

CONSTITUTION

CHRISTIAN THEOLOGICAL AND MINISTRIES EDUCATION SOCIETY INCORPORATED

Preamble

Whereas we, the various theological and Biblical education providers serving the Christian constituency in New Zealand, having come to appreciate the mutual advantages of consultation and cooperation in our sector, have resolved to constitute the Christian Theological and Ministries Education Society Incorporated (CTMES) [hereinafter referred to as “the Society”].

And whereas each of us as providers desires, for the glory of God, to enhance our effectiveness in equipping men and women for Christian service we hereby agree to work together to serve those interests according to the purposes and in the manner set out in this constitution.

1 Objects and Articles

1.1 Objects

- 1.1.1 To provide a forum for mutual interchange, understanding, and professional encouragement for providers of Christian theological and ministries education in New Zealand
- 1.1.2 To foster amongst providers high standards of quality assurance and ethical practiceⁱ according to the Code of Ethics as attached to this Constitution [Appendix One].
- 1.1.3 To promote Christian and Biblical educationⁱⁱ and to represent sector interests to Government bodies, departments, and other agencies and bodies whose activities impact upon the operation of members.
- 1.1.4 To assist the members in establishing and implementing policies and procedures for determining and maintaining appropriate qualifications and quality standards for the sector.
- 1.1.5 To promote self-critical and forward-looking evaluation of trends and developments within theological and Christian ministries education.
- 1.1.6 To co-operate and liaise with other groupings involved in Christian Educationⁱⁱⁱ and with other Private Provider Associations.^{iv}
- 1.1.7 To develop and sustain effective relationships with comparable bodies serving the sector internationally, and with comparable bodies serving other educational sectors.

1.2 Defining Articles

- 1.2.1 Membership in the Society does not in any way restrict a member’s right to participate in any other professional or similar body.
- 1.2.2 The Society recognizes that groups within its membership, either under the Society’s auspices or separate from it, may wish to support or develop other structures and/or processes to address sectional or other related purposes, interests or issues. The Society seeks, on its part, to ensure clear and mutually appropriate relationships with any such structures or processes.
- 1.2.3 The Society is committed to recognizing diversity amongst its members in terms of style, ethos etc. and to respect and protect each provider’s integrity, autonomy and theological freedom.
- 1.2.4 The Society will conduct its business and pursue its goals in such a manner as to respect the integrity and autonomy of its members.

2 Membership

There will be two types of membership - full and associate

2.1 Full membership

Full membership may be held by institutions (Colleges, Schools, other associations) which are registered with an accrediting body approved by the New Zealand Government^v and meet the following Criteria:

- 2.1.1 The Institution is involved in Christian theological and ministries education
- 2.1.2 The Institution has a current student enrolment
- 2.1.3 The Institution supports the Objects and Articles of the Society

2.1.4 The Institution endorses the Affirmation of Faith^{vi} and agrees to abide by the Code of Ethics

2.2 Associate Membership

Associate membership is available to (a) individuals who are or have been involved in Christian theological and ministries education and (b) institutions that are actively involved in Christian Education.

2.2.1 Associate members should be committed to the objects and ethos of the Society

2.2.2 Associate members are not voting members.

2.3 Procedure for Application for Membership

2.3.1 Initiative regarding membership may be taken by an interested institution or individual, by a current member of CTMES, or by the Society itself

2.3.2 An application should be submitted to the Executive Committee, in writing, along with supporting documentation and an application fee as set from time to time by the Executive Committee.

2.3.3 The Executive Committee will verify that the necessary criteria are met.

2.3.4 The Executive Committee may consult with current members before agreeing to accept the application.

2.3.5 The Executive Committee will inform the applicant, in writing, of the outcome of their application in writing.

2.4 Termination of membership

An institution, or individual, will cease to be a member of the Society for any of the following reasons:

2.4.1 Failure to pay membership fees or other levies by the AGM

2.4.2 The Executive Committee determines that the member has breached the commitment to any of the stated objects or standards of the Society.

2.4.3 The member tenders a letter of resignation

3 **Executive Committee**

3.1 The Executive Committee will be a committee of no less than five and no more than seven people elected by members at an AGM.

3.2 A quorum will consist of half the membership of the Executive Committee plus one, rounded down.

3.3 Executive Committee members will hold office for three years on a rotational basis, and will be eligible for re-election without re-nomination .

3.4 Executive Committee members will have specific responsibilities depending on what the Society needs to accomplish from time to time.

3.5 As far as possible the Executive Committee will be representative of the constituency of the Society.

3.6 The Executive Committee will meet at least two times a year and for any special needs. Executive members will be expected to attend the AGM.

3.7 Executive members will be reimbursed for expenses incurred in their service to the Society. Such expenses may include travel to Executive Committee meetings.

4 **Officers of the Society**

The Society will appoint the following officers:

4.1 Chairperson

The Executive Committee shall appoint one of its members to be the Chairperson of the Society. In addition the Executive Committee shall appoint one of its members to be Deputy Chairperson so that the Chairperson position would be immediately filled if unforeseen circumstances left it empty.

4.2 Executive Secretary

- 4.2.1 The Executive Secretary will be appointed by the Executive Committee with an appropriate job description and contract.
- 4.2.2 The Executive Secretary will be accountable to the Executive Committee,
- 4.2.3 The Executive Secretary will be remunerated at a rate determined by the Executive Committee, normally only for work that is done outside of Executive meetings or AGMs

4.3 Treasurer

- 4.3.1 The Treasurer will be appointed by the Executive Committee with an appropriate job description and contract.
- 4.3.2 The Treasurer will be accountable to the Executive Committee.
- 4.3.3 The positions of Executive Secretary and Treasurer may be held concurrently by the same person

5 Removal from Office

- 5.1 The Chairperson, Deputy Chairperson, Executive Secretary, or Treasurer, or any member of the Executive Committee shall cease to hold that office if the Executive Committee decides, by a majority vote of those present at a duly constituted meeting, that he or she is unable or unfit to continue to carry out his or her duties.
- 5.2 A member of the Executive Committee shall relinquish their position if two committee meetings are missed without apology or satisfactory explanation.

6 Society Business

6.1 Use of Common Seal

- 6.1.1 The common seal may only be used for official documents
- 6.1.2 It will only be used in matters that have been passed by the Executive Committee
- 6.1.3 The common seal will be used by the chairperson
- 6.1.4 The Executive Secretary will ensure that the common seal is held in a secure location.

6.2 Control of Finances

- 6.2.1 The Executive Committee shall be responsible for the collection and expenditure of Society funds.
- 6.2.2 The Executive Secretary will be permitted to exercise discretionary spending for administrative needs up to a monthly amount set from time to time by the Executive Committee.
- 6.2.3 Approval for the purchase of major assets^{vii} or spending on large projects^{viii} must be carried by a vote of members at an AGM or special meeting.
- 6.2.4 The Treasurer shall be responsible for the payment of accounts, production of financial statements and budgets, and for ensuring the fiscal operations of the association accord both with recognised business practice and the Society's Code of Ethics.
- 6.2.5 The Executive Committee may choose to invest Society funds provided sufficient funds will always be available for Society activities. The Executive Committee will take professional advice to ensure prudent investment of funds.
- 6.2.6 The Executive Committee may allow the Society's accounts to operate in a bank overdraft provided that the amount of overdraft is less than 10% of the anticipated levies to be collected in that year.
- 6.2.7 The Society may not borrow funds (apart from overdraft allowance in 7.2.6) unless a motion to borrow is carried by the members at an AGM or special meeting.
- 6.2.8 Money on account: All moneys received on account of the Society shall be paid into the designated bank account of the Society and shall be acknowledged by an officer or a paid employee of the Society.
- 6.2.9 Cheques: All cheques drawn upon the Society's bank account shall be signed in such a manner and by such persons as the Executive Committee shall from time to time determine.

- 6.2.10 Endorsement: Cheques or other negotiable instruments requiring the endorsement of the Society may be endorsed by such person or persons as the Executive Committee shall from time to time appoint.
- 6.2.11 Account books: The Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Society, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Society, in books to be provided for that purpose, and shall produce the account books, properly written up, when required by the Executive Committee.
- 6.2.12 Financial year: The financial year of the Society shall be from the first day of January to the thirty-first day of December in each year,
- 6.2.13 Annual Accounts: The annual accounts and financial statements of the Society made up to the thirty-first day of December shall be duly audited by the auditor of the Society, and shall be printed and issued to every member, together with the notice of the annual general meeting.
- 6.2.14 An auditor shall be appointed at the annual general meeting and shall be a member of the New Zealand Society of Accountants, The remuneration of the auditor shall be determined by the Executive Committee which shall have power to fill any casual vacancy in the office of the auditor.
- 6.2.15 Filing requirements: The Executive Secretary shall file with the Registrar of Incorporated Societies within seven days after the annual general meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908.

6.3 Liquidation Process

- 6.3.1 The Society may be liquidated if there are insufficient members to carry on activities or if a motion to liquidate is carried by existing members at an AGM or special meeting.
- 6.3.2 A 75% majority vote is required for liquidation.
- 6.3.3 In the event of liquidation the existing Executive Committee will dispose of funds and assets by distributing them to one or more charitable trusts involved in Christian education within New Zealand.

6.4 Spokesperson

- 6.4.1 A spokesperson will be appointed by the Executive Committee as required, and nobody shall speak on behalf of the Society unless so appointed.
- 6.4.2 The Executive Committee will ensure the diversity of views within the Society is recognised in any public statement so made.

6.5 Powers of Executive Committee

Without prejudice to the general powers conferred by the Rules, the Executive Committee shall have the following powers:

- 6.5.1 It shall be responsible for the management of the affairs of the Society including the control and investment of the Society's funds.
- 6.5.2 It may make by-laws and regulations for the internal conduct of the Society and engage such staff as may be necessary for the conduct of the Society.
- 6.5.3 It may lease, rent, hold and/or furnish any building or premises for the use of members of the Society and may from time to time dispose of some or any part of it.
- 6.5.4 It may make and give receipts, releases and other discharges for moneys payable to the Society and for the claims and demands of the Society.
- 6.5.5 It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Society.
- 6.5.6 It shall keep minutes of all meetings of the Executive Committee and subcommittees and of all general meetings of members.
- 6.5.7 It shall ensure that proper books of account are kept by the Treasurer who shall present timely financial statements to the Executive Committee and an annual statement of income and expenditure, together with a balance sheet to the members at the annual general meeting.
- 6.5.8 It shall exercise all the rights, powers and duties which under these Rules are required to be performed by the Executive Committee.

6.6 Alteration of Rules of the Constitution

- 6.6.1 The Rules of the Society may be altered, added or rescinded at any general meeting provided that notice in writing setting out such alteration, addition or rescission has been sent to members with the notice of the meeting, not less than twenty-one clear days prior to the meeting.
- 6.6.2 The Executive Committee shall within seven days register any such alteration, addition or rescission with the Registrar of Incorporated Societies.

6.7 By-laws

- 6.7.1 The Executive Committee shall have power to make, alter or rescind by-laws not inconsistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Society. By-laws shall take effect and become binding on all members twenty-one days after notice of the by-laws has been given in writing to all members, unless within that time written notice of objection signed by ten members is received by the Executive Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a special general meeting of members.
- 6.7.2 A copy of the rules and by-laws and regulations for the conduct of the Society shall always be open to inspection by members.

6.8 Indemnity

The members of the Executive Committee, Chairperson, Secretary, Treasurer and other officers shall be indemnified by the Society for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default or misdemeanour.

7 Meetings

7.1 Annual General Meeting

- 7.1.1 The Society will have an Annual General Meeting (AGM), the date of which is determined by members at the previous AGM.
- 7.1.2 The AGM will appoint the Executive Committee and the Auditor,
- 7.1.3 Members will be reminded by mail and/or e-mail thirty days in advance of the meeting

7.2 Special Meetings

- 7.2.1 A special meeting may be requested by any member and may be called by the Executive Committee for the following reasons:
 - 7.2.1.1 Special issues related to standards setting bodies such as the New Zealand Qualifications Authority (NZQA), the Tertiary Education Commission (TEC), or the Ministry of Education (MOE) which require attention by members
 - 7.2.1.2 Matters of sufficient concern that are in accordance with the stated purposes of the Society
 - 7.2.1.3 The need to decide on important matters such as purchase of assets or involvement in projects.
- 7.2.2 Communication with all members by electronic means may be used for special meetings, provided that 60% of full members respond.

7.3 Voting

Generally issues will be decided by consensus but where Society issues need to be resolved by voting the following will apply:

- 7.3.1 Each institution has 3 votes, and one additional vote for every 50 EFTS" up to a maximum of 20% of the total votes at any one time
- 7.3.2 If a vote is necessary for Executive Committee members each voter will indicate their preference for candidates up to the number required to fill the vacancies. Selection will be made on the basis of the highest polling candidates up to the number required to fill the vacancies.
- 7.3.3 Acceptance of a motion will require 60% of the votes of members present at the meeting except for a motion to change the constitution or for liquidation which will require a 75% majority.

- 7.3.4 A member may delegate their proxy to another member provided the notice of proxy is registered in writing with the Chairperson or Executive Secretary twenty-four hours before the stated time of commencement of the meeting for which the proxy applies.
- 7.3.5 A quorum consists of 12 voting members, including proxies.

8 Membership Fees

8.1 Fee Setting

- 8.1.1 The Treasurer and Secretary will produce an annual budget for the approval of the Executive Committee.
- 8.1.2 The Executive Committee will use the budget to propose a fee schedule.
- 8.1.3 The fee schedule will be presented for approval at the AGM. If the fee schedule is not accepted the Executive Committee will reconsider it on the basis of specific recommendations made by the AGM.

8.2 The Fee Schedule

The Executive will set the fee schedule under the following requirements:

- 8.2.1 Institutional fees will be set on a scale that is based on a student figure such as EFTS or number of part time and full time students,
- 8.2.2 There will be a fee that applies to all associate members.

8.3 Payment of Fees

- 8.3.1 The due date for payment of fees will be ninety days prior to the next AGM.
- 8.3.2 The secretary will mail a request for fee payments at least thirty days in advance of the due date for payment.
- 8.3.3 Payments not received within 30 days of due date may be subject to a penalty as set by the Executive Committee from time to time.
- 8.3.4 Fees not paid by the AGM may lead to forfeiture of membership.

9 Complaints procedure

- 9.1 If the Executive Committee receives a letter of complaint concerning a member, the member may be requested by the Executive Committee to submit a response to the complaint in writing.
- 9.2 Where it deems it appropriate the Executive Committee may appoint a suitable person to investigate the complaint and report to the Executive Committee who will determine the complaint.
- 9.3 The decision of the Executive Committee will constitute the determination of the complaint.
- 9.4 Where a complaint is made against an action or decision of the Executive Committee or any of its members the Executive Committee may refer the matter to an appropriate third party for investigation and determination.
- 9.5 Any party not satisfied by the outcome of the above process may request that the matter be referred to a Special Meeting of the Society for a review and decision.

APPENDIX ONE CODE OF ETHICS

TRUTH AND FAIRNESS

- Members will deal truthfully with all people, encouraging free and open discussion, upholding the best interests and rights of all parties.
- Members will not act in a manner that uses the Society and its processes to gain an unfair advantage for themselves or their institution,
- Members will openly declare any potential conflict of interest that may arise from their involvement in the activities of the Society.
- Members will respect the rights of all other members to privacy and confidentiality of information.
- Members will refrain from engaging in any activities that could prove detrimental to the Society.
- Members will exercise integrity in the use of Government funding and apply such funding only to the purpose for which the funds were given
- Members will ensure accuracy in information provided to the Society, or any other body, and in any claims made in promotional materials and other publications

QUALITY ASSURANCE

- Members will seek to uphold high standards of practice in Christian education and work for the advancement of those standards,
- Members will provide Christian educational services that encourage biblical social policies, social justice and fairness.
- Members will seek to develop and maintain quality management systems and self-regulatory practices that meet the standards of self-audit required by NZQA, MOE and other regulatory bodies.
- Members will operate effective Quality Assurance systems within their own institutions and ensure that levels and standards of education as claimed by the institution are in fact achieved

RELATIONSHIPS

- Members will promote cooperation in all relationships within the Society and in relation to other bodies.
- Members will not act in a manner that depreciates the educational attainment or practices of other members.
- Members will advertise in such a way that all advertising is truthful, clear and concise and does not imply criticism of other providers
- Members will not act in any way that could prove detrimental to the Society or any of its members

PASTORAL CARE

- Members will seek to provide quality pastoral care for their staff and students.
- Members will act to prevent and eliminate unfair discrimination.

i Ethical practice - see Code of Ethics (above)

APPENDIX TWO DEFINITIONS

- ii Christian and Biblical education -. Courses that are defined as Category 26 within the field of studies as to MOE database, sub-field 10 and sub-field 20.
- iii Other groupings involved in Christian Education
 - e.g. The National Centre for Religious Studies
 - The New Zealand Association of Principals of Catholic Secondary Schools
 - New Zealand Association for Christian Schools (NZACS)
 - Christian Education Commission (CEC)
- iv Private Provider Associations
 - e.g. New Zealand Association of Private Education Providers (NZAPEP)
 - Independent Tertiary Institutions (ITI)
- v An accrediting body approved by the New Zealand Government
 - e.g. New Zealand Qualifications Authority
 - New Zealand Vice Chancellors' Committee
- vi Affirmation of Faith
 - Members of the Society believe in the Living God, Father, Son and Holy Spirit and in Jesus Christ as Saviour and Lord according to the Christian Scriptures, as proclaimed in the historic creeds of the Christian Church and experienced afresh in the life, fellowship and mission of God's people.
- vii Major assets - assets of a value which shall be determined by the Executive Committee from time to time.
- viii Large projects - projects which have a significant impact on the operation of the Society.