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# **Churches of Christ in SA and NT Inc.**

## **Model Constitution for an Incorporated Church**

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*A template to be used by Churches when transitioning to an incorporated structure, and as a reference of “good practice”*

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# PREAMBLE

## Document Purpose

This model constitution is recommended for churches affiliated with Churches of Christ in SA and NT Inc, and is specifically designed to support churches formed as Incorporated Associations in South Australia.

In South Australia, incorporation is governed by the Associations Incorporation Act 1985, and regulated by Consumer and Business Services (“CBS”), a division of the South Australian Government’s Attorney-General’s Department. CBS provide a useful example rule set which can be used as a guide to ensure that provisions are addressed (see [http://www.cbs.sa.gov.au/assets/files/02\\_association\\_rules.pdf](http://www.cbs.sa.gov.au/assets/files/02_association_rules.pdf)).

As part of the application for incorporation, CBS also provide an “Associations Checklist”, which is a cross-reference between the association’s rules, and the requirements of the Act (see [http://www.cbs.sa.gov.au/assets/files/accoc\\_checklist.pdf](http://www.cbs.sa.gov.au/assets/files/accoc_checklist.pdf)). References on the CBS website are very helpful and we would commend them to you.

By taking the step towards incorporation, the church will need to update its registration with the Australian Charities and not-for-profits Commission (“ACNC”), both in terms of the change of legal entity status, as well as with respect to a new or changed governing document. For information on lodgement requirements, please visit [www.acnc.gov.au/ACNC/Manage/Ongoing\\_Obs/ACNC/Edu/On\\_obgtns.aspx](http://www.acnc.gov.au/ACNC/Manage/Ongoing_Obs/ACNC/Edu/On_obgtns.aspx).

As an Incorporated Association, the church will also need to ensure that it maintains its registration with the Australian Tax Office, specifically with respect to its Name, Entity Status, Australian Business Number (ABN), and tax exemption status as a non-profit organisation. For further information, please visit [www.ato.gov.au/Non-profit](http://www.ato.gov.au/Non-profit).

## Using This Template

This template is a recommended reference point for churches. It provides guidance on particular clauses, and it is highly advisable that appropriate care and attention is taken when undertaking modifications to, or variations from, this template. In such cases, appropriate advice should be sought.

The constitution should not be seen as a comprehensive statement of belief or theology, nor should it be a prescriptive dialogue of detailed procedures and protocols, which should ideally be kept as separate documents to the constitution. Rather, the constitution is primarily about strong governance and good legal standing, ultimately forming a key component of effective structures which enables a healthy church.

The notes as provided in the left column are intended to aid drafting and navigation of this document, and **do not** form part of the constitution itself. The numbers referred to in the column of notes refer to the **clause numbers**.

## Further Assistance

For any help, advice or assistance in establishing your church as an Incorporated Association, or for general advice on the Constitution itself, please contact the State Ministry Team on [reception@churchesofchrist-sa.org.au](mailto:reception@churchesofchrist-sa.org.au).

# Notes

# Constitution

[INSERT NAME OF CHURCH] INCORPORATED

**1. Name** – Insert the full name of the Church, including the words “Inc” or “Incorporated”.

**2. Definitions** – Terms used throughout this document are defined here, and are indicated throughout the constitution by a capital letter.

## “Church Leadership Team” (CLT)

This is a suggested name, which if changed, will need to be replaced here and throughout the constitution with the name chosen for the governing body of the Church e.g. Board, Executive, Council, or Committee.

The “**Ministry Team Leader**” is generally the Senior Minister. Substitute the more appropriate title as required.

## 1. NAME

The name of the incorporated association is “[INSERT NAME OF CHURCH] INCORPORATED”, in this constitution called “the Church”.

## 2. DEFINITIONS AND INTERPRETATIONS

### 2.1. Definitions

In this constitution, unless the contrary intention appears:

“**Act**” means the Associations Incorporations Act 1985 (SA) as amended or substituted.

“**Association**” means the Churches of Christ in South Australia and Northern Territory Inc.

“**Church Leadership Team**” means the governing body of the Church, who for the purposes of the Act, form the committee of management of the Church and are accountable as such.

“**Church of Christ**” means a church affiliated with the Association of Churches of Christ in South Australia and Northern Territory Inc.

“**Financial year**” means the year ending on 30 June.

“**General Meeting**” means a General Meeting of members of the Church convened in accordance with this constitution.

“**Member**” means a member of the Church.

“**Member of the Church Leadership Team**” means any member of the Church Leadership Team, whether elected or appointed.

“**Minister**” means a Minister of Religion appointed by the Church who is a member of the Ministry Team of the Church, and assigned specific roles and responsibilities within the Church.

“**Ministry Team**” means Ministers and others appointed by the Church Leadership Team.

“**Ministry Team Leader**” means the person who oversees the day to day running of the Church, and is responsible for these operations.

“**Ordinary Resolution**” is a resolution of the Church which is not a Special Resolution.

“**Special General Meeting**” means any General Meeting other than the Annual General Meeting.

“**Special Resolution**” means a resolution passed at a duly convened meeting of the Members of the Church where:

- a. at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of the Church; and
- b. has been passed at a meeting by a majority of not less

than three-quarters of such Members of the Church as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at the meeting.

## 2.2. Interpretation

In this document unless the context otherwise requires:

- 2.2.1. a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision;
- 2.2.2. the singular includes the plural and vice versa;
- 2.2.3. a reference to a recital, clause, schedule, annexure or exhibit is to a recital, clause, schedule, annexure or exhibit of or to these rules;
- 2.2.4. a reference to any agreement or document is to that agreement or document (and where applicable, any or its provisions) as amended, novated, supplemented or replaced from time to time; and
- 2.2.5. headings are for convenient reference only and do not affect the interpretation of this constitution.

**3. Objects** – A statement of the purpose for which the Church was founded and operates, ie. what the Church does.

This is an essential statement for the purposes of the Act, however care should be taken to avoid comprehensive statements of activities. It must be succinct and general in nature, but sufficient to describe the "reason for being".

**4. Not For Profit Operation** – An explicit statement that the association (Church) is allowed to make a profit, but that profit cannot be distributed to the Members.

**5. Powers** - These are the activities that the Church is authorised to perform in order to carry out the stated objects. This is a sample list of things that Churches often include.

## 3. OBJECTS

The objects of the Church are to do all things related to the promotion and expression of the Christian Faith, including charitable and educational strategies, to bring people into a life-changing journey with Jesus Christ.

## 4. NOT FOR PROFIT

The property and income of the Church shall be applied solely towards the promotion of the objects of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## 5. POWERS

For the purposes of carrying out its objects, the Church may, subject to the Act and these rules:

- 5.1. acquire, hold, deal with, and dispose of any real or personal property;
- 5.2. administer any property on trust;
- 5.3. open and operate bank accounts;
- 5.4. invest its moneys –
  - 5.4.1. in any security in which trust monies may, by Act of Parliament, be invested; or
  - 5.4.2. in any other manner authorised by the constitution of the Church;
- 5.5. borrow money upon such terms and conditions as the Church thinks fit;

- 5.6. give such security for the discharge of liabilities incurred by the Church as the Church thinks fit;
- 5.7. appoint agents to transact any business of the Church on its behalf; and
- 5.8. enter into any other contract it considers necessary or desirable.

#### **For unincorporated associations transitioning to Incorporation**

This provision is only required where an Church that was formerly unincorporated decides to incorporate. Note however that each situation is unique – consult assistance with wording as required.

- 5.9. if applicable, the Church may take over the funds and other assets and liabilities of the present unincorporated association known as **[Insert name of Unincorporated Association]**.

**6. Church Membership** – These are the rules governing membership, outlining how an individual becomes a Member of the Church.

*Note: Leadership must carefully answer the question: who is allowed to become a Member? Choices will depend on how the individual Church wishes to allow and administer membership, which may include more specific criteria reflecting important distinctives and requirements.*

*Furthermore, the template wording assumes that the Church Leadership Team is responsible for processing membership applications. Some churches may decide to require that membership applications be endorsed by a vote of the congregation, which would need to be made clear within clause 6.2.*

*Accordingly, the Church Membership process may be varied but still must be explicitly stated for the purposes of the Act, and appropriate records be maintained.*

*Forms enabling “application for membership” can be provided by the State Ministry Team if required.*

## **6. MEMBERSHIP**

### **6.1. Membership Qualifications**

- 6.1.1. A person is qualified to be a member of the Church if he or she:
  - 6.1.1.1 declares their faith in Jesus Christ as Lord, and accepts the objects of the Church;
  - 6.1.1.2 agrees to be bound by these rules;
  - 6.1.1.3 has been nominated for membership of the Church as provided for in clause 6.2.; and
  - 6.1.1.4 has been approved for membership of the Church by the Church Leadership Team.

### **6.2 Application for Membership**

- 6.2.1. Application for membership of the Church shall:
  - 6.2.1.1 be made in writing in the form prescribed by the Church Leadership Team; and
  - 6.2.1.2 be lodged with the Secretary.
- 6.2.2. As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Church Leadership Team, which is to determine whether to approve or to reject the nomination.
- 6.2.3. As soon as practicable after the Church Leadership Team makes that determination, the Secretary shall:
  - 6.2.3.1 notify the nominee in writing that the CLT approved or rejected the nomination (whichever is applicable); and
  - 6.2.3.2 if approved, enter the nominee’s name in the register of members and on the name being so entered the nominee becomes a Member of the Church.

**6.3. Cessation of Membership** – Care should be taken with respect to Clause 6.3.4. to ensure that there is an appropriate balance between discretion and the risk of abuse of power within the Church Leadership Team.

### **6.3 Cessation of Membership**

A person ceases to be a Member if the person:

- 6.3.1. dies; or
- 6.3.2. resigns membership; or
- 6.3.3. is expelled from the Church; or

- 6.3.4. if the Church Leadership Team decides that it is appropriate that a person's membership should terminate.

#### 6.4 Resignation of Membership

- 6.4.1. A Member of the Church may resign from the Church by giving one (1) months' written notice to the Secretary of his or her intention to resign, and on the expiration of the period of notice, the member ceases to be a Member of the Church.
- 6.4.2. If a Member of the Church ceases to be a Member under clause 6.4.1. and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the Member ceased to be a member.

#### For unincorporated associations transitioning to Incorporation

This provision is only required where a Church that was formerly unincorporated decides to incorporate. Note however that each situation is unique, and it might very helpful to engage assistance with wording as required.

#### 6.5. Members on New Incorporation

- 6.5.1. If applicable, a Member of the unincorporated association referred to in clause 5.9 becomes a Member and is entitled to the exercise of all the rights and privileges and comply with the obligations of Membership for the purposes of these rules including the right to vote on the day the Church is incorporated, if the person agrees in writing to become a Member, before the day of incorporation.
- 6.5.2. An applicant becomes a Member after the association is incorporated.

**7. Register of Members** – It is a requirement under the Act that an appropriate register is maintained.

A Church may wish to specify different categories of membership, in which case there will need to be a clear basis as to how a Member voluntarily or non-voluntarily ceases to be a Member.

### 7. MEMBERSHIP REGISTER

#### 7.1. Register of Members

- 7.1.1. The Secretary of the Church must establish and maintain a register of Members of the Church specifying:
- 7.1.1.1 The name and address of each Member;
  - 7.1.1.2 The date on which each Member was admitted to the Church; and
  - 7.1.1.3 If applicable, the date of, and reason(s) for, termination of membership.
- 7.1.2. The register of Members must be kept at the principal place of administration of the Church and must be open for inspection, free of charge, by any Member of the Church at any reasonable hour.

#### 7.2 Categories of Members

- 7.2.1. An "*Active Member*" is one who regularly participates in the activities of the Church as determined on a policy basis by the Church Leadership Team.
- 7.2.2. A Member who is absent from fellowship activities (other than for sickness or other acceptable reason) shall be deemed to be "*Inactive*" on a policy basis as determined by the Church Leadership Team.
- 7.2.3. A Member who is unable to participate in fellowship activities because of distance or other circumstances deemed acceptable by Church Leadership Team shall be regarded as an "*Isolated Member*".

**7.2.4. Suspension of Members –** Churches may wish to include the process to be followed in the case of suspension of membership.

7.2.4. A Member not in good standing within the fellowship may be suspended by the declaration of the Church Leadership Team.

## **8. Membership / Subscription**

**Fees –** Rules governing Membership fees. This is a requirement under the Act, and it is assumed largely will not be required beyond the statement as currently made.

## **8. MEMBERSHIP SUBSCRIPTIONS**

The Church Leadership Team may from time to time determine the amount, if any, of the annual subscription to be paid by each Member.

**9. Liabilities of Member –** this clause makes an explicit statement limiting the liability of Members. This does not however extinguish any accountabilities and responsibilities of CLT (Board) Members of the Church, which are required either under the Act, the ACNC regulations, or any other legislation that is imposed on the church by Commonwealth or State Laws.

## **9. LIABILITIES OF MEMBERS**

The liability of a Member of the Church to contribute towards the payment of the debts and liabilities of the Church, as well as any costs, charges or expenses in the event of the winding up of the Church, is limited to the amount, if any, unpaid by the Member in respect of membership of the Church as required by clause 8 of these rules.

## **10. Church Leadership Team –**

Rules are required defining the power and composition of the Committee/ Board/ Executive/ Council.

## **10. CHURCH LEADERSHIP TEAM**

### **10.1 Powers and Duties of Church Leadership Team**

**10.1. Powers and Duties –** This is an important clause which outlines the fundamental powers for who governs the church. It is a requirement of the Act that powers be specifically stated, and it is important that the Church considers what is appropriate in terms of control granted to the CLT, and what safeguards are required for this control via church-wide accountability.

10.1.1. The affairs of the Church shall be managed and controlled by the Church Leadership Team which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Church and are not by the Act or by these rules required to be done by the Church in General Meeting. In particular, it will serve the Church by:

- 10.1.1.1 overseeing the spiritual health and direction of the Church;
- 10.1.1.2 determining the mission, vision and values;
- 10.1.1.3 engaging in strategic planning;
- 10.1.1.4 selecting and supporting the Ministry Team Leader and Ministry Team;
- 10.1.1.5 producing an assessment of the Ministry Team Leader's performance;
- 10.1.1.6 ensuring legal compliance of the Church;
- 10.1.1.7 ensuring fiscal accountability of the Church;
- 10.1.1.8 maintaining public image and relationships with related organisations;
- 10.1.1.9 producing written governing policies;
- 10.1.1.10 encouraging and developing potential Church Leadership Team members;
- 10.1.1.11 delegating implementation of goals;
- 10.1.1.12 monitoring achievement of goals; and
- 10.1.1.13 communicating information to the Church on its activities and decisions.

10.1.2. The Church Leadership Team has the management and control of the funds and other property of the Church.

**10.1.4. The Public Officer –** This is the designated point of contact between the Church and the Commissioner for Consumer and Business Services South Australia, and is required by the Act.



10.1.3. The Church Leadership Team shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Church on which these rules are silent.

10.1.4. The CLT shall appoint a Public Officer for the Church. Unless otherwise determined by the Church Leadership Team, the Secretary will be nominated to fulfil the responsibilities of Public Officer of the Church.

## 10.2 Appointment To the Church Leadership Team

**10.2.1. Church Leadership Team –**  
The Church may ultimately choose the number of CLT (Board) Members. Insert numbers as appropriate. The numbers as indicated are recommended.

*Note: The Ministry Team Leader holds the position Ex-Officio.*

*Ex-Officio means that the right to be on the Board is by virtue of the position held.*

**10.2.2. Officers of the Church –**  
These are designated positions required of the Act.

*Note: The Church may also wish to amend the title of the office holders, but the Church needs to ensure that the responsibilities of the office holders reflect the responsibilities of the CLT (Board) Members as set out in the Model Rules.*

### 10.3 Qualifications of CLT

**Members –** The qualifications and experience of Church Leaders is a very important matter, which must carry a high degree of spiritual discernment and prayer. We would recommend the Church Leadership Team have clear guidelines supporting the requirements of leadership at this level.

*Note: This clause also seeks to ensure that the Board members understand their roles, responsibilities and obligations.*

### 10.4 CLT (Board) Election

**Procedure –** Steps that must be followed to be nominated for membership of the CLT (Board) and the election process for potential and existing CLT (Board) Members.

**10.4.2 Insert** the number, best described as a proportion of the membership needed to elect a CLT (Board) Member.

*Note: take care to avoid setting a percentage too high which may make it difficult to have a CLT Member affirmed.*

### 10.2.1. Composition

The Church Leadership Team shall comprise no more than **six (6)** and no less than **three (3)** Active Members (whether affirmed or co-opted) together with the Ministry Team Leader.

### 10.2.2. Officers of the Church

At its first meeting, Members of the Church Leadership Team shall be appointed to the following positions for the ensuing year:

- the Chairperson;
- the Vice Chairperson;
- the Treasurer; and
- the Secretary.

## 10.3 Qualification of Members eligible to be Members of the Church Leadership Team

10.3.1. Members of the Church Leadership Team shall be Active Members of the Church who have been in good standing for a reasonable period.

10.3.2. The specific experience required of Members of the Church Leadership Team, against which candidates will be assessed, shall be determined by the Church Leadership Team from time to time.

## 10.4 Election of Members of the Church Leadership Team

10.4.1. The Church Leadership Team shall nominate for affirmation by the Members, any Active Member of the Church to a position on the Church Leadership Team which will become vacant under this constitution.

10.4.2. A nominee shall only be appointed if affirmed by at least **70%** of the valid votes cast by the Members by secret ballot.

10.4.3. The ballot for the election of Members of the Church Leadership Team must be conducted at the Annual General Meeting in such manner as the CLT may direct.

10.4.4. In the event that the number of successful nominees exceeds the number of vacancies to be filled, the nominees receiving the highest level of votes shall be deemed elected.

## 10.5 The Chairperson

10.5.1. The Chairperson's role is primarily to run meetings in an orderly fashion and to ensure appropriate records are kept of such meetings.

10.5.2. The Vice Chairperson, Secretary and Treasurer will act as directed by the Church Leadership Team.



## 10.6 The Secretary

10.6.1. The Secretary must as soon as practicable after being appointed as Secretary, lodge with the Church notice his or her address.

### 10.6.2. Minutes

It is the duty of the Secretary to keep minutes of:

- 10.6.2.1 all appointments of Members of the Church Leadership Team;
- 10.6.2.2 the names of Members of the Church Leadership Team present at a meeting of the Team or a General Meeting; and
- 10.6.2.3 all proceedings at a meeting of the Church Leadership Team and General Meetings.

10.6.3. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## 10.7 The Treasurer

It is the duty of the Treasurer to ensure:

- 10.7.1. that all moneys due to the Church are collected and received and that all payments authorised by the Church are made; and
- 10.7.2. that correct books and accounts are kept showing the financial affairs of the Church including full details of all receipts and expenditure connected with the activities of the Church.

## 10.8 Removal of Member from the Church Leadership Team

- 10.8.1. A General Meeting of the Church may by resolution remove any Member of the Church Leadership Team before the expiration of that Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- 10.8.2. If a Member of the Church Leadership Team to whom a proposed resolution referred to in clause 10.8.1. relates makes representations in writing to the Secretary or Chairperson and requests that the representations be notified to the Members of the Church Leadership Team, the Secretary or the Chairperson may send a copy of the representations to each Member of the Church Leadership Team, and if the representations are not so sent the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**10.9. Quorum** – This is the minimum number of CLT Members that need to be present to conduct the business of the CLT. Insert the number of CLT (Board) Members (quorum) required to convene a CLT Meeting.

*Note: The Church may wish to describe this as a proportion of the CLT Membership, but setting a quorum too high may make it difficult*

## 10.9 Quorum and Procedure of the Church Leadership Team

- 10.9.1. The quorum for any Church Leadership Team meeting shall be not less than **fifty percent (50%)** of the members of the Church Leadership Team.
- 10.9.2. The members of the Church Leadership Team, including Ministry Team Leader, co-opted members and members appointed to fill casual vacancies, shall each be entitled to one vote on questions arising in a meeting.

to convene meetings that are able to make decisions.

**10.9.3 Meeting frequency** – Insert the number of times the CLT (Board) must meet each year.

*Note: Be careful not to set this at a frequency that is unrealistic.*

**10.9.4 Meeting Notice** – Insert the time needed for correct notice.

10.9.3. Meetings of the Church Leadership Team will be held **Bi-Monthly**, or more frequently as determined by the Church Leadership Team.

10.9.4. **Three** days' notice of meetings is to be given to members of the Church Leadership Team. Notice shall include an agenda of the matters for consideration.

10.9.5. All such correspondence, notices and meetings may be given or conducted using available technology.

10.9.6. Voting shall be by simple majority with the Chairperson holding a casting vote. If requested, voting can be by secret ballot or may be conducted using available technology.

#### **10.10 Rules regarding term of office for a CLT (Board) member –**

This clause allows for a staggering of the appointments of the CLT (Board) Members, so that positions do not all become vacant at the same time.

**10.10.1 Term of Office** – It is practical and reasonable to require a limited term on CLT (Board) appointments. Three years is suggested, however change as appropriate.

#### **10.10 Term of Office for Church Leadership Team**

10.10.1. Elected members of the Church Leadership Team shall be appointed for a term of **three years** with, as near as practicable, one third of the number retiring annually.

10.10.2. Members of the Church Leadership Team may be re-affirmed provided that no Member of the Church Leadership Team, other than the Ministry Team Leader, may serve for more than two successive terms.

10.10.3. A person who has served for two successive terms is eligible to serve additional terms as a Church Leadership Team Member provided that they have not held the office for at least one year.

**10.11 Casual Vacancies** – It is helpful to have provisions catering for when positions fall vacant on the CLT (Board), allowing for the appointment of a "casual" member if required.

#### **10.11 Casual Vacancies on Church Leadership Team**

10.11.1. For the purposes of this constitution, the office of a member of the Church Leadership Team becomes vacant if that person:-

- (a) ceases to be a Member of the Church;
- (b) resigns from office by notice in writing given to the Chairperson or Secretary; or
- (c) is found guilty of misconduct, or moral or ethical behaviour rendering the holding of the office incompatible with the aims and objects of the Church.

*Note: further to clause 10.11.1(c) Leadership may wish to prescribe the process that must be followed in the event of a misconduct or moral failure issue of a Board (CLT) member. Review this clause carefully.*

Where 10.11.1.(c) applies, the process to be followed will include the following steps:

- (a) The Chairperson of the Church Leadership Team will provide written notice of the proposal for termination, and will seek a meeting with the person;
- (b) The person will have opportunity to respond to this notice;
- (c) A Special Resolution for termination of Membership and Church Leadership Team Membership will be put at a Church Leadership Team meeting; and
- (d) Notification of the outcome of the Special Resolution will be made to the person within fourteen (14) days.

10.11.2. The Church Leadership Team may appoint a Church Member to fill any vacant position on the Church Leadership Team, and the appointed Member shall hold office until the conclusion of the AGM following the date of the appointment.

## 11. MINISTRY LEADERSHIP

### 11.1 Appointment of Ministry Team Leader

**11.1.1 Ministry Team Leader Appointment** – Insert the percentage needed to appoint a Minister.

*Note: setting a percentage too high may make it difficult to appoint a Minister.*

*For appointments other than the Ministry Team Leader, some Churches may wish for this to be in the role of the Senior Minister, but still endorsed by the Church. Modify this clause as required, and if desired, express all Ministry Appointments to be approved by Members.*

11.1.1. The calling and appointment (including extension of appointment) of the Ministry Team Leader shall be by affirmation of the Church following a recommendation by the Church Leadership Team. The affirmation of the Ministry Team Leader shall be by secret ballot and require the approval of at least 75% of valid votes cast by the Members.

### 11.2 Accountability of Ministry Team Leader

11.2.1. The Ministry Team Leader shall be responsible to the Church Leadership Team for the execution and implementation of policies and for the implementation of the strategies of the Church.

11.2.2. Other Ministers shall be responsible to the Ministry Team Leader.

11.2.3. Termination of the appointment of any Minister shall require (apart from special circumstances) three months' notification on either side. If the Church Leadership Team determines that on account of special circumstances immediate termination of the appointment to the position is required, they shall have the discretion to terminate the appointment and pay out the notice period.

11.2.4. To terminate the appointment of the Ministry Team Leader, the Church Leadership Team must:

- (a) reach a consensus that termination is required,
- (b) comply with the procedures as set from time to time in the [INSERT NAME OF CHURCH] Church Governance policies, and
- (c) if requested, invite a person nominated by the State Minister of Churches of Christ in SA and NT Inc. to give advice to both parties, or invite a person or persons nominated by the State Minister of Churches of Christ in SA and NT Inc. to mediate between the parties to ensure that the principles of natural justice are observed.

### 11.3 Other Church Staff Appointments

11.3.1. The appointment of staff positions other than positions within the Ministry Team shall be entrusted to the Church Leadership Team.

11.3.2. Other staff appointments shall be responsible to the Ministry Team.

## 12. ANNUAL GENERAL MEETING

12.1 The first Annual General Meeting ("AGM") shall be held within 18 months after the incorporation of the Church, and thereafter within five (5) months after the end of its Financial Year, each and every year.

12.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall include the following:

- 12.2.1. To confirm the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting;
- 12.2.2. To consider the accounts and reports of the Church and the auditor's report (if required);
- 12.2.3. To elect Church Leadership Team members;
- 12.2.4. To appoint delegates to the Churches of Christ State Convention; and
- 12.2.5. To appoint an auditor (if required).

### 13. Rules Regulating Special General Meetings

– A Special General Meeting is any meeting that is not an AGM.

Any request must state the topic to be discussed and follow the procedure of who is allowed to request an SGM.

**13.3 Insert the number of Members needed** to convene a SGM, and also express this as a percentage.

*Note: This clause allows Church Members to request a Members meeting. The numbers need to be realistic and reasonable.*

### 13. SPECIAL GENERAL MEETINGS

- 13.1 The Church Leadership Team may call a Special General Meeting of the Church at any time.
- 13.2 The Church Leadership Team must on the requisition in writing of at least twenty Members, or 10% of the total number of Members, whichever is greater, convene a Special General Meeting of the Church.
- 13.3 A requisition of Members for a Special General Meeting must:
  - 13.4.1. state the purpose or purposes of the meeting; and
  - 13.4.2. be signed by the Members making the requisition; and
  - 13.4.3. be lodged with the Secretary; and
  - 13.4.4. consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 13.4 If the Church Leadership Team fails to convene a Special General Meeting within one (1) month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 13.5 A Special General Meeting convened by a Member or Members as referred to in clause 13.5. must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Church Leadership Team and any Member who consequently incurs expenses is entitled to be reimbursed by the Church for any reasonable expense so incurred.

### 14. NOTICE, QUORUM AND PROCEDURE AT MEETINGS

**14.1 Meeting Notice** – A reasonable period of notice is highly desirable for church meetings. 14 days has been suggested. 21 days has been suggested for a Special Resolution, reflecting the greater significance of such resolutions.

#### 14.1 Meeting Notice

- 14.1.1. Subject to Clause 14.1.3. at least fourteen (14) days notice of any General Meeting shall be given to Members.
- 14.1.2. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 14.1.3. Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 14.1.4. A notice may be given by the Church to any Member by serving the Member with the notice personally or by sending it by post to the address appearing in the register

of Members.

14.1.5. Where a notice is to be sent by post:

- 14.1.5.1 the service is effected by properly addressing prepaying and posting a letter or packet containing the notice; and
- 14.1.5.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

**14.2.2 Meeting Quorum**— Insert a suggest quorum percentage. It is recommended this is carefully thought through, particularly with those Churches with a small membership.

## 14.2 Procedure at Meetings

- 14.2.1. No item of business is to be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is conducted.
- 14.2.2. Those Members eligible to vote will be those who have attained the age of 18 years, who are present in person, or by proxy.
- 14.2.3. The quorum for voting at General Meetings shall be 20% of the number of Active Members, being Members entitled under these rules to vote at a general meeting.
- 14.2.4. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
  - 14.2.4.1 if convened on the requisition of Members is to be dissolved; and
  - 14.2.4.2 in any other case is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 14.2.5. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present must elect one of their number to preside as Chairperson at the meeting.

## 14.3 Presiding Member

- 14.3.1. The Chairperson or in the Chairperson's absence the Vice Chairperson is to preside as Chairperson at each General Meeting of the Church.
- 14.3.2. If the Chairperson and the Vice Chairperson are absent or unwilling to act the Members present must elect one of their Members to preside as Chairperson at the meeting.

## 14.4 Adjournment

- 14.4.1. The Chairperson of a General Meeting at which a quorum is present may within the consent of the majority of Members present at the meeting adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the

adjournment took place.

- 14.4.2. If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.

#### **14.5 Voting**

- 14.5.1. On any question arising at a General Meeting, a Member has only one vote.
- 14.5.2. All votes must be cast personally or by proxy, but no Member may hold more than five (5) proxies.
- 14.5.3. In the case of an equality of votes on a question at a General Meeting the Chairperson of the meeting is entitled to exercise a second or casting vote.

#### **14.6 Poll at General Meetings**

- 14.6.1. If at a meeting a poll on any question is demanded by not less than three (3) Members it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 14.6.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**14.7 Voting Proxies** – Although not expressly required, this is typically recommended as a procedure. Forms enabling the proxy process can be provided by the State Ministry Team.

#### **14.7 Appointment of Proxies**

- 14.7.1. Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 14.7.2. The notice appointing the proxy is to be in the form prescribed by the Church Leadership Team.

#### **14.8 Minutes of Meetings of the Church**

- 14.8.1. The Secretary must cause proper minutes of all proceedings of all General Meetings and Church Leadership Team meetings to be taken and then to be entered within 30 days after holding of each meeting, as the case requires, in a minute book or other record kept for that purpose.
- 14.8.2. The Chairperson must ensure that the minutes taken of a meeting are checked and signed as correct by the person chairing the meeting to which those minutes relate or by the person chairing the next succeeding meeting, as the case requires.
- 14.8.3. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - 14.8.3.1 the General Meeting or the Church Leadership Team meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and held;



14.8.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting, and

14.8.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

**15.1 Financial Year** – 30 June has been suggested. Adjust as according to the practice of the Church.

## **15. FINANCIAL REPORTING**

### **15.1 Financial Year**

The first financial year of the Church shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **15.2 Keeping of Accounts**

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

**15.3 Accounts and Audit** – The appointment of an auditor is not technically a requirement of the Act, but is an important function of Church Governance and accountability. It is important that the person appointed is independent of the Church Leadership Team, and is suitably experienced.

*Note: A suggested financial reporting format can be provided by the State Ministry Team, together with a template chart of accounts.*

### **15.3 Accounts and Reports to be Laid Before Members**

15.3.1. The Accounts, together with the Auditor's report on the Accounts, the Church Leadership Team's Statement and the Church Leadership's Report shall be laid before Members at the Annual General Meeting.

15.3.2. A Member may at any reasonable time inspect without charge the minutes of any General Meeting, the membership register, the constitution, the financial reports and any report presented at any General Meeting.

### **15.4 Appointment of Auditor**

15.4.1. At each Annual General Meeting the Members shall appoint an independent person to be the Auditor of the Church.

15.4.2. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

15.4.3. If an appointment is not made at an Annual General Meeting, the Church Leadership Team shall appoint an Auditor for the current Financial Year.

## **16. FUNDS OF THE CHURCH**

16.1 The funds of the Church shall be derived from offerings, gifts, interest, loans and such other sources as the Church Leadership Team determines.

16.2 The control of the Church funds shall be overseen by the Church Leadership Team.

16.3 All money received by the Church must be deposited as soon as practicable and without unauthorised deduction to the credit of the bank account of the Church.

16.4 Subject to any resolution passed by the Church in General Meeting, the funds of the Church are to be used in pursuance of the objects of the Church in such manner as the Church Leadership Team determines.

16.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Church Leadership Team or employees of the

Church being Members or employees authorised to do so by the Church Leadership Team.

- 16.6 Save with the approval of a General Meeting, the aggregate of new borrowings in any financial year shall not exceed fifty percent (50%) of the budgeted income of the Church for that year.

**17. Church Property** – This clause is essential, and reflects the existing arrangements that are in place. A new Declaration of Trust will need to be established as part of the incorporation process. This will be provided by the State Ministry Team.

*Note: This clause ultimately ensures that property remains for the benefit of the wider Churches of Christ Movement, and that there is mutual accountability to the Conference of Churches.*

**18. Use of Common Seal** – It is important that there is a clear and concise statement as to who has the authority to use the seal, which in turn legally binds the Church when used.

**19. Dispute Resolution** – This is a sensitive but important procedure, the basis of which should reside in biblically-based principles (such as Matthew 18:15-20), and afford natural justice where applicable.

**20. Amendment to Rules** – Given the importance of the Church constitution, it is important that there is an appropriate process with strong accountability.

**21. Winding Up Provisions** – This clause is required under the Act, and ensures that any residual assets ultimately remain for the benefit of the wider Churches of Christ Movement.

## 17. CHURCH PROPERTY

- 17.1 All real property shall be held in the name of Churches of Christ in South Australia and Northern Territory Incorporated.
- 17.2 The Church shall enter into a Declaration of Trust with Churches of Christ in South Australia and Northern Territory Incorporated as Trustee, for the purpose of declaring and expressing its desire to hold such property on trust for the use and benefit of the Church.

## 18. THE COMMON SEAL

- 18.1 The Church shall have a common seal upon which its name shall appear in legible characters.
- 18.2 The common seal shall be kept in the custody of the Public Officer.
- 18.3 The common seal shall not be used without the express authorisation of the Church Leadership Team and every use of the common seal shall be recorded in the minute book or other records of the Church.
- 18.4 The affixing of the common seal must be attested by the signatures of two (2) members of the Church Leadership Team.

## 19. DISPUTES AND DISCIPLINE

- 19.1 Disputes between one Member and another Member, or between a Member and the Church, may be resolved according to policy of the Church Leadership Team.
- 19.2 The procedure for the disciplining of Members and the mechanism for appearances by Members in respect of disciplinary action taken against them shall be determined by the Church Leadership Team in accordance with Church policy.
- 19.3 A Member subject to such discipline may request a person or persons nominated by the State Minister of Churches of Christ in South Australia and Northern Territory Incorporated to mediate between the parties to ensure that the principles of natural justice are observed.

## 20. AMENDMENTS TO THE RULES

This constitution shall only be altered by a Special Resolution.

## 21. WINDING UP OF THE CHURCH

- 21.1 A General Meeting called for the specific purpose, of which no less than thirty clear days' notice has been given, may, by a Special Resolution, resolve that the Church be wound up or dissolved.

- 21.2 If upon winding up or dissolution of the Church there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members, but shall be transferred or distributed or given to Churches of Christ in South Australia and Northern Territory Incorporated to be used, where practicable, to support the establishment of new Churches of Christ congregations and / or the revitalisation of existing congregations with similar purposes and beliefs.