

Constitution of
SUBURBAN CHURCH

PART 1 - PRELIMINARY

1. NAME

The name of the church is Suburban Church Incorporated ("the Church").

2. PURPOSES

2.1. The purpose of the Church is to glorify God by:

- 2.1.1. Proclaiming the Word of God (the Christian Bible) and administering the Sacraments.
- 2.1.2. Participating in God's mission for the world by sharing the good news of Jesus Christ and being a blessing to the community.
- 2.1.3. Being a welcoming local expression of the biblical, historic, and worldwide Christian Church.

2.2. These activities will conform with the truths contained in the Christian Bible and be informed and enriched through the principles expressed in the 1689 Baptist Confession and the Apostle's Creed.

2.3. The Church is self-governing and operates under a congregational governance model which is described throughout this document.

2.4. The Church will cooperate in the ministry of the Word of God with bodies of believers that align with the Church's purpose and mission. In any cooperative ministry the church will retain its freedom and autonomy.

3. FINANCIAL YEAR

The financial year of the Church is each period of 12 months ending on 31st December.

4. DEFINITIONS

In these Rules:

absolute majority, of the Elders, means a majority of the Elders currently holding office and entitled to vote at the time (as distinct from a majority of Elders present at an Elders meeting);

Chairman, of a general meeting or Elder meeting, means the person chairing the meeting as required under rule 46;

Elder means a member of the Eldership elected or appointed under Division 4 of Part 5;

Eldership means the Committee having management of the business of the Church defined in Division 3 of Part 5;

Elder meeting means a meeting of the Elders held in accordance with these Rules;

disciplinary meeting means a meeting of the disciplinary subcommittee convened for the purposes of rule 20;

disciplinary subcommittee means the subcommittee appointed under rule 18;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Church convened in accordance with Part 4 and includes regular general meetings, an annual general meeting, a special general meeting;

member means a member of the Church;

member entitled to vote means a member who under subrule (12.2) is entitled to vote at a general meeting;

Senior Pastor means a member of the Eldership elected or appointed under Part 5 Division 3.

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution;

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2 - POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

5.1. Subject to the Act, the Church has power to do all things incidental or conducive to achieve its purposes.

5.2. Without limiting subrule (5.1), the Church may:

- 5.2.1. Acquire, hold and dispose of real or personal property;
- 5.2.2. Open and operate accounts with financial institutions;
- 5.2.3. Invest its money in any security in which trust monies may lawfully be invested;
- 5.2.4. Raise and borrow money on any terms and in any manner as it thinks fit;
- 5.2.5. Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- 5.2.6. Appoint agents to transact business on its behalf;
- 5.2.7. Enter into any other contract it considers necessary or desirable.

5.3. The Church may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

- 6.1. The Church must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Subrule (6.1) does not prevent the Church from paying:
 - 6.2.1. Reimbursement for expenses properly incurred; or
 - 6.2.2. For goods or services provided.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

PART 3, DIVISION 1 - MEMBERSHIP

7. MINIMUM NUMBER OF MEMBERS

The Church must have at least 5 members.

8. WHO IS ELIGIBLE TO BE A MEMBER

- 8.1. A person is eligible for membership, subject to approval by the Elders, who:
 - 8.1.1. Gives testimony of their personal commitment to Jesus Christ as Lord and Saviour;
 - 8.1.2. Has been baptised;
 - 8.1.3. Affirms the essential doctrines of the Church; and
 - 8.1.4. Supports the purposes of the Church.

9. APPLICATION FOR MEMBERSHIP

- 9.1. To apply to become a member of the Church, a person must submit a written application to an Elder. The signed and dated application must include:
 - 9.1.1. Personal information of the applicant;
 - 9.1.2. Testimony of the requirements outlined in Rule 8; and
 - 9.1.3. Agreement to comply with these Rules.

10. CONSIDERATION OF APPLICATION

- 10.1. As soon as practicable after an application for membership is received, the Elders must decide by resolution whether to accept or reject the application. It must be clear to the Elders that the person:
 - 10.1.1. Has made their own free decision to commit themselves to Christ;
 - 10.1.2. Has affirmed the essential doctrines and supports the purposes of the Church;
 - 10.1.3. Has participated in appropriate membership preparation; and

10.1.4. Has been baptised as a testimony of their own faith in, and commitment to, Jesus Christ as Lord and Saviour. The Elders have discretion to accept a person as a member who has been baptised according to the rites of another Christian church and gives testimony of their own faith in, and commitment to, Jesus Christ as Lord and Saviour.

10.2. If a person seeks to become a member of the Church, having been a member of another church of like faith, a letter of commendation may be sought from that other church.

10.3. No reason need be given for the rejection of an application.

11. NEW MEMBERSHIP

11.1. If an application for membership is approved by the Elders:

11.1.1. The resolution to accept the membership must be recorded in the minutes of the Elder meeting;

11.1.2. The Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members;

11.1.3. The Elders must notify the applicant in writing of its decision as soon as practicable after the decision is made; and

11.1.4. The Elders must notify the Church of successful applicants at the next general meeting.

11.2. A person becomes a member of the Church and, subject to subrule (12.2), is entitled to exercise his or her rights of membership from the date on which the Elders approve the person's membership.

12. GENERAL RIGHTS OF MEMBERS

12.1. A member of the Church who is entitled to vote has the right:

12.1.1. To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;

12.1.2. To submit items of business for consideration at a general meeting;

12.1.3. To attend and be heard at general meetings;

12.1.4. To vote at a general meeting;

12.1.5. To have access to the minutes of general meetings and other documents of the Church as provided under rule 74; and

12.1.6. To inspect the register of members.

12.2. A member is entitled to vote if:

12.2.1. More than 10 business days have passed since he or she became a member of the Church;

12.2.2. He or she is at least 18 years of age; and

12.2.3. The member's membership rights are not suspended for any reason.

13. RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

14. CEASING MEMBERSHIP

14.1. The membership of a person ceases if the member:

- 14.1.1. Resigns from membership;
- 14.1.2. Has their membership cancelled; or
- 14.1.3. Dies.

14.2. If a person ceases to be a member of the Church, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

15. RESIGNING FROM MEMBERSHIP

15.1. A member may resign by notice in writing given to the Church.

15.2. A member is taken to have resigned if:

- 15.2.1. He or she has become a member of another Church; or
- 15.2.2. He or she has not attended Church services in the past year, unless special circumstances apply.

16. REGISTER OF MEMBERS

16.1. The Secretary must keep and maintain a register of members that includes:

- 16.1.1. The member's name;
- 16.1.2. The address for notice last given by the member;
- 16.1.3. The date of becoming a member;
- 16.1.4. Any other information determined by the Elders; and
- 16.1.5. For each former member, the date of ceasing to be a member.

16.2. Any member may, at a reasonable time and free of charge, inspect the register of members.

PART 3, DIVISION 2 - DISCIPLINARY ACTION

17. GROUNDS FOR TAKING DISCIPLINARY ACTION

17.1. The Church may take disciplinary action against a member in accordance with this Division if it is determined that the member:

- 17.1.1. Has failed to comply with these Rules; or
- 17.1.2. Refuses to support the purposes of the Church; or
- 17.1.3. Has engaged in conduct prejudicial to the Church.

18. DISCIPLINARY SUBCOMMITTEE

- 18.1. If the Elders are satisfied that there are sufficient grounds for taking disciplinary action against a member, the Elders must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take.
- 18.2. The members of the disciplinary subcommittee:
 - 18.2.1. Will be appointed by the Elders; and
 - 18.2.2. Must be unbiased.

19. NOTICE TO MEMBER

- 19.1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - 19.1.1. Stating that the Church proposes to take disciplinary action against the member;
 - 19.1.2. Stating the grounds for the proposed disciplinary action;
 - 19.1.3. Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
 - 19.1.4. Advising the member that he or she may do one or both of the following:
 - (a) Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (b) Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 19.1.5. Setting out the member's appeal rights under rule 21.
 - 19.1.6. The member is permitted to have a support person attend the meetings.
- 19.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

20. DISCIPLINARY MEETING

- 20.1. At the disciplinary meeting, the disciplinary subcommittee must:
 - 20.1.1. Give the member an opportunity to be heard; and
 - 20.1.2. Consider any written statements submitted by the member.
- 20.2. The disciplinary subcommittee must then report their findings and recommendations to the Elders.

20.3. After complying with subrule (20.1), the Elders may:

20.3.1. Take no further action against the member; or

20.3.2. Subject to subrule (20.3):

(a) Reprimand the member; or

(b) Suspend the membership rights of the member for a specified period; or

(c) Expel the member from the Church.

20.4. The Elders may not fine the member.

20.5. The suspension of membership rights or the expulsion of a member by the Elders under this rule takes effect immediately after the vote is passed.

20.6. The member will be notified of the Elders decision immediately, and advised in writing within 7 days.

21. APPEAL RIGHTS

A person whose membership rights have been suspended or who has been expelled from the Church may appeal the decision using the Grievance Procedure outlined in Part 3 Division 3 as if the person were a member.

PART 3, DIVISION 3 - GRIEVANCE PROCEDURE

22. APPLICATION

22.1. The grievance procedure set out in this Division applies to disputes under these Rules between:

22.1.1. A member and another member;

22.1.2. A member and the Elders;

22.1.3. A member and the Church.

22.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

23. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

24. APPOINTMENT OF MEDIATOR

- 24.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 23, the parties must within 10 days:
- 24.1.1. Notify the Elders of the dispute;
 - 24.1.2. Agree to or request the appointment of a mediator; and
 - 24.1.3. Attempt in good faith to settle the dispute by mediation.

- 24.2. The mediator must be:

- 24.2.1. A person chosen by agreement between the parties; or
- 24.2.2. In the absence of agreement:

- (a) If the dispute is between a member and another member—a person appointed by the Elders; or
- (b) If the dispute is between a member and the Elders or the Church—a person appointed or employed by the Dispute Settlement Centre of Victoria.

- 24.3. A mediator appointed by the Elders must be a person who:

- 24.3.1. Has no personal interest in the dispute;
- 24.3.2. Is unbiased; and
- 24.3.3. Is skilled in mediation.

25. MEDIATION PROCESS

- 25.1. The mediator to the dispute, in conducting the mediation, must:

- 25.1.1. Give each party every opportunity to be heard;
- 25.1.2. Allow due consideration by all parties of any written statement submitted by any party;
- 25.1.3. Ensure that natural justice is accorded to the parties throughout the mediation process;
- 25.1.4. Facilitate constructive dialogue and may make suggestions to help the parties in dispute come to a mutually acceptable resolution.

26. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - MEETINGS OF THE CHURCH

PART 4, DIVISION 1 - GENERAL MEETINGS

27. TYPES OF MEETINGS

27.1. There are three types of general meetings at the Church, which consider the life and ministry of the church:

- 27.1.1. Regular General Meetings;
- 27.1.2. Annual General Meetings; and
- 27.1.3. Special General Meetings.

28. REGULAR GENERAL MEETINGS

- 28.1. Regular general meetings must be held at least two times each year.
- 28.2. The Elders will determine the date, time and place of regular general meetings.
- 28.3. The ordinary business of a regular general meeting is as follows:
 - 28.3.1. To confirm the minutes of the previous regular general meeting and of any special general meeting held since then;
 - 28.3.2. To receive and consider:
 - (a) The financial statements of the Church from the time of the last regular general meeting; and
 - (b) A report of the Elders on the activities of the Church since the last regular general meeting.
- 28.4. A regular general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

29. ANNUAL GENERAL MEETINGS

- 29.1. An annual general meeting must be held each year.
- 29.2. The Elders will determine the date, time and place of the annual general meetings.
- 29.3. The ordinary business of the annual general meeting is as follows:
 - 29.3.1. To confirm the minutes of the previous annual general meeting;
 - 29.3.2. To appoint an Auditor for the coming year; and
 - 29.3.3. To receive and consider:
 - (a) The annual report of the Elders and Senior Pastor(s) on the activities of the Church during the preceding financial year;
 - (b) The financial statements of the Church for the preceding financial year submitted by the Elders in accordance with (Part 7) of the Act; and

(c) An independent audit of the Church's finances.

29.4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30. SPECIAL GENERAL MEETINGS

30.1. The Elders may convene a special general meeting at any time.

30.2. No business other than that set out in the notice under rule 31 may be conducted at the meeting.

30.3. The Elders must convene a special general meeting if a request to do so is made in accordance with subrule (30.4) by at least 10% of the total number of members.

30.4. A request for a special general meeting must:

30.4.1. Be in writing;

30.4.2. State the business to be considered at the meeting and any resolutions to be proposed;

30.4.3. Include the names and signatures of the members requesting the meeting;

30.4.4. Be lodged with the Secretary.

30.5. If the Elders do not convene a special general meeting within one month after the date on which the request is received by the Elders, the members making the request (or any of them) may convene the special general meeting.

30.6. A special general meeting convened by members under subrule (30.5):

30.6.1. Must be held within 3 months after the date on which the original request was made;

30.6.2. May only consider the business stated in that request.

30.6.3. The Church must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (30.5).

PART 4, DIVISION 2 - MEETING RULES

31. NOTICE OF GENERAL MEETINGS

31.1. The Secretary (or, in the case of a special general meeting convened under subrule (30.5), the members convening the meeting) must distribute to each member of the Church under rule 73:

31.1.1. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

31.1.2. At least 14 days' notice of a general meeting in any other case.

31.2. The notice must:

31.2.1. Specify the date, time and place of the meeting;

31.2.2. Indicate the general nature of each item of business to be considered at the meeting;

31.2.3. If a special resolution is to be proposed:

(a) State in full the proposed resolution;

(b) State the intention to propose the resolution as a special resolution;

(c) Comply with rule 32.

32. PROXIES

Absentee or proxy voting is not permitted.

33. USE OF TECHNOLOGY

A member not physically present at a general meeting may not be permitted to participate in the meeting by the use of technology, unless approved by the Elders, no less than 2 days before the meeting.

34. QUORUM AT GENERAL MEETINGS

34.1. No business may be conducted at a general meeting unless a quorum of members is physically present.

34.2. The quorum for a general meeting is the presence (physically, or as allowed under rule 33) of 10% of the members entitled to vote.

34.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

34.3.1. In the case of a meeting convened by, or at the request of, members under rule 30, the meeting must be dissolved;

34.3.2. In any other case:

(a) The meeting must be adjourned to a date not more than 21 days after the adjournment; and

(b) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

34.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (34.3.2.), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

35. ADJOURNMENT OF GENERAL MEETING

- 35.1. The Chairman of a general meeting at which a quorum is present may, with the consent of a majority of members physically present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 35.2. Without limiting subrule (35.1), a meeting may be adjourned:
 - 35.2.1. If there is insufficient time to deal with the business at hand; or
 - 35.2.2. To give the members more time to consider an item of business.
- 35.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 35.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 31.

36. VOTING AT A GENERAL MEETING

- 36.1. On any question arising at a general meeting:
 - 36.1.1. Subject to subrule (36.3), each member who is entitled to vote has one vote; and
 - 36.1.2. Except in the case of a special resolution, the question must be decided on a majority of votes.
- 36.2. A motion put to a general meeting will be carried by a simple majority of votes unless otherwise provided for in this constitution or unless the meeting decides that a particular decision will require a larger majority.
- 36.3. If votes are divided equally on a question, the Chairman of the meeting has a second or casting vote.
- 36.4. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

37. SPECIAL RESOLUTIONS

- 37.1. A special resolution is passed if at least 75% of the members present at a general meeting vote in favour of the resolution.
- 37.2. In addition to certain matters specified in the Act, special resolutions are needed to:
 - 37.2.1. Consider any decision regarding the appointment, extension of term or removal of an Elder or Senior Pastor.
 - 37.2.2. Any transaction pertaining to the purchase or sale of land or buildings of the Church;
 - 37.2.3. Alter these Rules, including changing the name or any of the purposes of the Church; or
 - 37.2.4. Alter the doctrine of the Church.

38. DETERMINING WHETHER RESOLUTION CARRIED

38.1. Subject to subrule (38.2), the Chairman of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

38.1.1. Carried; or

38.1.2. Carried unanimously; or

38.1.3. Carried by a particular majority; or

38.1.4. Lost

- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

38.2. If a secret ballot vote is requested by three or more members present at the meeting on any question:

38.2.1. The secret ballot must be taken at the meeting in the manner determined by the Chairman of the meeting; and

38.2.2. The Chairman must declare the result of the resolution on the basis of the secret ballot at that meeting.

38.3. A secret ballot vote requested on the election of the Chairman or on a question of an adjournment must be taken immediately.

38.4. A secret ballot vote requested on any other question must be taken before the close of the meeting at a time determined by the Chairman.

39. MINUTES OF A GENERAL MEETING

39.1. The Elders must ensure that minutes are taken and kept of each general meeting.

39.2. The minutes of each general meeting must include:

39.2.1. The names of the members attending the meeting;

39.2.2. Apologies of members; and

39.2.3. A record of the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

39.3. In addition, the minutes of each annual general meeting must include:

39.3.1. The financial statements submitted to the members in accordance with subrule (29.3.3.(b));

39.3.2. The certificate signed by two Elders certifying that the financial statements give a true and fair view of the financial position and performance of the Church; and

39.3.3. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 - LEADERSHIP

PART 5, DIVISION 1 - RULE AND POWERS

40. RULE AND POWERS

- 40.1. The Church, through general meetings, has final authority in deciding matters which affects the Church's life.
- 40.2. The ministry of the Church must be managed by or under the direction of the Elders.

PART 5, DIVISION 2 - THE ELDERSHIP

41. THE ELDERSHIP

- 41.1. The Elders may exercise all the powers of the Church except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Church.
- 41.2. The Elders will:
 - 41.2.1. Appoint and remove staff;
 - 41.2.2. Have oversight of the doctrine of the Church; and
 - 41.2.3. Establish subcommittees with terms of reference it considers appropriate.

42. DOCTRINAL CHANGES

- 42.1. The Elders, at an Elder meeting, may unanimously recommend to the membership changes to the doctrinal statement.
- 42.2. These changes must be approved by special resolution of the members.

43. DELEGATION

- 43.1. The Elders, at an Elder meeting, may delegate to an Elder, a subcommittee or employee, any of its powers and functions other than:
 - 43.1.1. This power of delegation; or
 - 43.1.2. A duty imposed on the Elders by the Act or any other law.
- 43.2. The delegation must be in writing and may be subject to the conditions and limitations the Eldership considers appropriate.
- 43.3. The Elders may, in writing, revoke a delegation wholly or in part.

PART 5, DIVISION 3 - COMPOSITION AND DUTIES OF THE ELDERSHIP

44. COMPOSITION OF ELDERSHIP

44.1. The Eldership includes:

- 44.1.1. A Chairman;
- 44.1.2. A Vice-Chairman;
- 44.1.3. A Secretary;
- 44.1.4. A Treasurer;
- 44.1.5. Ordinary members of the Eldership (if any); and
- 44.1.6. Senior Pastor(s)

44.2. The Chairman, Vice-Chairman, Secretary and Treasurer will be determined by the Elders at the first Elder meeting proceeding the annual general meeting.

44.3. Appointed representatives on the Eldership must always outnumber paid staff.

45. GENERAL DUTIES

45.1. As soon as practicable after being elected or appointed to the Eldership, each Elder must become familiar with these Rules and the Act.

45.2. The Eldership is collectively responsible for ensuring that the Church complies with the Act and that individual members of the Eldership comply with these Rules.

45.3. Elders must exercise their powers and discharge their duties:

- 45.3.1. With reasonable care and diligence;
- 45.3.2. In good faith in the best interests of the Church; and
- 45.3.3. For a proper reason.

45.4. Elders and former Elders must not make improper use of:

- 45.4.1. Their position; or
- 45.4.2. Information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Church and its members.

45.5. In addition to any duties imposed by these Rules, an Elder must perform any other duties imposed from time to time by resolution at a general meeting.

46. CHAIRMAN AND VICE-CHAIRMAN

46.1. Subject to subrule (45.2), the Chairman or his delegated representative from the Elders, is the Chairman for any general meetings and for any Elder meetings.

46.2. If the Chairman or his delegated representative are both absent, or are unable to preside, the Chairman of the meeting must be:

- 46.2.1. In the case of a general meeting—a member elected by the other members present; or
- 46.2.2. In the case of an Elder meeting—an Elder elected by the other Elders present.

47. SECRETARY

- 47.1. The Secretary must perform any duty or function required under the Act or other legislation to be performed by the secretary of an incorporated association.
- 47.2. The Secretary must personally or by delegation:
 - 47.2.1. Maintain the register of members in accordance with rule 16; and
 - 47.2.2. Keep custody of the common seal of the Church and, except for the financial records referred to in subrule (69.3), all books, documents and securities of the Church in accordance with rules 71 and 74; and
 - 47.2.3. Subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - 47.2.4. Perform any other duty or function imposed on the Secretary by these Rules.
- 47.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. TREASURER

- 48.1. The Treasurer must personally or by delegation:
 - 48.1.1. Keep record of all monies paid to or received by the Church;
 - 48.1.2. Ensure that all monies received are paid into the account of the Church within 5 working days after receipt; and
 - 48.1.3. Make any payments authorised by the Elders or by a general meeting of the Church from the Church's funds;
- 48.2. The Treasurer must:
 - 48.2.1. Ensure that the financial records of the Church are kept in accordance with the Act;
 - 48.2.2. Coordinate the preparation of the financial statements of the Church and their certification by the Elders prior to their submission to the annual general meeting of the Church.
 - 48.2.3. Ensure that at least one other Elder has access to the accounts and financial records of the Church.

49. SENIOR PASTORS

- 49.1. The Senior Pastor(s) of the Church will be a person whom the Church believes to have been called and gifted by God to fulfil a ministry of pastoral leadership within the Church.
- 49.2. The Senior Pastor (s) will meet the requirements of the Church as approved by the members by special resolution.
- 49.3. An eligible Senior Pastor is nominated by the Elders as defined in rule 52.
- 49.4. An eligible Senior Pastor is elected as defined in rule 53.
- 49.5. A Senior Pastor is automatically declared an Elder and a member upon the commencement of their Pastorate.
- 49.6. Subject to subrule (54.3) and rule 55, a Pastorate has a five year term.
- 49.7. A Pastorate can be renewed according to rule 52 and 53.
- 49.8. Subject to subrule (54.3) and rule 55, a Senior Pastor holds office as an Elder for as long as their Pastorate continues at the Church.

PART 5, DIVISION 4 - ELECTION OF ELDERS AND TENURE OF OFFICE

50. WHO IS ELIGIBLE TO BE AN ELDER

- 50.1. A member is eligible to be elected or appointed as an Elder if the member:
 - 50.1.1. Is 18 years or over and is entitled to vote at a general meeting; and
 - 50.1.2. Meets the requirements of the Church as approved by the members by special resolution.

51. POSITIONS TO BE DECLARED VACANT

The Eldership may declare which positions on the Eldership are vacant and hold elections for those positions in accordance with rules 52 to 53.

52. SELECTION OF ELDERS

- 52.1. The Eldership must decide the number of Elders to hold office at any given time, with a minimum number of three Elders.
- 52.2. The Elders will select eligible candidates for consideration with the members consent.
- 52.3. A member of the Church may recommend eligible candidates to the Eldership
- 52.4. A unanimous decision of the Eldership is required before a nomination is put to the members at a general meeting.

53. ELECTION OF AN ELDER

- 53.1. At a general meeting, separate elections for each nominated Elder from rule 52 must be held.
- 53.2. An Elder must be elected by a special resolution.
- 53.3. If the member is elected for the position, the Chairman of the meeting must declare the member elected to the position.

54. TERM OF OFFICE

- 54.1. Subject to subrule (54.3) and rule 55, with exception to subrule 49.6, an Elder holds office for a three year term, at the end of which their position may be declared vacant at an annual general meeting.
- 54.2. An Elder may be re-endorsed.
- 54.3. By special resolution, a general meeting of the Church may remove an Elder from office.
- 54.4. An Elder who is the subject of a proposed special resolution under subrule 54.3 may make representations in writing to the Secretary or Chairman of the Elders (not exceeding a reasonable length) and may request that the representations be provided to the members of the Church.
- 54.5. The Secretary or the Chairman may give a copy of the representations to each member of the Church or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55. VACATION OF OFFICE

- 55.1. An Elder may resign from the Eldership by written notice addressed to the Eldership.
- 55.2. A person ceases to be an Elder if they:
 - 55.2.1. Cease to be a member of the Church; or
 - 55.2.2. Fail to attend 3 consecutive Elder meetings (other than special or urgent meetings) without leave of absence under rule 66; or
 - 55.2.3. Otherwise ceases to be an Elder by operation of section 78 of the Act.

56. FILLING CASUAL VACANCIES

- 56.1. If the position of Secretary becomes vacant, the Elders must appoint an Elder to the position within 14 days after the vacancy arises.
- 56.2. The Eldership may continue to act despite any vacancy in its membership.

PART 5, DIVISION 5 - MEETINGS OF ELDERS

57. MEETINGS OF ELDERS

- 57.1. The Elders must meet at least 4 times in each year at the dates, times and places determined by the Elders.
- 57.2. Elder meetings may be convened by the Chairman or by any 3 members of the Eldership.

58. NOTICE OF MEETINGS

- 58.1. Notice of each Elder meeting must be given to each Elder no later than 7 days before the date of the meeting.
- 58.2. Notice may be given of more than one Elder meeting at the same time.
- 58.3. The notice must state the date, time and place of the meeting.
- 58.4. If a special Elder meeting is convened, the notice must include the general nature of the business to be conducted.
- 58.5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

59. URGENT MEETINGS

- 59.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Elder by the quickest means practicable.
- 59.2. Any resolution made at the meeting must be passed by an absolute majority of the Eldership.
- 59.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. PROCEDURE AND ORDER OF BUSINESS

- 60.1. The procedure to be followed at a meeting of the Eldership must be determined from time to time by the Elders.
- 60.2. The order of business may be determined by the Elders present at the meeting.

61. USE OF TECHNOLOGY

- 61.1. An Elder who is not physically present at an Elder meeting may participate in the meeting by the use of technology that allows that Elder and the Elders present at the meeting to clearly and simultaneously communicate with each other.
- 61.2. The remote Elder must ensure they attend the meeting in a private place with no other person present with them.

- 61.3. For the purposes of this Part, an Elder participating in an Elder meeting as permitted under subrule (61.1) is taken to be present at the meeting and, if the Elder votes at the meeting, is taken to have voted in person.

62. QUORUM

- 62.1. The quorum for an Elder meeting is the presence (in person or as allowed under rule 61) of a majority of the Elders holding office, as long as appointed Elders outnumber Senior Pastors.
- 62.2. No business may be conducted at an Elder meeting unless a quorum is present.
- 62.3. If a quorum is not present within 30 minutes after the notified commencement time of an Elder meeting:
- 62.3.1. In the case of a special meeting—the meeting lapses;
- 62.3.2. In any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63. VOTING

- 63.1. On any question arising at an Elder meeting, each Elder present at the meeting has one vote.
- 63.2. A motion is carried if a super-majority (75%) of Elders present at the meeting vote in favour of the motion.
- 63.3. Subrule (63.2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Eldership.
- 63.4. Voting by proxy is not permitted.

64. CONFLICT OF INTEREST

- 64.1. An Elder who has a conflict of interest in a matter being considered at an Elder meeting must disclose the nature and extent of that interest to the Eldership.
- 64.2. The Elder:
- 64.2.1. Must not be present while the matter is being considered at the meeting; and
- 64.2.2. Must not vote on the matter.
- 64.3. This rule does not apply to a conflict of interest:
- 64.3.1. That exists only because the Elder belongs to a class of persons for whose benefit the Church is established; or
- 64.3.2. That the Elder has in common with all, or a substantial proportion of, the members of the Church.

65. MINUTES OF MEETING

- 65.1. The Eldership must ensure that minutes are taken and kept of each Elder meeting.
- 65.2. The minutes must record the following:
 - 65.2.1. The names of the Elders in attendance at the meeting;
 - 65.2.2. Apologies of Elders;
 - 65.2.3. The business considered at the meeting;
 - 65.2.4. Any resolution on which a vote is taken and the result of the vote; and
 - 65.2.5. Any material personal interest disclosed under rule 64.

66. LEAVE OF ABSENCE

- 66.1. The Eldership may grant an Elder a leave of absence from Elder meetings for a period not exceeding 3 months.
- 66.2. This leave can be extended by a vote of the Elders.
- 66.3. The Eldership must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Elder to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

67. SOURCE OF FUNDS

- 67.1. The funds of the Church may be derived from free will offerings, donations, fund-raising activities, grants, interest and any other sources the Eldership or the membership determines.
- 67.2. There will be no entrance fees or subscriptions for membership in the Church.

68. MANAGEMENT OF FUNDS

- 68.1. The Church must open an account or accounts with a financial institution from which all expenditure of the Church is made and into which all of the Church's revenue is deposited.
- 68.2. Subject to any restrictions imposed by a general meeting of the Church, the Elders may approve expenditure on behalf of the Church.
- 68.3. The Eldership may authorise the Treasurer to expend funds on behalf of the Church (including by electronic funds transfer) up to a specified limit without requiring approval from the Eldership for each item on which the funds are expended.
- 68.4. All payments must be approved by 2 members approved by the Elders.
- 68.5. All funds of the Church must be deposited into the financial account of the Church as soon as practicable.
- 68.6. With the approval of the Eldership, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69. FINANCIAL RECORDS

- 69.1. The Church must keep financial records that:
- 69.1.1. Correctly record and explain its transactions, financial position and performance;
 - 69.1.2. Enable financial statements to be prepared as required by the Act.
- 69.2. The Church must retain the financial records for 7 years after the transactions covered by the records are completed.
- 69.3. The Treasurer must keep in his or her custody, or under his or her control:
- 69.3.1. The financial records for the current financial year; and
 - 69.3.2. Any other financial records as required by the Eldership.

70. FINANCIAL STATEMENTS

- 70.1. For each financial year, the Eldership must ensure that the requirements under the Act relating to the financial statements of the Church are met.
- 70.2. Without limiting subrule (70.1), those requirements include:
- 70.2.1. The preparation of the financial statements;
 - 70.2.2. If required, the review or auditing of the financial statements;
 - 70.2.3. The certification of the financial statements by the Eldership;
 - 70.2.4. The submission of the financial statements to the annual general meeting of the Church;
 - 70.2.5. The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

71. COMMON SEAL

- 71.1. The Church must have a common seal in which the name of the Church appears in legible characters.
- 71.2. A document may only be sealed with the common seal by the authority of the Eldership and the sealing must be witnessed by the signatures of two Elders.
- 71.3. The common seal must be kept in the custody of the Secretary.

72. REGISTERED ADDRESS

- 72.1. The registered address of the Church is: 152-154 Bellbridge Drive, Hoppers Crossing, 3029, VIC
- 72.1.1. The address determined from time to time by resolution of the Eldership; or

72.1.2. If the Eldership has not determined an address to be the registered address—the postal address of the Secretary.

73. NOTICE REQUIREMENTS

73.1. Any notice required to be given to a member or an Elder under these Rules may be given:

73.1.1. By handing the notice to the member personally; or

73.1.2. By sending it by post to the member at the address recorded for the member on the register of members; or

73.1.3. By electronic means such as email or facsimile transmission.

73.2. Subrule (73.1) does not apply to notice given under rule 58.

73.3. Any notice required to be given to the Church or the Eldership may be given:

73.3.1. By handing the notice to an Elder; or

73.3.2. By sending the notice by post to the registered address; or

73.3.3. By leaving the notice at the registered address; or

73.3.4. If the Eldership determines that it is appropriate in the circumstances by email to the email address of the Church or the Secretary.

74. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

74.1. Members may on request inspect free of charge:

74.1.1. The register of members;

74.1.2. The minutes of general meetings;

74.1.3. Subject to subrule (74.2), the financial records, books, securities and any other relevant document of the Church, as defined in subrule (74.5.1).

74.2. The Eldership may refuse to permit a member to inspect records of the Church that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Church.

74.3. The Eldership must on request make copies of these Rules available to members and applicants for membership free of charge.

74.4. Subject to subrule (74.2), a member may make a copy of any of the other records of the Church referred to in this rule and the Church may charge a reasonable fee for provision of a copy of such a record.

74.5. For purposes of this rule:

74.5.1. **Relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Church and includes the following:

- (a) Its membership records;
- (b) Its financial statements;
- (c) Its financial records;
- (d) Records and documents relating to transactions, dealings, business or property of the Church.

75. WINDING UP AND CANCELLATION

75.1. The Church may be wound up if:

75.1.1. At any time the number of voting members is reduced to less than five; or

75.1.2. A voluntary vote of the members at a special general meeting, where a super majority of 90% by those present is achieved.

75.2. In the event of the winding up or the cancellation of the Church, the surplus assets of the Church must NOT be distributed to any members or former members of the Church.

75.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Church and which is not carried on for the profit or gain of its individual members.

75.4. The body to which the surplus assets are to be given must be decided by special resolution.

76. ALTERATION OF RULES

These Rules may only be altered by special resolution of a general meeting of the Church.