferences at the invitation of the Executive committee, upon recommendation of an APTO Inc. member. Guests may participate fully in the conference with the exception of voting.

2.2. Membership Eligibility

- 2.2.1. A person is eligible to be a member of the APTO Inc. if:
 - 2.2.1.1. the person is a natural person, and
 - 2.2.1.2. He or she is a member of APTO at 18 September 2017
 - 2.2.1.3. Subscribes to the purposes of APTO Inc. as stated in its Constitution and meet one, or more of the following criteria;
 - 2.2.1.4. Persons who are researchers, scholars and/or practitioners in the field of practical theology and its related disciplines.
 - 2.2.1.5. Persons with scholarly interest in practical theology and its related disciplines demonstrated by publications and/or other scholarly accomplishments
 - 2.2.1.6. Persons with a research degree in practical theology or its related disciplines.

3. Nomination for membership

- 3.1.1. A nomination of a person for membership of the APTO Inc.:
 - 3.1.1.1. Must be made by a member of the APTO Inc. in writing (including email or other electronic means) in the form set out in Appendix 1 to this constitution.
 - 3.1.1.2. Must be lodged by mail, email or other electronic means with the secretary of the APTO Inc.
 - 3.1.1.3. As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the

Executive committee which is to determine whether to approve or to reject the nomination.

- 3.1.1.4. As soon as practicable after the Executive committee makes that determination, the secretary must:
- 3.1.1.5. notify the nominee, in writing, that the Executive committee approved or rejected the nomination (whichever is applicable), and
- 3.1.1.6. if the executive committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- 3.1.1.7. The secretary must, on payment by the nominee of membership fees or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the APTO Inc.

4. Cessation of membership

- 4.1.1. A person ceases to be a member of the APTO Inc. if the person:
 - 4.1.1.1. dies,
 - 4.1.1.2. resigns membership, or
 - 4.1.1.3. is expelled from the APTO Inc.
 - 4.1.1.4. fails to pay the annual membership fee within 3 months after the fee is due.

5. Membership entitlements not transferable

- 5.1.1. A right, privilege or obligation which a person has by reason of being a member of the APTO Inc.
- 5.1.2. is not capable of being transferred or transmitted to another person,
- 5.1.3. terminates on cessation of the person's membership.

6. Resignation of membership

- 6.1.1. A member of the APTO Inc. may resign from membership of the APTO Inc
 - 6.1.1.1. by first giving to the secretary written notice of at least one month (or such other period as the Executive committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
 - 6.1.1.2. If a member of the APTO Inc. ceases to be a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member

7. Register of members

- 7.1.1. The Public Officer of the APTO Inc. must be a resident of New South Wales.
- 7.1.2. The Public Officer of the APTO Inc. must establish and maintain a register of members of the APTO Inc.
 - 7.1.2.1. specifying the name and postal or residential address of each person who is a member of the APTO Inc. together with the date on which the person became a member.
 - 7.1.2.2. The register of members is kept in New South Wales:(a) at the main premises of the APTO Inc.
40 Dulwich St Dulwich Hill NSW 2203
 - 7.1.2.3. The register of members is open for inspection, free of charge, by any member of the APTO Inc. at any reasonable hour.
 - 7.1.2.4. A member of the APTO Inc. may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
 - 7.1.2.5. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection
 - 7.1.2.6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 7.1.2.6.1. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the APTO Inc. or other material relating to the APTO Inc., or
 - 7.1.2.6.2. any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- 8.1.1. A member of the APTO Inc. must pay to the APTO Inc. an annual membership fee of \$50 AUD

9. Members' liabilities

- 9.1.1. The liability of a member of the APTO Inc. to contribute towards the payment of the debts and liabilities of the APTO Inc. or the costs, charges and expenses of the winding up of the APTO Inc. is limited to the amount, if any, unpaid by the member in respect of membership of the APTO Inc.

10. Resolution of disputes

- 10.1.1. A dispute between a member and another member (in their capacity as members) of the APTO Inc., or a dispute between a member or members

and the APTO Inc., are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

10.1.2. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

10.1.3. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11. Disciplining of members

11.1.1. A complaint may be made to the Executive committee by any person that a member of the APTO Inc.:

11.1.1.1. has refused or neglected to comply with a provision or provisions of this constitution, or

11.1.1.2. has wilfully acted in a manner prejudicial to the interests of the APTO Inc.

11.1.2. The Executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

11.1.3. If the Executive committee decides to deal with the complaint, the Executive committee:

11.1.3.1. must cause notice of the complaint to be served on the member concerned

11.1.3.2. must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive committee in connection with the complaint, and

11.1.3.3. must take into consideration any submissions made by the member in connection with the complaint

11.1.4. The executive committee may, by resolution, expel the member from the APTO Inc. or suspend the member from membership of the APTO Inc. if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

11.1.5. If the Executive committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive committee for having taken that action and of the member's right of appeal

11.1.6. The expulsion or suspension does not take effect:

11.1.6.1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned,

11.1.6.2. if within that period the member exercises the right of appeal, unless and until the APTO Inc. confirms the resolution.

12. Right of appeal of disciplined member

- 12.1.1. A member may appeal to the APTO Inc. in general meeting against a resolution of the Executive committee within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.1.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal
- 12.1.3. On receipt of a notice from a member the secretary must notify the Executive committee which is to convene a general meeting of the APTO Inc. to be held within 28 days after the date on which the secretary received the notice.
- 12.1.4. At a general meeting of the APTO Inc. convened
 - 12.1.4.1. no business other than the question of the appeal is to be transacted, and
 - 12.1.4.2. the executive committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 12.1.4.3. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.1.5. The appeal is to be determined by a simple majority of votes cast by members of the APTO Inc.

13. The Executive committee

- 13.1. Powers of the Executive committee
 - 13.1.1. Subject to the Act, the Regulation and this constitution and to any resolution passed by the APTO Inc. in general meeting, the Executive committee:
 - 13.1.1.1. is to control and manage the affairs of the APTO Inc., and
 - 13.1.1.2. may exercise all such functions as may be exercised by the APTO Inc., other than those functions that are required by this constitution to be exercised by a general meeting of members of the APTO Inc., and has power to perform all such acts and do all such things as appear to the Executive committee to be necessary or desirable for the proper management of the affairs of the APTO Inc.

14. Composition and membership of executive committee

- 14.1.1. The Executive committee is to consist of:
 - 14.1.1.1. the office-bearers of the APTO Inc., and
 - 14.1.1.2. at least 3 ordinary executive committee members, each of whom is to be elected at the annual general meeting of the APTO Inc.
 - 14.1.1.3. The total number of executive committee members is to be between 5 and 7 of which 3 have to be resident in Australia

- 14.1.2. The office-bearers of the APTO Inc. are as follows:
 - 14.1.2.1. the president,
 - 14.1.2.2. the vice-president
 - 14.1.2.3. the treasurer,
 - 14.1.2.4. the secretary
- 14.1.3. An executive committee member may hold up to 2 offices (other than both the president and vice-president offices).
- 14.1.4. Each member of the executive committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member' selection, but is eligible for re-election.

15. Election of executive committee members

- 15.1.1. The APTO Inc Executive Committee shall consist of President, Vice-President, Secretary, Treasurer and other persons as determined by election at general/business meetings held at the time of APTO Inc. Conferences
- 15.1.2. The members of the Executive Committee are elected by the membership at the AGM. Their term of office commences immediately upon election and runs through until elections at the following AGM
- 15.1.3. No member shall serve more than three consecutive terms in the same office
- 15.1.4. Officers shall be elected by a majority of the members of the Association attending the AGM
- 15.1.5. The executive committee has responsibility for the affairs of APTO Inc. between AGMs.
- 15.1.6. The President chairs executive committee meetings and the AGM
- 15.1.7. The executive committee is to be elected before new members are nominated for membership of the association
- 15.1.8. Nominations of candidates for election as office-bearers of the APTO Inc. or as ordinary Executive committee members
 - 15.1.8.1. must be made in writing, signed by 2 members of the APTO Inc. and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - 15.1.8.2. must be delivered to the secretary of the APTO Inc. at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 15.1.9. If insufficient nominations are received to fill all vacancies on the Executive committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 15.1.10. If insufficient further nominations are received, any vacant positions remaining on the Executive committee are taken to be casual vacancies.

- 15.1.11. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 15.1.12. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 15.1.13. The ballot for the election of office-bearers and ordinary executive committee members of the Executive committee is to be conducted at the annual general meeting in such usual and proper manner as the Executive committee may direct.
- 15.1.14. A person nominated as a candidate for election as an office-bearer or as an ordinary Executive committee member of the APTO Inc. must be a member of APTO Inc.

16. Secretary

- 16.1. The secretary of the APTO Inc. must, as soon as practicable after being appointed as secretary, lodge notice with the APTO Inc. of his or her address
- 16.2. It is the duty of the secretary to keep minutes of:
 - 16.2.1. the names of members of the executive committee present at an executive committee meeting or a general meeting
 - 16.2.2. all proceedings at Executive committee meetings and general meetings
 - 16.2.3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

- 17.1. It is the duty of the treasurer of the APTO Inc. to ensure:
 - 17.1.1. that all money due to the APTO Inc. is collected and received and that all payments authorised by the APTO Inc. are made
 - 17.1.2. that correct books and accounts are kept showing the financial affairs of the APTO Inc., Inc. including full details of all receipts and expenditure connected with the activities of the APTO Inc.

18. Casual vacancies

- 18.1. In the event of a casual vacancy occurring in the membership of the Executive committee, the executive committee may appoint a member of the APTO Inc. to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 18.2. A casual vacancy in the office of a member of the executive committee occurs if the member
 - 18.2.1. dies, or
 - 18.2.2. ceases to be a member of the APTO Inc., or
 - 18.2.3. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - 18.2.4. resigns office by notice in writing given to the secretary, or

- 18.2.5. becomes a mentally incapacitated person
- 18.2.6. is absent without the consent of the executive committee from 3 consecutive meetings
- 18.2.7. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth

19. Removal of executive committee members

- 19.1. The APTO Inc. in general meeting may by resolution remove any member of the executive committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed
- 19.2. If a member of the executive committee to whom a proposed resolution relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the APTO Inc., the secretary or the president may send a copy of the representations to each member of the APTO Inc. or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Executive committee meetings and quorum

- 20.1. The executive committee must meet at least 3 times in each period of 12 months at such place and time as the executive committee may determine
- 20.2. Additional meetings of the executive committee may be convened by the president or by any member of the Executive committee
- 20.3. Oral, written or electronic notice of a meeting of the Executive committee must be given by the secretary to each member of the Executive committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive committee) before the time appointed for the holding of the meeting.
- 20.4. Notice of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the executive committee members present at the meeting unanimously agree to treat as urgent business.
- 20.5. Any 3 members of the Executive committee constitute a quorum for the transaction of the business of a meeting of the Executive committee.
- 20.6. No business is to be transacted by the Executive committee unless a quorum is present.

20.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

20.8. At a meeting of the Executive committee:

20.8.1. the president or, in the president's absence, the vice-president is to preside, or

20.8.2. if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the executive committee as may be chosen by the members present at the meeting is to preside.

21. Use of technology at committee meetings

21.1. A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate

21.2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

22. Delegation by Executive committee to sub-Executive committee

22.1. The executive committee may, by instrument in writing, delegate to one or more sub committees (consisting of such member or members of the APTO Inc. as the Executive committee thinks fit) the exercise of such of the functions of the Executive committee as are specified in the instrument, other than:

22.1.1. this power of delegation, and

22.1.2. a function which is a duty imposed on the executive committee by the Act or by any other law.

22.2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub- committee in accordance with the terms of the delegation.

22.3. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation

22.4. Despite any delegation under this clause, the Executive committee may continue to exercise any function delegated.

22.5. Any act or thing done or suffered by a sub-executive committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive committee.

22.6. The executive committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

22.7. A sub- committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- 23.1. Questions arising at a meeting of the Executive committee or of any sub-committee appointed by the executive committee are to be determined by a majority of the votes of members of the Executive committee or sub-Executive committee present at the meeting.
- 23.2. Each member present at a meeting of the Executive committee or of any sub-committee appointed by the Executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 23.3. Any act or thing done or suffered, or purporting to have been done or suffered, by the executive committee or by a sub-committee appointed by the executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive committee or sub-committee.

24. General meetings

- 24.1. **Annual general meetings - holding of**
 - 24.1.1. The APTO Inc. must hold its first annual general meeting within 18 months after its registration under the Act.
 - 24.1.2. The APTO Inc. must hold its annual general meetings:
 - 24.1.2.1. within 6 months after the close of the APTO Inc.'s financial year, or
 - 24.1.2.2. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act
- 24.2. **Theme, Schedule and Place of Official Meetings**
 - 24.2.1. Official conferences of APTO Inc. will be held annually at a time of maximum convenience for its members. Attention will be given to the desire to hold conferences across the regions of Oceania.
 - 24.2.2. The theme, place and schedule of official conferences shall be discussed at each APTO Inc. AGM. The executive Committee has responsibility for final decisions on the program, place, time, cost, and other practical arrangements for conferences.
 - 24.2.3. It is the responsibility of the Executive Committee to make recommendations as to the time and place of official APTO conferences. The place of conferences should be chosen with consideration given to international distribution and accessibility of sites.
 - 24.2.3.1. Nominations of places for future conferences should be forwarded to the President of APTO in a timely manner.
 - 24.2.4. The APTO Inc. executive committee seeks ways of providing financial assistance to members who would be impeded attending conferences due to geographical and financial restraints. Applications for such

assistance should be made to the President and will be decided by the Executive Committee. The Executive Committee may seek funding for this purpose from academic institutions, agencies or other sources of finance.

25. Annual general meetings - calling of and business at

- 25.1.1. The annual general meeting of the APTO Inc. is, subject to the Act to be convened on such date and at such place and time as the executive committee thinks fit.
- 25.1.2. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following
 - 25.1.2.1. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting
 - 25.1.2.2. to receive from the executive committee reports on the activities of the APTO Inc. during the last preceding financial year
 - 25.1.2.3. to elect office-bearers of the APTO Inc. and ordinary Executive committee members
 - 25.1.2.4. to receive and consider any financial statement or report required to be submitted to members under the Act.
- 25.1.3. An annual general meeting must be specified as such in the notice convening it

26. Special general meetings - calling of

- 26.1.1. The Executive committee may, whenever it thinks fit, convene a special general meeting of APTO Inc.
- 26.1.2. The Executive committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the APTO Inc.
- 26.1.3. A requisition of members for a special general meeting:
 - 26.1.3.1. must be in writing and
 - 26.1.3.2. must state the purpose or purposes of the meeting, and
 - 26.1.3.3. must be signed by the members making the requisition, and
 - 26.1.3.4. must be lodged with the secretary, and
 - 26.1.3.5. may consist of several documents in a similar form, each signed by one or more of the members making the requisition
- 26.1.4. If the executive committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- 26.1.5. A special general meeting convened by a member or members be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive committee.
- 26.1.6. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the APTO Inc., the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting
- 26.1.7. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the APTO Inc., the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- Note.** A special resolution must be passed in accordance with section 39 of the Act.
- 26.1.8. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting.
- 26.1.9. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

- 27.1.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 27.1.2. Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 27.1.3. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting
- 27.1.3.1. if convened on the requisition of members, is to be dissolved, and
- 27.1.3.2. in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place
- 27.1.4. 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 at least 3) are to constitute a quorum

28. Presiding member

- 28.1.1. The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the APTO Inc.
- 28.1.2. If the president and the vice-president are absent or unwilling to act, another executive member presides as chairperson at the meeting.

29. Adjournment

- 29.1.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 29.1.2. If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the APTO Inc. stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 29.1.3. Except as provided in subclauses (11.7.1) and (11.7.2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- 30.1.1. A question arising at a general meeting of the APTO Inc. is to be determined by either:
 - 30.1.1.1. a show of hands, or
 - 30.1.1.2. if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 30.1.2. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the APTO Inc., is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 30.1.3. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

- 31.1.1. A special resolution may only be passed by the APTO Inc. in accordance with section 39 of the Act.

32. Voting

- 32.1.1. On any question arising at a general meeting of the APTO Inc. a member has one vote only.
- 32.1.2. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote
- 32.1.3. A member is not entitled to vote at any general meeting of the APTO Inc. unless all money due and payable by the member to the APTO Inc. has been paid.
- 32.1.4. A member is not entitled to vote at any general meeting of the APTO Inc. if the member is under 18 years of age.

33. Proxy votes not permitted

- 33.1.1. Proxy voting is not be undertaken at or in respect of a general meeting.
Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

34. Postal ballots

- 34.1.1. The APTO Inc. may hold a postal ballot to determine any issue or proposal
- 34.1.2. A postal or electronic ballot is to be conducted .

35. Use of technology at general meetings

- 35.1. A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate
- 35.2. A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

36. Insurance

- 36.1.1. The APTO Inc. may effect and maintain insurance

37. Funds – source

- 37.1.1. The funds of the APTO Inc. are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the APTO Inc. in general meeting, such other sources as the executive committee determines.
- 37.1.2. All money received by the APTO Inc. must be deposited as soon as practicable and without deduction to the credit of the APTO Inc.'s bank or other authorised deposit-taking institution account.
- 37.1.3. The APTO Inc. must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – management

38.1.1. Subject to any resolution passed by the APTO Inc. in general meeting, the funds of the APTO Inc. are to be used in pursuance of the objects of the APTO Inc. in such manner as the executive committee determines.

38.1.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive committee of the APTO Inc., being members authorised to do so by the Executive committee.

39. APTO Inc. is non-profit

39.1. Subject to the Act and the Regulation, the APTO Inc. must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines pecuniary gain for the purpose of this clause

40. Distribution of property on winding up of association

40.1. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to the Marist Father Australian Province.

40.2. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

41. Change of name, objects and constitution

41.1.1. This Constitution may be amended by two-thirds of members attending stated APTO business meetings.

41.1.1.1. Proposed amendments are to be discussed at the AGM of the year they are proposed

41.1.1.2. The proposed amendment is to be and posted or emailed to active members not present at the AGM

41.1.1.3. The proposed amendments put to the vote at the AGM of the following year and passed by two-thirds of members attending that meeting.

41.1.2. An application to the Director-General for registration of a change in the APTO Inc.'s name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an executive committee member.

42. Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- 42.1. at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- 42.2. if the association has no premises, at the association's official address, in the custody of the public officer

43. Inspection of books etc

- 43.1.1. The following documents must be open to inspection, free of charge, by a member of the APTO Inc. at any reasonable hour:
 - 43.1.1.1. records, books and other financial documents of the APTO Inc
 - 43.1.1.2. this constitution,
 - 43.1.1.3. minutes of all Executive committee meetings and general meetings of the APTO Inc.
- 43.1.2. A member of the APTO Inc. may obtain a copy of any of the documents referred to in subclause 43.1.1 on payment of a fee of not more than \$1 for each page copied.
- 43.1.3. The committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

44. Service of notices

- 44.1.1. For the purpose of this constitution, a notice may be served on or given to a person:
 - 44.1.1.1. by delivering it to the person personally, or
 - 44.1.1.2. by sending it by pre-paid post to the address of the person, or
 - 44.1.1.3. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice
- 44.1.2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - 44.1.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - 44.1.2.2. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - 44.1.2.3. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date

45. Financial year

45.1.1. The financial year of the APTO Inc. is:

45.1.1.1. the period of time commencing on the date of Incorporation of the APTO Inc. and ending on the following 30 June, and

45.1.1.2. each period of 12 months after the expiration of the previous financial year of the APTO Inc., commencing on 1 July and ending on the following 30 June.

Notes.

1. Schedule 1 to the Act provides that an association's constitution is to address the association's financial year.

2. Clause 19 of the Regulation contains a substitute clause 47 for certain associations incorporated under the Associations Incorporation Act 1984.

46. Working Language of APTO Inc

46.1. English shall be the working language of APTO Inc

47. Life Membership of APTO Inc

47.1. The award of Life Membership confers honorary membership of APTO Inc (i.e., no membership fees will be required).

48. Fellows of APTO Inc

48.1. The award of Fellow is the highest honour APTO Inc may bestow on an individual and is awarded in recognition of outstanding contribution over a sustained period to theological scholarship and exemplary service to the discipline of practical theology and the Church

48.2. The number of Fellows of APTO Inc will not normally exceed 10% of the number of full members of the Association.

48.3. The award of Fellow will confer honorary life membership of APTO Inc (i.e., no membership fees will be required).

48.4. Those awarded the honour of Fellow will be entitled to cite this honour in their publications and curriculum vitae.

49. Nominations for the award of Life Member or Fellow

49.1. A nomination for the award of Life Member or Fellow of APTO Inc must be forwarded to the Secretary of APTO Inc at least 12 weeks before the Annual General Meeting

49.2. Nominations will be reviewed by the Executive or a Nominations Committee established by the Executive, and, if approved by the Executive/Nominations Committee, will be proposed by the Executive/Nominations Committee to the Annual General Meeting of APTO Inc

49.3. Nominations must be made in writing on an official APTO Inc Nomination form. The nomination must be proposed by a financial full

member of the Association and seconded by a financial member of the Association

49.4. Normally there would be at most one or two awards each year.

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Appendix 1 APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION OF PRACTICAL THEOLOGY IN OCEANIA INCORPORATED. (APTO Inc.)

(Incorporated under the NSW. *Incorporation Act 2009*)

I,

[*full name of applicant*]

of

[*address*]

.....

.....

Email:

Tel:

[*occupation*]

.....

hereby apply to become a member of APTO Inc.. In the event of my admission as a member, I agree to be bound by the constitution of the APTO Inc. for the time being in force.

.....

Signature of applicant Date

I,

[*full name*]

a member of the APTO Inc., nominate the applicant for membership of the APTO Inc..

.....

Signature of proposer Date

I,

[*full name*]

a member of the APTO Inc., second the nomination of the applicant for membership of the APTO Inc..

.....

Signature of seconder Date