

CONSTITUTION OF THE "UNA SANCTA" FOUNDATION

Adopted at the meeting of the Foundation held on 30 November 2007

1) NAME

- (a) The name of the Foundation shall be 'The Una Sancta Foundation'.

2) BASIS

- (a) The basis of the Foundation is the doctrine which is contained in the Old and New Testaments, and confessed in the articles of the Christian faith, and taught in the Free Reformed Churches of Australia.
- (b) 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.

3) OBJECTS

- (a) 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.
- (b) The Reformed principles referred to in Article 3(a) must conform to the Basis referred to in Art 2 of this Constitution.

4) FUNCTIONS

The Foundation shall, amongst others, be responsible for the following:

- (a) To ensure that the objects of the Foundation are put into effect.
- (b) To ensure that the Foundation's Journal *Una Sancta* is published regularly, and is promoted, particularly within the Free Reformed Churches of Australia.
- (c) To appoint, dismiss or otherwise discharge an Editor in Chief as well as Editors and Contributing Editors. The Editors together with the EIC shall form a body known as the Editorial Committee.
- (d) Editorial Program To adopt, and review at least annually, an 'Editorial programme' which accords with the Foundation's Basis and Objects. This programme shall be developed by the editors together with the EIC. The annual editorial program shall be submitted to the Foundation for review, amendment and approval.
- (e) Editorial policies In consultation with the Editor in Chief to adopt, and keep under review in respect of the objects of *Una Sancta*, including but not limited to advertisements and letters from readers.
- (f) To amend or adopt the annual budget and magazine subscription rates proposed by the Treasurer.

5) **MEMBERSHIP**

- (a) Members of the Foundation shall be drawn, one member from each of the Free Reformed Churches of Australia.
- (b) A member who for any reason whatsoever 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.
- (c) Membership of the Foundation shall terminate four years after the appointment of the member or the balance of the term of the member being replaced, whichever comes first.
- (d) Retiring members are eligible for re-appointment subject to the nomination and election procedure provided for in Art 6
- (e) Membership is not open to any Editor, Contributing Editor or employee of the foundation.

6) **ELECTION OF MEMBERS**

- (a) Where a vacancy occurs on the Foundation the secretary shall in each instance write to the consistory of the congregation where the vacancy has occurred and invite the consistory to nominate a minimum of two names of persons deemed suitable to fill the vacancy.
- (b) Where a consistory nominates two or more names the foundation shall at its next meeting conduct an election from the names so submitted. The foundation members shall not add to the names so nominated.
- (c) Where a consistory has submitted only one name the Foundation members may, after the secretary has given due notice to the members, submit to the secretary in writing up to 7 days prior to its meeting at which an election is to take place, further names from members of that congregation in order that an election can take place.
- (d) Where a consistory declines to nominate any names for a vacancy, the Foundation secretary shall cause an advertisement to be placed in the Una Sancta magazine requesting the subscriber members of that congregation, and only of that congregation where the vacancy has occurred, to submit names of persons deemed suitable to fill the vacancy. The foundation members may add to those nominations and shall then elect a person from that list to fill the vacancy.
- (e) All nominations submitted under Art 6 (a) to (d) must be supported by the consent of the nominee and preferably be supported by a brief outline of the person nominated.

7) **OFFICE BEARERS**

- (a) The Foundation shall elect respectively a Chairman, Secretary and Treasurer from the foundation's members, with duties as defined in Art 7 & 9. Office bearers shall have terms of 2 years, and are eligible for re-election.
- (b) The Chairman shall preside at all meetings of the Foundation and the Executive Committee. In the absence of the Chairman the meeting may elect one of the members present to be chairman pro-tem.
- (c) The Secretary shall conduct all general correspondence authorised by the Foundation, and shall record the minutes of the Foundation meetings in a minute book. In consultation with the Foundation member of the congregation concerned, the secretary may appoint a local distribution agent for the magazine.
- (d) The treasurer shall maintain a bank account for the Foundation; and pay all authorised expenditures. The Treasurer shall prepare an annual budget, and recommend the next annual subscription rate for adoption by the Foundation

8) **MEETINGS**

- (a) The secretary is empowered to call a meeting of members at any time giving at least 7 days notice.
- (b) Five members may by request in writing require 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 general provisions of this clause.
- (c) Notice will be deemed to have been served, whether by phone, fax, post or email at the last known address of the member.
- (d) Providing the notice has been properly served as in Art 8(c) above the fact that a member has not personally received the notice within the time limit shall not invalidate the meeting so called.
- (e) The secretary shall, together with the notice of meeting provide an agenda of the business items proposed to be conducted at the meeting.
- (f) A quorum shall be at least 51% of the members. Attendance by telephone or video link will count towards the establishment of the quorum.
- (g) 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 conclude any new business.
- (h) Absentee votes conveyed by post or electronic means will be considered acceptable.
- (i) No business other than that which is included on the agenda referred to in Art 8 (e) shall be concluded at the meeting.

9) **EXECUTIVE COMMITTEE**

- (a) Three Foundation members being the Chairman, Secretary and Treasurer residing in the state of Western Australia shall form the Executive Committee.
- (b) The Executive Committee may make decisions on behalf of the Foundation regarding routine matters and matters requiring immediate attention; these matters may include:-
- (c) Implementation of policies adopted by the Foundation.
- (d) Consultation with the Editor in Chief in respect of his responsibilities.
- (e) Minor budget re-allocations.
- (f) The appointment of a temporary Editor in Chief where the EIC has resigned or is unable or unwilling to act. .
- (g) The Executive Committee shall report its activities and decisions to the Foundation as soon as practicable.

10) **EDITOR IN CHIEF**

- (a) The EIC shall ordinarily reside in the state of Western Australia. The EIC shall be appointed at a meeting of the Foundation.
- (b) The EIC shall ordinarily write and publish a brief “Editorial” in each issue of the magazine. The EIC shall not ordinarily delegate this responsibility to another editor.
- (c) The EIC is responsible for the collation of material intended for publication in *Una Sancta* in accordance with the objects of the Foundation from editors appointed under Art 4 (e).
- (d) The EIC shall see to it that the Editorial Programme referred to in Art 4 (d) is maintained.
- (e) The EIC shall see to it that the policies referred to in Art 4 (e) are maintained
- (f) Subject to Art 10 (g) the EIC shall have the sole discretion to make any and all decisions whether or not a particular item shall be published in *Una Sancta*.
- (g) Where the EIC has concerns about the publication of any material submitted by editors the EIC shall observe the following process:
 1. Request the editor to amend the material if possible in the light of the policies and the objects of the Foundation.
 2. Should there be no resolution of the matter the EIC shall consult the Editorial Committee for advice.
 3. Should there still be no resolution then the editor may refer the matter to the foundation for its consideration and advice to the EIC.
 4. The EIC shall not be bound to that advice.

11) **GRIEVANCE PROCEDURE**

- (a) Any subscriber who feels concerned regarding the particular content of the magazine may lodge a complaint with the EIC. The EIC shall consult the Editorial Committee in an endeavour to resolve the complaint. Should the matter remain unresolved the subscriber may refer the matter to the Foundation for its input and advice to the EIC, who will ultimately remain responsible for the determination of the complaint.

12) **AUDITOR**

- (a) The Foundation shall appoint two members each year to audit and report to the Foundation on the financial affairs of the Foundation.

13) **AMENDMENTS**

- (a) Amendments to this Constitution must be moved and seconded by members of the Foundation. A two-thirds majority present and voting at a duly convened meeting is required in order to carry a motion for any amendment to this Constitution.

- (b) Articles 2 and 3 cannot be amended.

NB: AT THE ADOPTION OF THIS CONSTITUTION IN NOVEMBER 2007 IT WAS DECIDED THAT THE NUMBER OF MEMBERS OF THE FOUNDATION WILL BE RECONSIDERED AT THE TIME THAT THERE ARE SIXTEEN FREE REFORMED CHURCHES OF AUSTRALIA. CARE WILL BE TAKEN THAT ALL CHURCH AREAS IN AUSTRALIA WILL NEVERTHELESS CONTINUE TO BE REPRESENTED IN THE FOUNDATION.