



A resource for CCVT Affiliates:

DRAFT Church Constitution Template V1.0

This draft template has been developed to aid CCVT affiliates considering becoming an incorporated association (in Victoria).

A constitution is just one part of a process to become incorporated, we ask that you contact CCVT to discuss next steps for your church, and advise you to seek formal legal advice.

DRAFT Church Constitution Template V1.0

[insert name of Association] Church of Christ

ABN [to be inserted once obtained] OR [insert Association number]

Record of Review

<i>Date Issued</i>	<i>Date Reviewed</i>	<i>Reason for Review / Comment</i>	<i>Lead Reviewer</i>

Table of contents

Schedule 1 Items for Inclusion.....	i
Schedule 2 Statement of Faith (if applicable)	iv
Schedule 3 Proxy Form (if applicable)	iv
1. Name.....	1
2. Affiliation	1
3. Principal Purpose and Powers	1
4. Not-For-Profit.....	1
5. Membership.....	1
5.1 General.....	1
5.2 Eligibility.....	1
5.3 Application	1
5.4 Admission.....	2
5.5 Register	2
5.6 Ceasing to be a Member	2
5.7 Liability of Members	2
6. General Meetings	3
6.1 Convening general meetings	3
6.2 Changes to general meeting arrangements	3
6.3 Entitlement to receive notice.....	4
6.4 Notice of general meetings	4
6.5 Timing of notice.....	4
6.6 Annual General Meeting	4
6.7 Chairperson of general meetings.....	4
6.8 Quorum for general meetings	5
6.9 Adjournment of general meetings.....	5
7. Voting At General Meetings.....	5
7.1 Voting rights	5
7.2 Method of Voting.....	5

7.3	Decisions of the Members.....	6
7.4	Seconding.....	5
7.5	Proxies.....	5
7.6	Use of technology.....	6
8.	Discipline and Grievances.....	7
8.1	Disciplinary procedure.....	7
8.2	Grievance procedure	7
9.	Appointment And Removal Of Council Members.....	8
9.1	Number and composition of Council Members	8
9.2	Eligibility.....	8
9.3	Election or appointment of Council Members.....	8
9.4	Casual vacancy	9
9.5	Term of office	9
9.6	Ceasing to be a Council Member	8
9.7	Insufficient Council Members.....	10
9.8	Defects in appointment of Council Members.....	10
10.	Council Decision Making.....	10
10.1	Convening Council meetings	10
10.2	Notice of Council meetings	10
10.3	Quorum for Council meetings.....	9
10.4	Use of technology in Council meetings	10
10.5	Chairperson of Council meetings.....	10
10.6	Voting at Council meetings	10
10.7	Resolutions without meetings	10
11.	Council Members’ Powers and Duties	10
11.1	Powers of Council Members	10
11.2	Duties of Council Members	11
11.3	Establishment of sub-committees	11
11.4	By-laws.....	11
12.	Council Members’ Interests.....	11
13.	Office Bearers and Senior Minister	11
13.1	Appointment of Office Bearers	11
13.2	Secretary	12

13.3	Senior Minister.....	12
13.4	Other Ministers/Staff.....	13
14.	Indemnities And Insurance	13
15.	Administration	13
15.1	Minutes	13
15.2	Accounts and other records of the Church.....	14
15.3	Inspection of books and records	14
15.4	Common seal	14
15.5	Execution of documents	15
16.	Audit and Finance.....	15
16.1	Audit.....	15
16.2	Financial year	15
16.3	Source of funds	15
16.4	Management of funds.....	15
17.	Amending these Rules	15
18.	Notices	15
19.	Winding Up	16
19.1	Distribution of assets on winding up	16
20.	Interpretation	16
20.1	Definitions	16
20.2	Interpretation	17
21.	Transitional Provisions	17
21.1	Members.....	18
21.2	Council Members	18

Schedule 1

Item 1 (Rule 1)	<p>The Name of Association is:</p> <p>[insert name]</p>
Item 2 (Rule 3(b))	<p>The Principal Purpose of the Association is to advance the Christian faith by:</p> <p>[insert Principal Purpose]</p>
Item 3 (Rule 5.2)	<p>Prospective Members must meet all of the following additional eligibility criteria (check those that apply):</p> <p><input type="checkbox"/> The individual:</p> <p style="padding-left: 40px;">(a) has a current leadership role in the Church approved by the Board;</p> <p style="padding-left: 40px;">OR</p> <p style="padding-left: 40px;">(b) has satisfactorily completed a specified Church membership induction process.</p> <p><input type="checkbox"/> The individual has been baptised by immersion on the basis of a profession of faith in Christ.</p> <p><input type="checkbox"/> The individual is nominated for Membership by at least two current Members.</p> <p><input type="checkbox"/> _____ (optional additional criteria)_</p>
Item 4 (Rule 6.1(c))	<p>Number or proportion of Members who may request a general meeting. Choose one and delete the other:</p> <p style="padding-left: 40px;">_____ % of Members</p> <p style="padding-left: 40px;">OR</p> <p style="padding-left: 40px;">_____ Members</p>
Item 5 (Rule 6.4(f))	<p>Choose one and delete the other:</p> <p style="padding-left: 40px;"><i>Members may appoint another Member to act as their proxy and vote on their behalf at the meeting. The attached proxy form must be emailed to [email address] at least 48 hours before the meeting.</i></p>

	<p>OR</p> <p><i>Proxy voting is not permitted.</i></p>
Item 6 (Rule 6.8(b))	<p>Quorum for general meeting (choose one and delete the other):</p> <p><u> </u> % of Members</p> <p>OR</p> <p><u> </u> Members</p>
Item 7 (Rule 7.3(b))	<p>When equal votes are cast on a motion in a general meeting (choose one and delete the other):</p> <p><i>The chairperson will not have a second or “casting” vote and the motion will be lost.</i></p> <p>OR</p> <p><i>The chairperson will have a second or “casting” vote.</i></p>
Item 8 (Rule 7.5)	<p>Choose one and delete the other:</p> <p><i>Proxy votes are not permitted – Rule 7.5 does not apply.</i></p> <p>OR</p> <p><i>Proxy votes are permitted – Rule 7.5 applies.</i></p>
Item 9 (Rule 9.1(a))	<p>The minimum number of Council members is <u> </u></p> <p>The maximum number of Council members is <u> </u></p>
Item 10 (Rule 9.1(d))	<p>Senior Minister voting rights (choose one and delete the others):</p> <p><i>The Senior Minister is not a Council Member and may not vote in Council meetings.</i></p> <p>OR</p> <p><i>The Senior Minister is a Council Member and may vote in Council meetings.</i></p>
Item 11 (Rule 9.5(a)(ii))	<p>The term of office of Council Members expires (choose one and delete the others):</p> <p><i>At the conclusion of the first Annual General meeting following the appointment.</i></p> <p>OR</p> <p><i>At the conclusion of the second Annual General meeting following the appointment.</i></p> <p>OR</p>

	<p><i>At the conclusion of the third Annual General meeting following the appointment.</i></p>
Item 12 (Rule 10.6)	<p>When equal votes are cast on a motion in a Council meeting (choose one and delete the other):</p> <p><i>The chairperson will not have a second or “casting” vote and the motion will be lost.</i></p> <p>OR</p> <p><i>The chairperson will have a second or “casting” vote.</i></p>
Item 13 (Rule 10.7)	<p>A resolution without meeting must be approved by (choose one and delete the other):</p> <p><i>All Council Members entitled to vote.</i></p> <p>OR</p> <p><i>75% of Council Members entitled to vote.</i></p> <p>OR</p> <p><i>A majority* of Council Members entitled to vote.</i></p> <p>*that is, more than 50%.</p>
Item 14 (Rule 13.1(b))	<p>The Chair of the Council will be appointed as follows (choose one and delete all others – this must be consistent with Item 10):</p> <p><u><i>If the Senior Minister is a Council Member:</i></u></p> <p><u><i>The Council must appoint the Chair from among the Council Members (for clarity, the Senior Minister may be appointed as Chair).</i></u></p> <p>OR</p> <p><u><i>The Senior Minister will serve as Chair of the Council.</i></u></p> <p>OR</p> <p><u><i>If the Senior Minister is not a Council Member:</i></u></p> <p><u><i>The Council must appoint the Chair from among the Council Members.</i></u></p>

Schedule 2: Statement of Faith

Optional: Add Statement of Faith here.

Schedule 3: Proxy Form

This form may be used if proxy votes are permitted by Item 8. This form must be returned by email to [email address] at least 48 hours before the general meeting.

APPOINTMENT OF PROXY

I, _____
(Member)

of _____
(Address)

appoint _____
(Proxy)

as my proxy for the General Meeting of [Name of Church] be held on

(Date)

and at any adjournment.

CHOOSE

My proxy can vote on my behalf for all resolutions at the above General Meeting.

OR

My proxy can vote for the resolutions listed below as indicated:

in favour of / against	detail of proposed resolution

Signed _____
(Member)

Date:

1. Name

The name of the Association is set out in Item 1 (the Church).

2. Affiliation

The Church is an Affiliate of CCVT and is bound by the CCVT Constitution and Policies through its Affiliation Agreement with CCVT.

3. Principal Purpose and Powers

(a) The Church is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.

(b) The Principal Purpose for which the Church is established is set out in Item 2.

(c) Solely to carry out the Principal Purpose, the Church may exercise all of the powers of an individual and an association under the Act.

4. Not-For-Profit

(a) The income and property of the Church must be applied solely towards the Principal Purpose.

(b) No part of the income or property of the Church may be paid or transferred directly or indirectly to Members or Council Members by way of dividend, bonus or other profit distribution in their capacity as Members or Council Members.

(c) Rule 4(b) does not stop the Church from making a payment:

(i) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Church;

(ii) to a Member in carrying out the Church's Principal Purpose;

(iii) of premiums for insurance indemnifying Council Members to the extent allowed for by law and these Rules; or

(iv) with the prior approval of the Council, to a Council Member:

(A) for work they do for the Church, other than as a Council Member, if the amount is no more than a reasonable fee for the work done; or

(B) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as Council Member.

5. Membership

5.1 General

The Church must maintain church membership in accordance with the provisions of CCVT's Affiliation Agreement and the requirements of this clause whilst also ensuring the minimum number of Council members stipulated in Item 9.

5.2 Eligibility

To be eligible to become a Member, a person must:

(a) be committed to the Principal Purpose of the Church;

(b) be at least 18 years of age;

- (c) be regularly involved in the primary activities of the Church;
- (d) if a Statement of Faith is included in Schedule 2, affirm that Statement of Faith; and
- (e) meet any other additional criteria set out in Item 3.

5.3 Application

An application for Membership must be made in writing in the form and manner (if any) approved by the Council.

5.4 Admission

- (a) The Council must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- (b) The Council may accept or reject any membership application. The Council does not have to give reasons for accepting or rejecting any application.
- (c) If the Council accepts an application, the Secretary must, as soon as possible:
 - (i) enter the applicant's details into the Register; and
 - (ii) notify the Member in writing of the date their membership commenced.
- (d) If the Council rejects an application, the Secretary must notify the Member in writing of the rejection as soon as possible.
- (e) A person becomes a Member when their name is entered into the Register.

5.5 Register

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address and date of admission to Membership – for each current Member; and
 - (ii) the name, date of admission to Membership, and date on which a person stopped being a Member – for each person who ceased to be a Member in the past 7 years.
- (c) The Secretary must remove all information about former Members within 14 days, other than the name, date of admission and date on which the person stopped being a member.
- (d) The Secretary may keep former Member entries separately from current Member entries.
- (e) Notices may be served on a Member at their address in the Register.

5.6 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) expulsion in accordance with rule 8.1;
 - (iii) failing to maintain eligibility requirements in 5.2 including, but not limited to, failing to attend Church services for a continuous period of six months;
 - (iv) the Council deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within 60 days;
 - (v) death; or
 - (vi) becoming, in the reasonable opinion of the Council, of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health.

- (b) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this rule.
- (c) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

5.7 Liability of Members

Members are not liable to contribute to the:

- (a) debts and liabilities of the Church; or
- (b) costs, charges and expenses of the winding up of the Church.

6. General Meetings

6.1 Convening general meetings

- (a) The Council may call a general meeting.
- (b) The Council must convene a general meeting if a Request is made in accordance with rule 6.1(c).
- (c) A Request for a general meeting must:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (iii) include the names and signatures of the number or proportion of Members specified in Item 4; and
 - (iv) be given to the Secretary.
- (d) If the Church receives a Request, the Council may:
 - (i) give all Members notice of a general meeting within 21 days of the Request; and
 - (ii) hold the general meeting within 2 months of the Request.
- (e) If the Council does not call the meeting within 21 days of a Request, 50 per cent or more of the Members who made the request may call a general meeting.
- (f) To call and hold a meeting under rule 6.1(e) the Members must:
 - (i) as far as possible, follow the general meeting procedures in these Rules; and
 - (ii) hold the general meeting within three months after making the Request.
- (g) The Church must pay the Members who make the Request any reasonable expenses they incur because the Council did not call and hold the meeting.

6.2 Changes to general meeting arrangements

- (a) The Council may change the venue for, postpone, or cancel a general meeting called under rule 6.1(a).
- (b) If a change is made under rule 6.2(a):
 - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under these Rules;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and

(iii) rule 6.5 does not apply to the notice.

(c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

6.3 Entitlement to receive notice

Notice of a general meeting must be given to every Member and every Council Member.

6.4 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any Special Resolution to be considered (and state that it is proposed as a Special Resolution);
- (f) include the statement about proxies in Item 5.

6.5 Timing of notice

All Members must be provided with:

- (a) at least 21 days' notice of a general meeting if a Special Resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

6.6 Annual General Meeting

- (a) The Council must hold an Annual General Meeting at least once in every calendar year, within 5 months of the end of the Financial Year.
- (b) The business of an Annual General Meeting may include any of the following (even if not stated in the notice of meeting):
 - (i) the annual financial statements and any auditor's report;
 - (ii) the appointment of Council Members; and
 - (iii) the appointment and remuneration of any auditor.

6.7 Chairperson of general meetings

- (a) The Chair will preside as chairperson at every general meeting.
- (b) If there is no Chair, the Chair is not present within 15 minutes of the commencement time, or the Chair is unwilling to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):
 - (i) a Deputy Chair (if any);
 - (ii) a Council Member chosen by a majority of the Council Members present;
 - (iii) the only Council Member present; or
 - (iv) a Member chosen by a majority of the Members present.

6.8 Quorum for general meetings

- (a) No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting), unless a quorum is present at the time the business is dealt with.
- (b) The quorum for a general meeting is specified in Item 6.
- (c) If a quorum is not present within 15 minutes of the commencement time, then:
 - (i) if the meeting was called by, or at the request of Members, the meeting will dissolve;
 - (ii) otherwise:
 - (A) the meeting stands adjourned to the day, time and place, determined by the Council or (if no determination is made by the Council), to the same day, time and place in the following week; and
 - (B) if at the resumption of the meeting a quorum is not present within 15 minutes of the commencement time, the meeting will dissolve.
- (d) If proxies are permitted under Item 8, each proxy present must be counted for the purpose of determining a quorum, provided that:
 - (i) only one proxy may be counted for each Member; and
 - (ii) no individual may be counted more than once.
- (e) A suspended Member is not counted for the purpose of determining a quorum.

6.9 Adjournment of general meetings

- (a) The chairperson may (and must if directed by a majority of the Members present and entitled to vote) adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered.
- (b) Only unfinished business may be transacted at a general meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) A meeting adjourned under this rule is adjourned to the day, time and place determined by the Council or (if no determination is made by the Council), to the same day, time and place in the following week.

7. Voting At General Meetings

7.1 Voting rights

- (a) Each Member has one vote (provided they are not suspended).
- (b) On a vote conducted at a general meeting:
 - (i) on a show of hands or voices, each person present who is a Member has one vote; and
 - (ii) by poll, each person present who is a Member has one vote (and, if proxies are permitted by Item 8, each person present as a proxy also has one vote for each Member they represent).

7.2 Method of Voting

- (a) Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.

- (b) A poll can be demanded by five Members (or their proxies) at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A poll must be taken in the manner directed by the chairperson.
- (d) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- (e) A Member may vote in person or by technology (and, if proxies are permitted by Item 8, by proxy).

7.3 Decisions of the Members

- (a) Questions arising for determination will be decided by a majority of votes cast (unless otherwise provided in these Rules).
- (b) If equal votes are cast on a motion, Item 7 will apply.
- (c) A declaration by the chairperson that a resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

7.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

7.5 Proxies

- (a) The following Rule will only apply if Item 8 states that proxy votes are permitted.
- (b) A Member may appoint a proxy to act on their behalf at one or more general meetings.
- (c) A proxy may exercise any and all of the rights of the Member who appointed them, subject to the following:
 - (i) any directions or limitations specified in the proxy appointment; and
 - (ii) a proxy cannot speak and vote for a Member while the Member is present at a meeting.
- (d) A proxy must be a Member of the Church.
- (e) A Member may hold a maximum of two proxies.
- (f) The appointment must be written and signed by the appointing Member in a form substantially similar to that in Schedule 3.
- (g) A proxy vote is valid even if the appointing Member revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

7.6 Use of technology

- (a) The Church may hold a general meeting at any two or more locations using any technology that allows Members to clearly and simultaneously communicate with each other participating Member.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

8. Discipline and Grievances

8.1 Disciplinary procedure

- (a) The Council may take disciplinary action against any Member if it believes there are sufficient grounds to do so.
- (b) The Council may have regard to any matter it considers relevant in determining whether there are sufficient grounds for taking disciplinary action, including but not limited to:
 - (i) conduct which is inconsistent with the Principal Purpose;
 - (ii) conduct which is inconsistent with affirmation of the Statement of Faith;
 - (iii) non-compliance with these Rules; and
 - (iv) conduct which is prejudicial to the Church.
- (c) The Council has discretion to determine the procedure to be adopted to determine whether there are sufficient grounds for taking disciplinary action and what disciplinary action is appropriate, subject to the following:
 - (i) The Member who is the subject of the disciplinary procedure must be:
 - (A) informed of the grounds upon which the disciplinary action against the Member is proposed to be taken; and
 - (B) given an opportunity to be heard in relation to the matter – either by appearing in person and/or by providing a written statement according to the Member’s preference; and
 - (ii) the outcome of the disciplinary procedure must be determined by an unbiased decision-maker; and
 - (iii) to the extent that doing so is compatible with paragraphs 8.1(b)(i)-(ii), the disciplinary procedure must be completed as soon as is reasonably practicable.
- (d) Disciplinary action under this rule includes, but is not limited to, suspension of, or expulsion from, Membership.

8.2 Grievance procedure

- (a) The Council will determine the procedure to be followed to determine any dispute arising between:
 - (i) a member and another member;
 - (ii) a member and the Council; and
 - (iii) a member and the Church.
- (b) The Council must ensure that:
 - (i) a member may appoint any person to act on behalf of the member in the grievance procedure;
 - (ii) each party to the dispute is given an opportunity to be heard on the matter which is the subject of the dispute; and
 - (iii) the outcome of the dispute is not to be determined by a biased decision-maker.

9. Appointment And Removal Of Council Members

9.1 Number and composition of Council Members

- (a) The Church must have the number of Council Members specified in Item 9.
- (b) The Council will comprise:
 - (i) a Chair;
 - (ii) a Deputy Chair; and
 - (iii) ordinary Council Member positions.
- (c) The Senior Minister and Secretary may attend and speak at Council meetings.
- (d) The Senior Minister's voting rights at Council meetings are specified Item 10.

9.2 Eligibility

- (a) Any natural person committed to the Principal Purpose is eligible to be a Council Member provided:
 - (i) the person is a Member;
 - (ii) the person has consented in writing to be a Council Member;
 - (iii) the person has suitable qualifications, skills and experience to discharge the functions of a Council Member, as determined by the Council from time to time; and
 - (iv) the person is not ineligible to be a Council Member under:
 - (A) the Act; or
 - (B) the ACNC Legislation.
- (b) A Council Member must be a Church Member.
- (c) Rule 9.2(a)(iv)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

9.3 Election or appointment of Council Members

- (a) The Members may elect a person to be a Council Member.
- (b) Nominations of candidates for election to the Council must:
 - (i) be made in writing;
 - (ii) be signed by two Members;
 - (iii) contain the written consent of the candidate; and
 - (iv) be provided to the Secretary at least 7 days prior to the Annual General Meeting.
- (c) Election must be by secret ballot.
- (d) The ballot must be conducted at the Annual General Meeting in the manner set out below and otherwise as directed by the Board.
- (e) If the number of nominations received is less than or equal to the number of vacancies to be filled:
 - (i) Each Member present must be given a ballot paper containing blank boxes marked "For", "Against" or "Abstain" against the names of each candidate.
 - (ii) Members holding a proxy will be given a ballot paper for each proxy they hold.

- (iii) At least 60% of votes cast must be “For” a candidate for that candidate to be elected to the Council.
- (iv) Each ballot paper on which the:
 - (A) “For” box is marked counts as one vote for the candidate;
 - (B) “Against” box is marked counts as one vote against the candidate; and
 - (C) “Abstain” box is marked must not be taken into account.
- (f) If the number of nominations exceeds the number of vacancies to be filled:
 - (i) Each Member present must be given a ballot paper containing the names of each candidate in alphabetical order.
 - (ii) Members holding a proxy will be given a ballot paper for each proxy they hold.
 - (iii) Members must mark a number of candidates on the ballot paper equal to the number of vacancies.
 - (iv) The candidates will receive the most votes will be elected.

9.4 Casual vacancy

The Council may appoint a Council Member to fill a casual vacancy.

9.5 Term of office

- (a) The term of office of a Council Member elected by the Members:
 - (i) commences at the end of the general meeting at which they are elected; and
 - (ii) expires when specified in Item 11.
- (b) If the Senior Minister is a Council Member (as determined by Item 10), their term of office as a Council Member:
 - (i) commences when they are appointed to the role of Senior Minister; and
 - (ii) expires when they cease to be Senior Minister.
- (c) The term of office of a Council Member appointed by the Council to fill a casual vacancy:
 - (i) commences on the date of appointment; and
 - (ii) expires at the conclusion of the first Annual General Meeting following the appointment.

9.6 Ceasing to be a Council Member

- (a) A person stops being a Council Member, and a casual vacancy is created, if they:
 - (i) resign by written notice to the Church;
 - (ii) cease to be a Member;
 - (iii) are removed by the Members under the Act;
 - (iv) are absent without leave of the Council, from:
 - (A) three consecutive Council meetings; or
 - (B) four Council meetings over 12 months; or
 - (v) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
 - (vi) are directly or indirectly interested in any contract or proposed contract with the Church

(other than an employment contract) and fail to declare the nature of the interest as required by the Act; or

(vii) become ineligible to be a Council Member under the Act or the ACNC Legislation.

(b) A person who has ceased to be a Council Member must return original copies of any relevant document to the Council.

9.7 Insufficient Council Members

(a) If the number of Council Members is less than the minimum number fixed under rule 9.1, the remaining Council Members may, except in an emergency, act only to:

(i) increase the number of Council Members to a number sufficient to constitute a quorum or meet that minimum number; or

(ii) convene a general meeting of the Church.

9.8 Defects in appointment of Council Members

An act done by, or with the participation of, a person acting as a Council Member or member of a sub-committee is valid even if it is later discovered that:

(a) there was a defect in the appointment of the person; or

(b) the person was disqualified from continuing in office, voting or taking the relevant step.

10. Council Decision Making

10.1 Convening Council meetings

A Council Member may convene or ask the Secretary to convene a Council meeting by giving reasonable notice to all of the other Council Members.

10.2 Notice of Council meetings

(a) Notice of Council meetings must be given to every Council Member.

(b) A notice of a Council meeting:

(i) must specify the place, day and time of the meeting;

(ii) must provide details of any technology that will be used to facilitate the meeting; and

(iii) does not need to specify the nature of the business to be transacted at the meeting.

(c) Subject to rule 10.2(c), at least 48 hours' written notice must be given of Council meetings to all Council Members (unless the Council unanimously waives this requirement).

10.3 Quorum for Council meetings

(a) No business may be transacted at any Council meeting unless a quorum is present.

(b) A quorum of Council Members for Council meetings is a majority of the total number of Council Members.

(c) A Council Member on a leave of absence approved by the Council should not be included when calculating the total number of Council Members for the purposes of this rule.

10.4 Use of technology in Council meetings

(a) The Council may hold its meetings using any technology that is agreed to by the Council.

(b) The Council's agreement may be a standing one.

- (c) A Council Member who attends by technology is deemed to be present in person at the meeting.

10.5 Chairperson of Council meetings

- (a) The Chair will preside as chairperson at Council meetings.
- (b) If the Chair is not present within 15 minutes after the commencement time or is unwilling to act as chairperson for all or part of the meeting then:
 - (i) if there is a Deputy Chair, the Deputy Chair will be the chairperson; and
 - (ii) if the Deputy Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, the Council Members present may elect a Council Member to be chairperson of the meeting or part of it.

10.6 Voting at Council meetings

- (a) A question arising at a Council meeting is to be decided by a majority of votes of Council Members present and entitled to vote.
- (b) If equal votes are cast on a motion, Item 12 will apply.

10.7 Resolutions without meetings

- (a) A Council resolution may be passed without a meeting if the proportion of Council Members required by Item 13 respond to a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Council Member required signs.
- (c) For the purpose of this rule:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means;
 - (iii) the Council Members must respond in writing (including by electronic communication); and
 - (iv) the resolution fails if it has not achieved the required consent within 72 hours after the notice was given.

11. Council Members' Powers and Duties

11.1 Powers of Council Members

- (a) The Council Members are responsible only for the governance of the Church and for furthering the Principal Purpose. Biblical eldership is a separate function from governance.
- (b) The Council Members may exercise all the powers of the Church that are not, by the Act or by these Rules, required to be exercised by the Members.
- (c) The Council can only remove a Council Member who is not the Senior Minister by means of a unanimous vote.
- (d) The Council cannot remove an auditor.
- (e) The Council may delegate any of its powers to one or more Council Members, the Senior Minister, a sub-committee, an employee or any other person.
- (f) The Council may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

11.2 Duties of Council Members

Council Members must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

11.3 Establishment of sub-committees

- (a) The Council may establish sub-committees.
- (b) A sub-committee may include, or be comprised of, non-Council Members.
- (c) The meetings and proceedings of sub-committees are:
 - (i) subject to any terms of reference and/or delegation; and
 - (ii) otherwise governed as far as possible by the provisions of these Rules which regulate the proceedings of the Council.

11.4 By-laws

- (a) The Council may make regulations or by-laws for the general conduct and management of the Church and the business of the Council.
- (b) The Council may revoke and alter by-laws or regulations as it sees fit.

12. Council Members' Interests

- (a) A Council Member who has a material personal interest in a matter being considered at a Council meeting (whether directly or by association) must disclose the nature and extent of that interest and the relation of the interest to the activities of the Church:
 - (i) to the Council - as soon as the Council Member becomes aware of the interest; and
 - (ii) to the Members - at the next general meeting.
- (b) The Council Member:
 - (i) must not be present while the matter is being considered at the Council meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the Council Member belongs to a class of persons for whose benefit the Church is established; or
 - (ii) that the Council Member has in common with all, or a substantial proportion of, the Members.

13. Office Bearers and Senior Minister

13.1 Appointment of Office Bearers

- (a) From time to time as required, the Council must appoint a Deputy Chair and any other Office Bearers it deems fit from among the Council.
- (b) **The Chair must be appointed pursuant to item 14.**
- (c) Office Bearers of the Church hold office until the end of the first Annual General Meeting following their appointment.
- (d) An Office Bearer may be elected for more than one successive term.
- (e) The Council may remove or suspend a person from holding any Office Bearer position by

resolution passed at a Council meeting provided:

- (i) the resolution is passed by not less than two-thirds of the Council Members present; and
- (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

13.2 Secretary

- (a) The Council must appoint at least one Secretary, who may also be a Council Member.
- (b) A person may not be appointed as Secretary unless the person:
 - (i) is a Member;
 - (ii) consents in writing to being appointed as Secretary;
 - (iii) is at least 18 years of age; and
 - (iv) is resident in Australia.
- (c) The Council may suspend or remove a Secretary.
- (d) The Secretary must give the Registrar notice of their appointment within 14 days of their appointment.
- (e) The Council must fill any vacancy in the office of Secretary within 14 days of the vacancy arising.

13.3 Senior Minister

- (a) The Senior Minister must be (and continue to be):
 - (i) a Member; and
 - (ii) Accredited with CCVT.
- (b) The role of the Senior Minister is, as the delegate of the Council:
 - (i) to have oversight of the preaching, worship and pastoral care of the Church;
 - (ii) to execute the policies and implement the plans of the Council; and
 - (iii) to carry out and oversee the day-to-day operational management of the work of the Church including employment of other Church staff within the parameters established by the Council.
- (c) The Senior Minister is accountable at all times to the Council.
- (d) In the event of a vacancy in the role of Senior Minister, the Council must identify and recommend to the Members a candidate for that role.
- (e) The appointment of a candidate to the role of Senior Minister will be by a decision of the Council, with the approval of CCVT via its ministry Accreditation processes, and in recognition of a clear call by God to ministry.
- (f) Council may appoint a Senior Minister for a term, at the remuneration and on the conditions that the Council thinks fit.
- (g) The Council Members may:
 - (i) confer powers, discretions and duties on the Senior Minister as they see fit;
 - (ii) withdraw, suspend or vary any powers, discretions and duties conferred in accordance with 13.3(g)(i);
 - (iii) remove a Senior Minister under clause 13.3(i); and

- (iv) permit the Senior Minister to delegate all or any of the powers, discretions and duties conferred.
- (h) An act done by a person acting as Senior Minister is not invalidated merely because of:
 - (i) a defect in their appointment as Senior Minister; or
 - (ii) the person being disqualified from being Senior Minister;
 if that circumstance was not known by the person when the act was done.
- (i) A Senior Minister will cease to hold office as Senior Minister if they:
 - (i) become deceased;
 - (ii) resign by written notice to the Council;
 - (iii) are removed by the Council pursuant to rule 13.3(i);
 - (iv) if they are a Council Member and cease to meet the eligibility requirements in rule 9.2(a)(iv);
 - (v) fail to maintain CCVT Accreditation as a Minister; or
 - (vi) cease to be a Member of the Church.
- (j) A Senior Minister may be removed by a vote passed by a 75% majority of Council Members (excluding the Senior Minister if they are also a Council Member) and in accordance with the terms of any employment contract.

13.4 Other Ministers/Staff

- (a) Ministers and staff must be:
 - (i) Members of the Church; and
 - (ii) Ministers must additionally be Accredited with CCVT.
- (b) The Council may, in consultation with the Senior Minister, call and appoint other Ministers and staff to the Church.
- (c) Council may appoint other Ministers and staff for a term, at the remuneration and on the conditions that the Council thinks fit.
- (d) Other Ministers and staff are accountable to the Senior Minister and may be appointed and removed by the Senior Minister in accordance with the policies and procedures of the Church and any employment contract.

14. Indemnities And Insurance

- (a) The Church indemnifies every present and past Council Member and Senior Minister of the Church to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer of the Church.
- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable even if the person has ceased to be an officer of the Church;
 - (ii) is not subject to any requirement to first incur an expense or make a payment; and
 - (iii) operates only to the extent that the relevant loss or liability is not covered by insurance.
- (c) The Church may, to the extent permitted by law, pay or agree to pay, a premium in respect of a

contract insuring its officers.

- (d) Nothing in rule 14 limits the Church's ability to indemnify or pay for insurance for any person not expressly covered by this rule.

15. Administration

15.1 Minutes

- (a) The Council must ensure that:
- (i) minutes of all general meetings, Council meetings and sub-committee meetings; and
 - (ii) records of resolutions passed by Members, Council Members and sub-committees without a meeting;
- are recorded and kept with the Church's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- (b) The Church must ensure that minutes of a Council or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

15.2 Accounts and other records of the Church

- (a) The Council must:
- (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements; and
 - (ii) ensure that records of its operations are kept; and
 - (iii) take reasonable steps to ensure that the Church's records are kept safe.
- (b) The Church must retain its records for at least seven years.

15.3 Inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of the Church, including minutes of Council meetings, unless otherwise permitted by these Rules, law, or the Council.
- (b) Members may, on request and by arrangement, inspect:
- (i) the Register;
 - (ii) the minutes of general meetings;
 - (iii) these Rules; and
 - (iv) subject to subrule (c), Council meeting minutes, financial records, books, securities and other documents of the Church subject to this rule.
- (c) The Council may refuse any request to inspect books and records of the Church where:
- (i) the records relate to confidential, personal, employment, commercial or legal matters; and/or
 - (ii) allowing the request would be prejudicial to the interests of the Church.
- (d) The Secretary may refuse to allow a Member to inspect any part of the Register in accordance with the Act.
- (e) Members must not:
- (i) use information obtained about another person from the Register to contact or send

materials to the other person; or

- (ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person;

unless the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.

- (f) If the Church provides access to these Rules on the Church's website or the ACNC website, the Council will be deemed to have allowed a Member to inspect and copy these Rules, unless the Member informs the Church that they are unable to access the Rules on either website.
- (g) A Member must be given a copy of these Rules and minutes of general meetings within one month of the Church receiving a request by the Member and the Member paying any fee prescribed by the Council.

15.4 Common seal

- (a) If the Church has a common seal the Council must provide for its safe custody.
- (b) The Church may execute a document with the approval of the Council if the fixing of the Seal is witnessed by:
 - (i) a Council Member; and
 - (ii) another Council Member, the Secretary or a person appointed by the Council for that purpose.

15.5 Execution of documents

The Church may execute documents by the signature of:

- (a) two Council Members; or
- (b) one Council Member and the Secretary.

16. Audit and Finance

16.1 Audit

- (a) If required by law, the Church must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any general meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.

16.2 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Council passes a resolution to change the financial year.

16.3 Source of funds

The funds of the Church may be derived from joining fees, annual membership fees, donations, fundraising activities, grants, interest and any other sources approved by the Council.

16.4 Management of funds

- (a) The Council may approve expenditure on behalf of the Church.
- (b) The Council may authorise the expenditure of funds on behalf of the Church without requiring approval from the Council for each item on which the funds are expended.
- (c) All cheques must be signed by two Council Members or otherwise authorised in accordance with any process determined by the Council.

- (d) The Council must ensure that systems and procedures for the management of the Church's funds are appropriate for its size and circumstances, and the complexity of its financial affairs.
- (e) All payments must be authorised in accordance with any process determined by the Council.

17. Amending these Rules

- (a) The Church may only alter these Rules by Special Resolution in accordance with the Act.
- (b) The Members must not pass a Special Resolution that amends these Rules if passing it causes the Church to no longer be a Charity.

18. Notices

- (a) Notices can be served on Members or Council Members personally, by post, email or other electronic means.
- (b) Notices are taken to be served:
 - (i) in the case of a properly addressed and posted notice, five business days after the date of posting; and
 - (ii) in the case of a notice sent by email or other electronic means, at the time of sending.
- (c) The non-receipt of notice or a failure to give notice, does not invalidate anything done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
 - (iii) the individual notifies the Church of their agreement to that thing or resolution before or after the meeting.
- (d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

19. Winding Up

19.1 Distribution of assets on winding up

- (a) If on the winding up of the Church or dissolution of the Church, there is a surplus of assets after satisfying all the Church's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as a Member; and
 - (ii) must be given or transferred to CCVT, provided that entity still exists and:
 - (A) is a Charity;
 - (B) has similar purposes to those of the Church as described in these Rules; and;
 - (C) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- (b) If for any reason, CCVT is unable or unwilling to receive the surplus assets, the surplus assets must go to an entity or entities ("the recipient") which is:
 - (i) a Charity;
 - (ii) has similar objects to those of the Church as described in these Rules; and

- (iii) prohibits the distribution of profit or gain to its Members in their capacity as Members.
- (c) The identity of the recipient will be decided by resolution of the Members on or before the time of any winding up or dissolution. If the Members fail to decide, the identity of the Charity or Charities must be determined by application to the Supreme Court in the State of incorporation.

20. Interpretation

20.1 Definitions

In these Rules the following definitions apply in addition to these defined elsewhere within this Constitution:

“Accredited/Accreditation” refers to the status and accompanying process by which a person in ministry in the Church, whether in a paid or voluntary capacity, is both authorised by CCVT (and continues to be authorised by CCVT) to engage in ministry.

“ACNC” means the Australian Charities and Not-for-profits Commission.

“ACNC Legislation” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

“Act” means the *Associations Incorporation Reform Act 2012* (Vic).

“Affiliate” means a member of CCVT.

“Affiliation Agreement” means the written agreement between the Church and CCVT that describes the nature of the Church’s relationship to CCVT in accordance with the Constitution of CCVT.

“asset” means a resource with economic value that the Church owns or controls.

“auditor” may mean a reviewer, if permitted by the Act or ACNC Legislation.

“chairperson” means the person chairing a meeting.

“Chair” means the person appointed to the position of Chair under rule 13.

“Charity” means a charity registered under the ACNC Legislation.

“CCVT” means Churches of Christ in Victoria and Tasmania Incorporated (ABN 26 403 323 495).

“Council” means the committee responsible for the governance of the church in accordance with the requirements of the *Associations Incorporation Reform Act (2012)*, and which may also be referred to as the Church Board (or similar).

“General Meeting” means a meeting of Members (including an Annual General Meeting).

“Item” means an Item in Schedule 1.

“Member” means a person whose name is entered in the Register as a Member of the Church in accordance with rule 5.5.

“Minister” means any senior ministry leader serving as an official of the church whether in a paid or voluntary capacity who is and remains Accredited with CCVT.

“Office Bearer” means Chair, Deputy Chair, secretary and Treasurer.

“person” includes a natural person and a corporation within the meaning of s 57A of the Act.

“Principal Purpose” means the purpose set out in rule 2.

“Register” means the register of Members under the Act.

“Registrar” means the Registrar of Incorporated Associations in Victoria.

“Seal” means a common seal that meets the requirements of rule 15.4.

“Senior Minister” means the individual appointed to serve as the executive officer of the Church in pursuant to clause 13.3.

“Special Resolution” means a resolution passed at a general meeting:

- (a) of which 21 days’ notice specifying the intention to propose the resolution as a Special Resolution has been given pursuant to these Rules and the Act; and
- (b) by not less than 75% of the Members entitled to vote who are present at a general meeting.

“Statement of Faith” means the Statement of Faith set out in Schedule 2 (if any).

20.2 Interpretation

In these Rules:

- (a) If an expression in these Rules has a meaning in the Act, the meaning from the Act will apply to the expression - except where a contrary intention appears in these Rules.
- (b) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

21. Transitional Provisions

The following rules apply notwithstanding anything to the contrary in these Rules.

21.1 Members

The first Members are those named as Members in the application for the Church’s registration under the Act.

21.2 Council Members

The first Council Members are those named as Council Members in the application for the Church's registration under the Act.

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