



BIBLE COLLEGE SA

RULES OF BIBLE COLLEGE OF SOUTH AUSTRALIA INC.

20 NOVEMBER 2017

ABN. 56 966 491 008 | Association Number A1161
Under the Associations Incorporation Act 1985 (SA)

1.	Name and status	3
2.	Definitions	3
3.	Objects and values	3
4.	Membership	4
4.1	Application	4
4.2	Register of members	4
4.3	Disputes and discipline	4
4.4	Staff ineligible	5
4.5	Termination of membership	5
5.	Powers of the college	6
6.	The Board	6
<i>The Board</i>	6	
6.1	Powers and duties	6
6.2	Proceedings of Board	6
<i>Directors</i>	6	
6.3	Election/appointment	6
6.4	Transitional arrangements	7
6.5	Nominations process	7
6.6	Qualifications of directors	7
6.7	Disqualification of directors	8
<i>Office holders and task groups</i>	8	
6.8	Principal	8
6.9	Office holders	9
6.10	Task groups	9
7.	General meetings	9
7.1	Annual general meetings	9
7.2	General meetings	9
7.3	Notice	10
7.4	Quorum	10
7.5	Chair	10
7.6	Voting	10
7.7	Special and ordinary resolutions	10
7.8	Proxies	10
8.	Minutes	11
9.	Financial & Legal matters	11
9.1	Financial year	11
9.2	Accounts to be kept	11
9.3	Accounts and reports to be laid before members	11
9.4	Annual returns	11
9.5	Appointment of auditor	11
9.6	Insurance	11
9.7	Execution of documents	11
9.8	Prohibition against securing profits for members	11
9.9	Winding up	12
9.10	Changing the Rules	12
10.	Appendices	12
10.1	Doctrinal Overview and Statement of Faith	12
10.2	Objects	13

1. Name and status.....

- a. The name of the incorporated association is Bible College of South Australia Inc. (**'the college'**).
- b. The college is affiliated to the Australian College of Theology Ltd. (**'ACT'**).

2. Definitions.....

(Relevant rule/appendix follows in brackets)

- **'Act'** means the Associations Incorporation Act 1985
- **'AGM'** means annual general meeting (7.1)
- **'board'** means the board of management of the college (6)
- **'day'** means a calendar day
- **'director'** means a director of the board (6.3 to 6.7)
- **'Doctrinal Overview'** is set out in Appendix One (3)
- **'evangelical'** has the following meaning in these rules, that
 - i. the Bible is the primary authority
 - ii. Jesus Christ is the only Lord and Saviour, and that it is only by his death and resurrection that humanity can receive divine forgiveness and eternal life
 - iii. faith in Jesus is essential to salvation, and therefore that evangelism is an urgent task of the church
- **'general meeting'** means a general meeting of members convened according to these rules and includes an AGM unless otherwise indicated (7.2)
- **'member'** means a member of the college (4)
- **'objects'** mean the objects of the college (Appendix 2)
- **'person'** means a natural person
- **'Regulation'** means the Associations Incorporation Regulations 2008
- **'special resolution'** is defined in Rule 7.7
- **'Statement of Faith'** is set out in Appendix One (3)
- **'task group'** is defined in rule 6.10
- **'trustee'** means a trustee of the Bible College of South Australia Foundation (ABN: 15 492 599 114)

3. Objects and values.....

- a. The college's Doctrinal Overview, Statement of Faith and Objects are binding on the college and its members and are reproduced in **appendices 1 and 2**
- b. All staff, honorary lecturers and directors shall subscribe annually to the Doctrinal Overview, Statement of Faith and Objects.

4. Membership.....

4.1 Application

An applicant for membership may use the form in **appendix 3** and must

- a. Be at least one of the following:
 - i. A graduate of the college or of a college affiliated to the ACT; or
 - ii. A past member of faculty of the college;
 - iii. A past member of faculty of a college affiliated to the ACT; or
 - iv. A person nominated by the Principal.
- b. Provide the following documents
 - i. a statement signed by their current pastor that they are in regular fellowship and good standing with their church and that the pastor knows of no grounds that may make the applicant unsuitable;
 - ii. a nomination signed by an existing member or the Principal and
 - iii. a statement signed by the applicant indicating their full and unconditional agreement with the Doctrinal Overview, Statement of Faith and Objects and their agreement to be bound by these rules;
- c. Pay the entrance fee (if any); and
- d. Be approved by the board.

4.2 Register of members

A register of members must be kept and contain:

- a. The name and address of each member
- b. The date on which each member was admitted to the college, and
- c. If applicable, the date of and reason for termination of membership.

4.3 Disputes and discipline

a. Disputed questions

Any question that, in the opinion of any five members, involves the Doctrinal Overview, Statement of Faith or Objects of the college shall be referred to a special committee appointed by the Principal for that purpose which shall bring its recommendation to a subsequent meeting of the board for decision.

b. Handling a dispute

In any other dispute, the following procedure shall apply to a dispute between a member and another member (in their capacity as members), or a dispute between a member and the college:

- i. The parties to the dispute must meet (in person or by remote means) and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- ii. If the meeting fails to resolve the dispute, then the dispute shall be referred to a mediator agreed by the parties, and if no mediator can be agreed, the dispute shall be referred to a mediator chosen by the chair of the Evangelical Fellowship in the Anglican Communion in South Australia.
- iii. If a dispute is not resolved by mediation within 3 months of the referral to a chosen mediator, the dispute is to be referred to adjudication by a process determined by the chair of the Evangelical Fellowship in the Anglican Communion in South Australia. The results of such adjudication shall be final and binding on the parties.

c. Discipline

- i. A complaint may be made to the board by any person that a member:
 - a. has refused or neglected to comply with these rules, or
 - b. has wilfully acted in a manner prejudicial to the interests of the college, or
 - c. has made statements or otherwise indicated that they no longer support the objects.
- ii. The board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- iii. If the board decides to deal with the complaint, the board:
 - a. must send notice providing details of the complaint to the member, and
 - b. must give the member at least 14 days from the time the notice is sent within which to make submissions to the board in connection with the complaint.
- iv. The board may expel the member if satisfied that the complaint has been proved and the expulsion is warranted.
- v. Within seven days of the decision to expel a member, the secretary must write to the member giving the decision, the reasons given by the board and the member's right of to use the dispute handling procedure under rule 4.3.b above.
- vi. In this rule (4.3) 'member' includes any person who was a member not more than six months before the dispute occurred.

4.4. Staff ineligible

- a. Current staff of the college, except for the Principal, are ineligible from membership, and for members who are appointed to the staff, their membership is automatically suspended.
- b. Members who have been staff of the college cannot use the dispute resolution process in rule 4.3 in relation to any matter arising from their employment as employment law and/or their employment contract will deal with such disputes.

4.5. Termination of membership

- a. The board may suspend or terminate the membership of any member who, by words, actions or neglect, in the opinion of the directors,
 - i. engages in conduct which is unbecoming of a member or prejudicial to the interests of the college; or
 - ii. makes statements which are inconsistent with, or contrary to, the statements contained in the Doctrinal Overview, Statement of Faith and/or Objects, or
 - iii. is no longer willing or able to subscribe to the Doctrinal Overview, Statement of Faith and/or Objects.
- b. The board will give a member an opportunity to be heard prior to making a decision on suspending or terminating the member's membership. The member may either speak at a board meeting or make a written statement.
- c. Should a member dispute a decision suspending or terminating their membership, the dispute resolution procedure in rule 4.3 must be followed.

5. Powers of the college.....

The college shall have all the powers conferred by section 25 of the Act.

6. The Board.....

The Board

6.1 Powers and duties

Subject to the Act and to any resolution passed in general meeting, the board:

- a. is to control and manage the affairs, funds and assets of the college;
- b. has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the college;
- c. has the authority to interpret the meaning of these rules and any other matter relating to the affairs of the college on which these rules are silent; and
- d. has the power to appoint and dismiss trustees.

6.2 Proceedings of Board

- a. The board shall meet at least quarterly.
- b. Meetings may be held using any technology that allows each of the directors to clearly and simultaneously communicate with each other, and that has been approved by the board.
- c. Between meetings, matters may be determined by technological discussion and voting, except where any director requests a board meeting in real time.
- d. Wherever votes are equal, the chair shall have a second or casting vote.
- e. Five directors present physically or technologically shall make a quorum.
- f. Proxies are not permitted for board meetings.
- g. Disclosures of interest shall be dealt with in accordance with the Act¹.

Directors

6.3 Election/appointment

- a. The board shall consist of up to eleven directors as follows:
 - i. The Principal, as a non voting *ex officio* director;
 - ii. Five directors elected at an AGM;
 - iii. Five directors appointed by the board
- b. Directors elected or appointed shall hold office for the term of three years, unless the board determines that a lesser period is needed to stagger terms to avoid too many directors' terms ending at the same time.
- c. Retiring directors can be reelected or re-appointed, except that no director may hold office for more than three terms in succession.
- d. The board may fill a casual vacancy.
- e. Vacancies may be filled as follows:
 - i. The board may at any time appoint directors for a three-year term where the number of board-appointed directors has fallen below five;
 - ii. Otherwise, the board may fill a casual vacancy. A director so appointed shall hold office until the conclusion of the next AGM and shall be eligible for reelection or re-appointment.

6.4 Transitional arrangements

Upon the passing of these rules, the members of the Council as constituted under the previous constitution shall constitute the new board until the next AGM.

6.5 Nominations process

- a. Nominations (including renominations) for directors will not be valid unless both the proposer and the nominee are members and the nomination:
 - i. Is signed by the proposer and by the nominee;
 - ii. Includes a statement signed by the nominee assenting unreservedly to the college's Doctrinal Overview, Statement of Faith and Objects;
 - iii. Is accompanied by a statement from their current pastor that they are in regular fellowship and good standing with their church and that the pastor knows of no grounds that may make the nominee unsuitable;
 - iv. Indicates the nominee's qualifications and characteristics, if any, according to rule 6.6.c and d. below; and
 - v. Is received by the secretary at least 7 days before the board meeting or general meeting at which the nomination is to be considered.
- b. The preferred form for the nomination is in appendix 4.

6.6 Qualifications of directors

a. Composition of the board

- i. The Board and members at an AGM must each consider the qualifications required for an effective board and shall use their best endeavours to ensure a board that has all of the essential qualifications and a balance of the desirable characteristics set out below.
- ii. At least three directors must have ACT theological qualifications to degree level.

b. Identifying gaps

The secretary shall maintain a record of when and how directors were appointed or elected and of how they meet the essential and desirable qualifications. The secretary shall inform the board before each AGM of any forthcoming vacancies, retirements or gaps in qualifications required for the board.

c. Essential Qualifications:

Nominees must demonstrate tertiary-level qualifications and/or demonstrable and significant experience at a senior level in at least one of the following:

- i. Theology
- ii. Cross cultural mission (at least six year's experience living in a non western context preferred)
- iii. Lay ministries and/or para church contexts;
- iv. Leadership in the tertiary education sector;
- v. Church planter or lead pastor of an evangelical church (at least ten year's pastoral experience preferred).
- vi. Project management, change management; fundraising, marketing, law, governance, or IT.
- vii. Finance or business management

a. Desirable characteristics:

The following desirable characteristics shall be taken into account in seeking nominations:

- i. A recent graduate of the college;
- ii. Appropriate gender representation;
- iii. Appropriate age representation;
- iv. A mix of denominational backgrounds;
- v. A mix of geographic and ethnic representation; and
- vi. Experience with Australian indigenous peoples.

6.7 Disualifications of directors

a. The following cannot be nominated or continue as a director:

- i. Current students of the college;
- ii. Current members of faculty or employees of the college (with the exception of the Principal);
- iii. Persons under 18 or over 75 years

b. The office of a director shall immediately become vacant if a director is:

- i. Disqualified from being a director by the Act or by the Corporations Act 2001;
- ii. No longer a member;
- iii. Permanently incapacitated by ill health;
- iv. Convicted of a criminal offence; or
- v. Absent without leave from the board for three consecutive board meetings.

c. The Board may terminate a director's term of appointment if the director:

- i. Refuses or neglects to comply with these rules; or
- ii. Engages in conduct that in the opinion of the board is unbecoming of a director or prejudicial to the interests of the college.

Office holders and task groups

6.8 Principal

- a.** The board shall appoint a Principal. The appointment is subject to the nominee fulfilling the membership and directorship requirements.
- b.** In the absence of a principal or deputy principal, the President shall exercise the duties and powers exercised by the Principal under these rules.
- c.** The Principal shall be responsible for staff appointments within the budget and strategic plan approved by the board.

6.9 Office holders

- a. The following positions shall be filled at the first board meeting following every AGM:
 - i. Offices:
 1. President
 2. Vice-President
 3. Secretary
 4. Treasurer
 5. Public officer²
 - ii. Task group chairs (if any)
 - iii. Authorised bank signatories
- b. A director may hold up to 2 offices (other than both the president and vice-president offices).
- c. The Principal shall not hold the positions of either president or vice-president.
- d. All positions shall be vacated at the end of the next AGM following their appointment, but can be reappointed.

6.10 Task groups

- a. The board may appoint task groups relating to governance made up as follows:
 - i. The task group chair must be a member of the college.
 - ii. A task group may coopt persons in sympathy with the objects.
 - iii. The president is entitled to participate in any task group.
- b. Task groups may advise the board but not undertake any powers or duties determined by the board to be essential to the governance of the college.

7. General meetings.....

7.1 Annual general meetings

- a. The secretary shall call an AGM within five months of the close of the financial year.
- b. The order of the business shall be:
 - i. The consideration of the annual financial report, Principal's report and auditor's report (*if required*)
 - ii. The election of directors
 - iii. The appointment of auditors (*if required*)
 - iv. Any other business.

7.2 General meetings

- a. The board may call a general meeting at any time.
- b. Members may request a general meeting as follows:
 - i. The request must be in writing, signed by at least 10 members, and state the purpose of the meeting;
 - ii. The secretary shall, within 21 days of receiving such a request, convene a general meeting.

7.3 Notice

- a. At least 21 days' notice of any general meeting shall be given to members.
- b. The notice shall set out:
 - i. when the meeting will be held;
 - ii. provision, if any, for members to participate through technology; and
 - iii. the nature and order of the business to be conducted at the meeting.
- c. Notice may be delivered to any member by technological or other means to the address or other contact details appearing in the register of members.

7.4 Quorum

- a. Twenty members present personally or by proxy shall be a quorum for any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place. At such adjourned meeting, if a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum, provided the number of such members is not less than ten. If less than ten members are present at such an adjourned meeting, the meeting is ended.

7.5 Chair

The president or vice-president shall preside as chair of general meetings but if the president or vice-president is not present within ten minutes after the time appointed for the meeting, or declines to take the chair, the members may elect a chair for that meeting.

7.6 Voting

- a. Subject to these rules, a resolution at a general meeting, other than a special resolution (rule 7.7.b), must be decided by a simple majority of members.
- b. Unless a poll is demanded by at least five members, voting is decided by a show of hands or on the voices.
- c. If a poll is demanded by at least five members, it must be conducted in a manner specified by the chair.
- d. A poll demanded for the election of a chair or on a question of adjournment must be taken immediately.

7.7 Special and ordinary resolutions

- a. An ordinary resolution is a resolution passed by a simple majority at a general meeting.
- b. A special resolution is a resolution passed at a general meeting if –
 - i. At least 21 days' written notice has been given to members of the special resolution; and
 - ii. It is passed by at least 75% of the members voting at that meeting.

7.8 Proxies

A member may appoint in writing another member to be their proxy, and attend and vote at any general meeting.

8. Minutes.....

- a. Minutes of all board or general meetings shall be entered within 10 days after the relevant meeting in minute books (paper or technological).
- b. Minutes must be confirmed at a subsequent meeting. Technological records must record the date of the meeting at which the minutes were confirmed. The board may confirm the minutes of general meetings.

9. Financial & Legal matters.....

9.1 Financial year

The financial year of the college ends on 30 June.

9.2 Accounts to be kept

The college shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the college in accordance with the Act.³

9.3 Accounts and reports to be laid before members⁴

The accounts, together with the auditor’s report on the accounts, the board’s statement and the board’s report, shall be laid before members at the annual general meeting.⁵

9.4 Annual returns⁶

The annual return shall be lodged with Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the board’s statement, and the board’s report.⁷

9.5 Appointment of auditor⁸

- a. At each annual general meeting, the members shall appoint a person to be auditor of the college.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the board shall appoint an auditor for the current financial year.

9.6 Insurance

The college shall effect and maintain insurance.

9.7 Execution of documents

The college shall execute documents by the signature of any two directors.

9.8 Prohibition against securing profits for members

The income and capital of the college 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 college.¹⁰

9.9 Winding up

- a. The college may be wound up in the manner provided for in the Act.
- b. If after the winding up of the college there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any evangelical organization which has a similar Statement of Faith and objects and has rules which prohibit the distribution of its assets and income to its members.¹¹
- c. Such organization or organizations shall be identified and determined by a resolution of members in general meeting.

9.10 Changing the Rules

- a. These rules may be altered (including an alteration to the college's name) by special resolution of the members of the college.
- b. The alteration shall be registered with Consumer and Business Services.
- c. The registered rules shall bind the college and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of its provisions.

Appendices

1. Doctrinal Overview and Statement of Faith.....

a. Doctrinal Overview

The college is orthodox in faith, evangelical in outlook, evangelistic in emphasis and interdenominational in character.

b. Statement of Faith

1. We believe in the Old and New Testaments as inspired of God and wholly trustworthy, and that they are of supreme and final authority in faith and life.
2. We believe in one God, eternally existing in three persons - Father, Son and Holy Spirit.
3. We believe that Jesus Christ was begotten of the Holy Spirit, and born of the virgin Mary, and is true God and true man inseparably joined in one person for ever.
4. We believe that men and women were created in the image of God, that they sinned and thereby incurred not only physical death, but also that spiritual death which is separation from God; and that all have sinned and come short of the glory of God.
5. We believe in the personality of the devil and the universality and heinousness of sin.
6. We believe that the Lord Jesus Christ died for our sins according to the Scriptures as a substitutionary sacrifice; and that all who believe in Him are justified on the ground of His shed blood.
7. We believe that salvation is by grace through faith, and that all who by faith receive the Lord Jesus Christ are born again of the Holy Spirit, and thereby become children of God.
8. We believe in the physical resurrection of our Lord, in His ascension into Heaven, and in His present life there for us, as High Priest and Advocate.
9. We believe in the return of our Lord Jesus Christ to gather His elect, to manifest His Kingdom in power and glory, and to judge the world in righteousness.

10. We believe in the bodily resurrection of the just and the unjust, the everlasting blessedness of the saved, and the everlasting punishment of the impenitent.
11. We believe that the Church is the company of all who have been born again through faith in Christ and have been formed by His Spirit into one body, of which He is the Head, and that the Church is commissioned to go into all the world and proclaim the good news of salvation.

2. Objects.....

The Objects of the college are:

- a. To prepare students to serve the church and the world. To this end we shall endeavour to offer such programs of study and training as will best fit men and women to move into positions of ministry in local churches, para-church organisations, or cross-cultural situations both locally and globally.
- b. To present a program of training which will lead each student into a consistent lifestyle of discipleship, as interpreted by the Bible.
- c. That each man and woman will graduate from the college with a deep experiential knowledge of God, rooted in a thorough understanding of the Word of God, and a practical understanding of prayer and spiritual warfare.
- d. That all students will graduate from the college with a desire to grow in devotion to the Lord Christ, and a desire and ability to make Christ known in whatever situation they are placed by the Lord.
- e. To be recognised leaders in theological education and thereby known as a hub for the Christian community of South Australia.
- f. To promote the study of theology and other disciplines related to Christian ministry in the Christian community of South Australia.

Notes

The following notes are purely explanatory annotations. As such, they are not binding and may be changed and added to with the approval of the Board.

¹ s.31 of the Act

² Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with: Consumer and Business Services.

³ Regulation 8 of the Regulations.

⁴ This rule applies to a prescribed association. (It may be adopted for an association that is not prescribed). Refer to section 3 of the Act for the definition of a 'prescribed association'. As a general description, a prescribed association is one that had gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year.

⁵ Section 35(6) of the Act.

⁶ This rule only applies to a prescribed association.

⁷ Section 36(1) of the Act.

⁸ This rule is intended for a prescribed association.
(It may be adopted for an association that is not prescribed)

⁹ Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.

¹⁰ Section 55 of the Act provides a prohibition against securing profits for members.

¹¹ The college may determine to distribute surplus assets to nominated charities. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.