

# Constitution

## OF

# “THE UNA SANCTA FOUNDATION”

As adopted at meeting 79 of the Foundation held 28 June 2013

### **Article 1 NAME**

The name of the Foundation shall be ‘The Una Sancta Foundation’, hereafter called ‘*The Foundation*’.

### **Article 2 BASIS**

The basis of *The Foundation* is the doctrine which is contained in the Old and New Testaments of the Holy Bible, and is confessed in the Articles of the Christian faith, and which is taught in the Free Reformed Churches of Australia.

The Articles of the Christian faith referred to above are the Three Forms of Unity, namely the Heidelberg Catechism, the Belgic Confession of Faith, and the Canons of Dort (also called the Five Articles against the Remonstrants).

### **Article 3 OBJECTS**

To publish periodically *Una Sancta*, a family magazine for the edification of the Scriptural way of life, promoting Reformed principles in all areas of life, especially in Church, family, social, educational, political and economic spheres. The Foundation may publish additional publications for specifically targeted readers, e.g. youth. Any additional publications will be true to the stated objectives of this article.

The Reformed principles referred to above must conform to the BASIS referred to in Article 2 of this Constitution.

### **Article 4 FUNCTIONS**

*The Foundation shall:*

- a) Ensure that the OBJECTS of *The Foundation* are put into effect.
- b) Ensure that *The Foundation's* publications – currently ‘*Una Sancta*’ and ‘*Contender*’ – are published regularly, and are promoted, particularly within the Free Reformed Churches of Australia.
- c) Appoint, dismiss or otherwise discharge the Editor in Chief (EIC) and Editors and Contributors.
- d) Receive, evaluate and adopt the annual Editorial Program submitted by the Editorial Committee (consisting of the Editors and EIC as chairman).
- e) In consultation with the EIC adopt and regularly review Editorial Policies that aim to ensure that published articles and published ‘*letters to the Editor*’, meet and fulfil *The Foundation's* BASIS and OBJECTS.
- f) Develop and maintain policies for all sectors of the organization, including editorial content and advertising, to advance achievement of the OBJECTS and the accomplishment of best practice procedures.
- g) Adopt the annual budget and subscription rates. Set remuneration rates for staff engaged including EIC.
- h) Make investments as necessary in plant, equipment or expertise as necessary to ensure the proper functioning of the operation.

## **Article 5 FOUNDATION MEMBERS**

- a) The affairs of *The Foundation* shall be managed by *The Foundation* members.
- b) Members of *The Foundation* shall be drawn, one member from each of the Free Reformed Churches of Australia. Co-opted members as outlined in clause g) of this article may come from any of the congregations and be in addition to the one member representing each Church.
- c) A member who for any reason ceases to be a member of the congregation from which he or she was drawn shall lose their membership of *The Foundation* effective from the date of their cessation of membership of that congregation.
- d) Members shall normally serve a four-year term. Retiring members are eligible for reappointment but will not be eligible after having served 3 terms.
- e) Membership is not open to any editor or employee of *The Foundation*.
- f) The procedure of election of members is set out in the *By-laws*.
- g) *The Foundation* may at its discretion co-opt up to 2 members from any of the congregations to add to the pool of talent on *The Foundation*. Co-opted members also serve a four-year term which can be extended by *The Foundation* for a maximum of another 2 terms.
- h) The Foundation shall elect at the annual meeting from its members its chairman, secretary, treasurer and general deputy. Voting shall be done by secret ballot. These elected officers form the Executive Committee whose rules and responsibilities are set out in the *By-laws*. Office bearers shall serve for a term of 2 years and be eligible for re-election.

## **Article 6 EDITOR IN CHIEF (EIC)**

- a) The EIC is appointed by The Foundation and shall ordinarily reside in the State of Western Australia.
- b) The EIC is responsible for ensuring that *The Foundation's* Basis and Objects as outlined in articles 2 and 3 of this Constitution are met. The EIC shall take final responsibility for all editorial content of *Una Sancta* and for any other publication *The Foundation* may have given him responsibility for (refer to clause 'e' below regarding multiple publications).
- c) The EIC shall see to it that the adopted 'Editorial Programme' is maintained and implemented in accordance with the 'Editorial Policies', 'Code of Ethics and Editorial Guidelines' and the 'Style Guide'.
- d) The EIC shall recommend Editors and Contributors for endorsement and appointment.
- e) *The Foundation* works through the EIC to ensure content of publications meets requirements as outlined in clauses b) and c) of this article. Each publication published by *The Foundation* will have an EIC appointed who reports direct to *The Foundation*. The Foundation may work through one EIC or appoint separate EIC's for different publications. If a separate EIC is appointed that person shall work under the same principles as described in this Constitution and Bylaws in respect to the EIC of *Una Sancta*.

## **Article 7 EDITORIAL COMMITTEE**

- a) The EIC together with a minimum of three appointed editors shall form the Editorial Committee.
- b) The Editorial Committee shall meet regularly to develop and submit the annual 'Editorial Programme' to *The Foundation* for review, amendment and approval, and to assist the EIC in the procurement and editing of articles so they comply with the approved 'Editorial Programme', the adopted policies, guides and guidelines and the BASIS and OBJECTS of the *The Foundation*. The committee shall also give advice to the EIC in cases where there is disagreement with a writer on content and style.

### **Article 8 AUDITOR**

*The Foundation* shall appoint two members with financial expertise to audit the books and accounts of *The Foundation*. Their report shall be tabled at the annual meeting.

### **Article 9 BY-LAWS**

*The Foundation* may adopt *By-laws* to regulate the implementation of any of the OBJECTS and requirements of this Constitution. Such *By-laws* may be adopted and amended by a simple majority of members present at a duly convened meeting.

### **Article 10 AMENDMENTS**

- a) Amendments to this Constitution must be moved and seconded by members of *The Foundation*. A two-thirds majority of members present at a duly convened meeting is required to carry a motion for any amendment to this Constitution.
- b) Articles 2, 3 and 10 cannot be amended.

# By-laws OF “THE UNA SANCTA FOUNDATION”

## Article 1 FUNCTIONS AND RESPONSIBILITIES

- a) The **Foundation Chairman** shall;
  - I Preside at all meetings of *The Foundation*, including executive meetings. In his absence the General Deputy will preside.
  - II Attend where possible the Editorial Committee meetings in an ex-officio capacity.
- b) The **Foundation Secretary** shall;
  - I Supervise and coordinate all correspondence of *The Foundation*.
  - II Have custody of all relevant documents and records of *The Foundation*.
  - III In consultation with the Chairman prepare an agenda for each meeting and distribute same with all relevant documentation to members at least 7 days prior to the meeting.
  - IV Keep minutes of Foundation and Executive meetings and distribute together with action list to members within 7 days after each meeting.
  - V Attend to all other secretarial duties as required.
- c) The **Foundation Treasurer** shall;
  - I Supervise and coordinate all financial matters of *The Foundation*.
  - II Receive all moneys paid to *The Foundation*.
  - III Deposit and keep all *The Foundation's* money in the accounts of financial institutions authorized by *The Foundation*.
  - IV Pay all accounts as they become due and payable.
  - V Keep accounting records that correctly record and explain the financial transactions and financial position of *The Foundation*.
  - VI Prepare for presentation and approval at the annual general meeting (AGM) a report showing income and expenditure for the preceding year.
  - VII Prepare for presentation and approval at the annual general meeting (AGM) a budget of income and expenditure for the current financial year.
  - VIII Have custody of all financial documents of *The Foundation*.
  - IX Ensure that all cheques and payments are transacted by two authorized persons.

- X Ensure that all financial reports prepared for meetings are passed on to the Secretary at least 7 days prior to the set meeting date.
- d) The **Foundation General Deputy** shall;
- I Take on the chair role in the chairman's absence.
  - II Be available to temporarily take on either the role of Treasurer or Secretary in case of sickness or long term absences.
- e) The **Foundation Executive Committee** shall;
- I Meet monthly or at least 10 times per year
  - II Have a quorum of 3 members.
  - III Consider the need to co-opt another member to the Executive Committee to add to the talent and expertise required. This person would have the same term of office as other executive members and be eligible for reappointment at the expiry of the term. The appointment will require the endorsement of *The Foundation* members.
  - IV Invite the EIC to attend Executive Committee meetings in an ex-officio capacity.
  - V Take responsibility for the operational side of *The Foundation*.
  - VI Take responsibility for all advertising and ensure that the policy and guidelines regarding advertising are met.
  - VII Ensure proper contact and support is given to the Administrator, Agents, Printers, Layout Designers and any other personnel engaged in the operations and distribution of the publications.
  - VIII Consider allocating specific tasks amongst its members regarding communication and coordination with the Administrator, Agents, Printers, Designers, Churches, etc..
  - IX Monitor finances on a monthly basis.
  - X Follow through *Grievance Procedures* as outlined in Part 4 of these Bylaws.
  - XI Report on any such cases of dispute it has had to get involved with at the next set date of *The Foundation*.
  - XII Make temporary appointments if necessary in case of resignations or illhealth to ensure the continued operation of the organization. Appointments to be endorsed at the next general meeting of *The Foundation*.
  - XIII Distribute minutes of Executive Committee meetings to Foundation members within 7 days of meetings being held.
- f) The **Editor in Chief (EIC)** shall;
- I Be accountable to *The Foundation* and where possible attend its meetings and meetings of the Executive Committee in an ex-officio capacity.
  - II Take responsibility for all content of publication as outlined in the Constitution.

- III Have a written progress report tabled at each Foundation meeting and distributed via the Secretary 7 days prior to the meeting. This report will also cover the activities of the Editorial Committee.
  - IV Ensure that an 'Editorial' is published in each edition.
  - V Seek out and recommend to *The Foundation* for endorsement the appointment of Editors and Contributors. At least three Editors will be appointed, who together with the EIC form the Editorial Committee. Editors will serve for an agreed term that may be renewed or extended at *The Foundation's* discretion.  
Contributors are regular writers who have been appointed by *The Foundation* and are recognised for their special talent and for the contribution they make to the content of the publication.  
The names of the EIC, Editors and Contributors will be listed in the editors box published in each edition.
  - VI At the beginning of each calendar year have developed an Editorial Programme for the year and have it tabled for endorsement at the annual meeting (AGM) of *The Foundation*.
  - VII Manage and monitor the implementation of the approved Editorial Programme.
  - VIII With the help of the Editorial Committee recruit and commission Contributors and writers to write the copy needed to implement the Editorial Programme. Contributor appointments are subject to Foundation approval (refer Bylaw 1, f ,V).
  - IX In case of disagreement with a writer, Contributor or Editor regarding the publication or non-publication of their article, seek advice from the Editorial Committee after first exploring the solution personally with the complainant. While the EIC is expected to take the committee's advice into consideration, the advice is not binding and he takes sole responsibility for his final ruling in the case.
  - X At each Foundation meeting report in summary on all cases of dispute he has had to deal with in the preceding period.
- g) The **Editorial Committee** shall;
- I Consist of a minimum of three (3) Editors together with the EIC. The EIC shall chair the meetings and the Chairman of *The Foundation* shall be invited to attend in an ex-officio capacity.
  - II Meet as required but no less than 4 times per year. A quorum shall be three (3) members.
  - III Ensure that each member of the Editorial Committee is also a regular contributor to *Una Sancta*, on a schedule as agreed with the EIC.
  - IV Develop and submit an Editorial Programme at the beginning of each year.
  - V Ensure that there are sufficient Contributors/writers engaged to be able to give proper attention and content to the approved Editorial Programme.
  - VI Approach talented and specialist writers to contribute in their area of expertise.
  - VII Give advice to the EIC on content generally, and especially so in case of dispute or disagreement with a contributor or subscriber.

## **Article 2 FOUNDATION GENERAL MEETINGS**

- a) A quorum shall consist of at least 51% of the members. Attendance by telephone/Skype link will count towards the establishment of a quorum.

- b) Where no quorum is obtained within 15 minutes of the scheduled meeting time the meeting will be suspended and be reconvened within 14 days of the original date. At such a reconvened meeting those present may decide the business that was suspended but may not include any other business.
- c) Meetings of *The Foundation* shall be held at least bi-annually. Additional meetings may be scheduled as required or as decided by members.
- d) The Annual General Meeting (AGM) is to be held within three (3) months of the end of *The Foundation's* financial year. The financial year shall be the calendar year. This meeting shall receive *The Foundation's* accounts and reports, set the annual subscription and advertising , as well as confirm salaries to staff. The annual Editorial Programme shall also be tabled by the EIC for review, amendment and approval by *The Foundation*.
- e) Five members may in writing request a meeting of *The Foundation*. The Secretary when in receipt of such a request shall be obliged to call a meeting in accordance with the other provisions of this article.
- f) Notice of routine meetings shall be 14 days and all material that needs to be tabled at the meeting – i.e. Agenda, Financial Reports, EIC Reports, Proposals, etc. - shall be distributed to members 7 days prior to the meeting.
- g) Notice will be deemed to have been served, whether by phone, fax, post or email at the last known address of the member.
- h) Providing the notice has been properly served as in Bylaw Article 2 (g) the fact that a member has not personally received the notice within the time limit shall not invalidate the meeting.
- i) The agenda shall be confirmed by the meeting at the start of each meeting and then followed through in the order agreed.
- j) Minutes of the previous meeting shall be confirmed by the members and signed by the Chairman.
- k) No new business or proposals shall be tabled at the meeting unless it has been put in writing and circulated 7 days prior and forms part of the agreed agenda.
- l) Resolutions are passed by a majority vote. The Chairman does not have an additional casting vote.
- m) Absentee votes conveyed by post or electronic means will be considered acceptable.
- n) At least annually *The Foundation* will discuss in detail a recent edition of *Una Sancta* and any other publications it may produce to analyse its content and determine if it is in line with the OBJECTS of *The Foundation*.
- o) The date of the next meeting shall be decided by members at the conclusion of the meeting.
- p) Minutes of the meeting, including the 'action list', shall be distributed by the Secretary to the members within 7 days from the meeting date.

### **Article 3: ELECTION OF MEMBERS**

As amended at meeting 83 of the Foundation held 7 November, 2014.

- a) The Foundation may re-appoint retiring members willing to serve a second or third term without calling for nominations.
- b) When vacancies are not filled by re-appointment the secretary shall advertise the vacancy in two consecutive August/September issues of *Una Sancta*, inviting subscribers of the affected congregation(s) to nominate person(s) considered suitable and found willing to fill the vacancy. The advertised closing date for nominations to be in early October.

The secretary shall also write to the consistory of the congregation with the vacancy to draw her attention to the advertisement for nominations and to invite her to nominate a subscriber member of the congregation able and willing to serve.

- c) Foundation members may submit nominations when no nominations are received from either subscribers or the local consistory by the advertised closing date. The secretary shall advise members when this happens.
- d) All nominations must be supported by the consent of the nominee and shall be listed on the agenda of the Foundation meeting that is to elect and appoint a new member to fill the vacancy.
- e) New members will normally commence their term at the AGM in February.

### **Article 4 GRIEVANCE PROCEDURES**

- a) Any subscriber who is concerned regarding the particular content of the publication may lodge a complaint with the EIC. The EIC shall consult the Editorial Committee for advice as necessary and try to resolve the complaint. If the EIC is unable to resolve the matter he shall bring it to the Executive Committee who shall, in consultation with him, be the final arbitrator in the case. By-law article 1, f, IX regarding the Editor in Chief's final decision on content still applies and is not open to appeal.
- b) Any subscriber, advertiser, staff member, contractor, etc., or any other stakeholder who has a grievance or dispute (other than with the EIC regarding his ruling respecting the publication of a submitted article) may in writing address it to the Executive Committee. The Executive shall follow due process to determine the case and make a considered ruling which will be binding on all parties.
- c) If there is a situation where the Executive itself cannot come to a majority agreement on the path forward to settle a dispute the Executive shall take the issue to The Foundation for them to make a final ruling by majority vote.
- d) At the general meeting of *The Foundation* the Executive will report on any cases they may have had to deal with in the preceding period.