



GATEWAY COMMUNITY CHURCH INC

CONSTITUTION

(A member of the Christian Reformed Churches of Australia)

As adopted at a special congregational meeting held
16th December 2018

OBJECTIVES

1. To establish and maintain in the City of Cockburn and environs, a Church, for the benefit of people of the Christian faith, as understood from a theologically reformed perspective, as well as those in the local community desiring to become a member of such a Church.
2. Wherever necessary, implement and carry out the decisions of the Church and Synod in accordance with the Church Order of the Christian Reformed Churches of Australia, and the Four Confessional Standards being, the Belgic Confession, the Heidelberg Catechism, the Canons of Dort and the Westminster Confession of Faith (as accepted by the Synod 1957, Article 41 of the Christian Reformed Churches of Australia).
3. To publicise, promote, support and contribute to the cause of Christian Education at all levels of education and including both formal and informal education; to promote Christian values and lifestyles in society and to promote and support anything which may enhance such values and lifestyles.

PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015 (WA)*;

Church means the incorporated Church to which these rules apply;

baptised member means the baptised child of a communicant member with the rights referred to in rule 8(3);

books, of the Church, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by-laws means by-laws made by the Church under rule 64;

chairperson means the Church council member holding office as the chairperson of the Church;

Church Order means the Church Order adopted by the Christian Reformed Churches of Australia as approved by the Synod from time-to-time;

clerk means the council or communicant member holding office as the clerk of the Church;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

communicant member means a person who is communicant member of the Church;

constitution means these rules of the Church, as in force for the time being;

council means the Church council of the Church;

council meeting means a meeting of the Church council;

council member means a member of the Church council;

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 Church or a tier 3 Church, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Church required under Part 5 Division 3 of the Act;

financial year, of the Church, has the meaning given in rule 2;

general meeting, of the Church, means a meeting of the Church that all members are entitled to receive notice of and to attend;

office bearer means a person who is appointed in the Church as the pastor, Elder or Deacon;

register of members means the register of members referred to in section 53 of the Act;

special general meeting means a general meeting of the Church other than the annual general meeting;

special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

Synod means the Synod of the Christian Reformed Churches of Australia;

tier 1 Church means an incorporated Church to which section 64(1) of the Act applies;

tier 2 Church means an incorporated Church to which section 64(2) of the Act applies;

tier 3 Church means an incorporated Church to which section 64(3) of the Act applies;

treasurer means the council or communicant member holding office as the treasurer of the Church;

The Church refers to Gateway Community Church Inc.

2. Financial year

- (1) The first financial year of the Church is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of the Church is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — CHURCH TO BE NOT-FOR-PROFIT BODY

3. Not-for-profit body

- (1) The property and income of the Church must be applied solely towards the promotion of the objects or purposes of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Church only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Church is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Church, or for goods supplied to the Church, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Church from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Church; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Church.

PART 3 — MEMBERS

Division 1 — Membership

4. Eligibility for membership

- (1) Communicant membership is open to those persons who have professed their faith in Christ and who agree to uphold the Four Confessional Standards of the Church and agree to be bound by the provisions of the Church Order.
- (2) Communicant members under the age of 18 are not eligible to vote
- (3) A baptised member is not eligible to vote until becoming a communicant member

5. Applying for membership

- (1) A person who wishes to become a communicant member of the Church must apply for membership to the council in writing or in such form as the council from time-to-time directs.
- (2) The applicant shall ordinarily have undertaken the Church membership course prior to completing the application.
- (3) Children of communicant members who have been baptised will be added as baptised members unless requested otherwise by the parents.

6. Dealing with membership applications

- (1) The council will consider each application for communicant membership of the Church and decide whether to accept or reject the application.
- (2) The decision should be based upon the applicant's commitment to the Christian Faith as understood from a theologically reformed perspective as per 4 (1).
- (3) Subject to subrule (4), the council must consider applications in the order in which they are received by the Church.
- (4) The council may delay its consideration of an application if the council considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (5) The council must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The council may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (7) The council must notify the applicant of the council's decision to accept or reject the application as soon as practical after making the decision.
- (8) If the council rejects the application, the council is not required to give the applicant its reasons for doing so unless —

the prospective member possesses a certificate of transfer from another Church in the CRCA, or from a Church which the Synod has declared to be in full ecclesiastical fellowship with. In such a case, there shall be a right of appeal as defined in the Church Order of the CRCA.

7. Becoming a member

An applicant for communicant membership of the Church becomes a communicant member when the council accepts the application.

8. Classes of membership

- (1) The membership of the Church, which shall be unlimited, shall consist of communicant members, baptised members and any other classes as the Church council shall decide.
- (2) A communicant member has full voting rights once they reach the age of 18 and any other rights conferred on such members by these rules or approved by resolution at a general meeting or determined by the council.
- (3) A baptised member has no voting rights.

9. When membership ceases

- (1) A person ceases to be a member when any of the following takes place —
 - (a) the individual dies;
 - (b) the person resigns from the Church under rule 10;
 - (c) the person is expelled from the Church under rule 15;
 - (d) the person ceases to be a member due to extended absence from the Church to be determined at the discretion of the Church council but in keeping with Synodical guidelines;
 - (e) the person joins another Church as a member.
- (2) The clerk or another person authorised by the council must keep a record, for at least one year after a person ceases to be a member, of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

10. Resignation

- (1) A communicant member may resign from membership of the Church by giving written notice of the resignation to the clerk of the council.
- (2) The resignation takes effect —
 - (a) when the clerk receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

11. Rights not transferable

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

Division 2 — Membership fees

12. Membership fees

- (1) There will be no membership, entrance fees or annual subscription fees as a prerequisite or requirement of membership.
- (2) The funds of the Church shall be derived from tithes, free will offerings, donations, and any such other sources as the Council may determine to be appropriate and which comply with the objectives of the Church.

Division 3 — Register of members

13. Register of members

- (1) The clerk, or another person authorised by the council, is responsible for the requirements imposed on the Church under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Church.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the type of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the clerk's place of residence, or at another place determined by the council.

- (4) A member who wishes to inspect the register of members must contact the clerk to make the necessary arrangements.
- (5) If —
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the council may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Church.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

14. Term used: member

In this Part —

member, in relation to a communicant or baptised member who is terminated or expelled from the Church, includes former member.

Division 2 — Disciplinary action

15. Termination or expulsion

- (1) The council may consider whether a member's membership shall be terminated after considering in detail all relevant matters, and may terminate such membership if the member:
- (a) contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Church; or
 - (c) conducts himself or herself in an un-Christian manner so as to fall within the provisions of the Association's Church Order and regulations prescribed by the synod relating to the admonition and discipline of members; or
 - (d) finds that the member is no longer in agreement with the confessional creed as stated herein or any of the Formulas of Unity as upheld by the Association.
- (2) Where applicable an aggrieved member shall be given a full and fair opportunity of presenting his or her case to the Church council, and if the Church council resolves to either terminate or ratify his or her membership subject to the provisions of the Church Order, it shall instruct the Clerk or acting Clerk to advise the member in writing accordingly.
- (3) A decision of the council to terminate the member's membership or to expel the member from the Church takes immediate effect.
- (4) The council must give the member written notice of the decision, and the reasons for the decision, within 7 days after the council meeting at which the decision is made.
- (5) The member whose membership has been terminated by the church council may appeal to the Classis as provided for in the Church Order.

Division 3 — Resolving disputes

Members and Council shall consider themselves bound by the Church Order, the Four Confessional Standards, and Synodical decisions of the Christian Reformed Churches of Australia when addressing disputes or grievances

16. Parties to attempt to resolve dispute

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

17. How grievance procedure is started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 16, any party to the dispute may start the grievance procedure by giving written notice to the clerk of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the clerk is given the notice, a council meeting must be convened to consider and determine the dispute.
- (3) The clerk must give each party to the dispute written notice of the council meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held. The party or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the council about the dispute.
- (4) If —
 - (a) the dispute is between one or more members and the Church; and
 - (b) any party to the dispute gives written notice to the clerk stating that the party —
 - (i) does not agree to the dispute being determined by the council; and
 - (ii) requests the appointment of a mediator under rule 19,the council must not determine the dispute.

18. Determination of dispute by council

- (1) At the council meeting at which a dispute is to be considered and determined, the council must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the council about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The council must give each party to the dispute written notice of the council's determination, and the reasons for the determination, within 7 days after the council meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the council's determination give written notice to the clerk requesting the appointment of a mediator under rule 19
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

19. Use of a mediator

- (1) The mediator must be a person appointed by the council and may include
 - (a) a previous council member or visiting office bearer from other Churches
 - (b) must not be biased in favour of or against any party to the mediation.
- (2) The person appointed as mediator must have professed their faith in Christ and who agrees to uphold the Four Confessional Standards of the Church and the Church Order.

20. Mediation process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

- (6) Any costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

PART 5 — COUNCIL

Division 1 — Powers of Council

21. Council

- (1) The council members are the persons who, as the management council of the Church, have the power to manage the affairs of the Church.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the council has power to do all things necessary or convenient to be done for the proper management of the affairs of the Church.
- (3) The council must take all reasonable steps to ensure that the Church complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Council and duties of members

22. Council members

- (1) The council members consist of —
 - (a) the office bearers of the Church; composed of the minister(s), elders and deacons of the Church in accordance with Synod decisions and
- (2) In all matters, the Church shall be under the authority of the Council who shall act in accordance with the Church Order, Four Confessional Standards, and the Synodical decisions of the Christian Reformed Churches of Australia.
- (3) The following are the official tasks of the Church —
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the clerk;
 - (d) the treasurer.
- (4) A person must not be responsible for 2 or more of the official tasks mentioned in subrule (3) at the same time.

23. Chairperson

- (1) It is the duty of the chairperson where required to consult with the clerk regarding the business to be conducted at each council meeting and general meeting.
- (2) The chairperson has the powers and duties relating to convening and presiding at council meetings and presiding at general meetings provided for in these rules.
- (3) The chairperson will be a minister of Religion called by the communicant members of the Church to serve as their minister or a serving elder who has been duly elected by a majority of the members of Church council;

24. Clerk

The clerk will be elected by the council and does not need to be a council member. If they are not a council member their attendance at a council meeting is in an advisory capacity only.

The Clerk has the following duties —

- (a) dealing with the Church's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each council meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the council to do so, maintaining on behalf of the Church the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;

- (e) maintaining on behalf of the Church an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the council to do so, maintaining on behalf of the Church a record of council members and other persons authorised to act on behalf of the Church, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Church, other than the financial records, financial statements and financial reports, as applicable to the Church;
- (h) maintaining full and accurate minutes of council meetings and general meetings;
- (i) carrying out any other duty given to the clerk under these rules or by the council.

25. Treasurer

The treasurer will be elected by the council and does not need to be a council member. If they are not a council member their attendance at a council meeting is in an advisory capacity only.

The treasurer has the following duties —

- (a) ensuring that any amounts payable to the Church are collected and issuing receipts for those amounts in the Church's name;
- (b) ensuring that any amounts paid to the Church are credited to the appropriate account of the Church, as directed by the council;
- (c) ensuring that any payments to be made by the Church that have been authorised by the council or at a general meeting are made on time;
- (d) ensuring that the Church complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Church's financial records, financial statements and financial reports, as applicable to the Church;
- (f) if the Church is a tier 1 Church, coordinating the preparation of the Church's financial statements before their submission to the Church's annual general meeting;
- (g) if the Church is a tier 2 Church or tier 3 Church, coordinating the preparation of the Church's financial report before its submission to the Church's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Church's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the council.

Division 3 — Appointment of council members and tenure of office

26. How members become Council members

The appointment of the council members will be through their office bearing roles within the Church

27. Term of office

- (1) The term of office of a council member begins when the member —
 - (a) is appointed as an office bearer as provided for in the Church Order
- (2) A council member (other than the Minister) holds office until —
 - (a) they resign
 - (b) cease to be an office bearer within the Church
 - (c) reach the end of their 3 year tenure.
- (3) A Minister holds office by virtue of his office as the Minister of the Church.

28. Resignation and removal from office

A council member who ceases to be an office bearer of the Church ceases to be a council member.

- (1) Any member of the Church council may tender his resignation from the membership of the Church council at any time in writing to the Clerk. Such notice shall contain full and frank disclosure of the reasons of the member's resignation and shall be considered by the Church council before such resignation shall be approved by the Church council.
- (2) A council member may resign from the council by written notice given to the clerk or, if the resigning member is the clerk, given to the chairperson.
- (3) Once accepted by the council the resignation takes effect —
 - (a) when the notice is received by the clerk or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.

- (4) The Church council shall consider whether a council member should be terminated after considering all relevant matters, including evidence from the member and after obtaining the agreement of the Church council of a neighbouring Christian Reformed Church or the Classis as provided in article 99 of the Church Order and may terminate a member if —
- (a) fails to comply with any of the provisions of these rules or the associations incorporation Act 2015;
 - (b) conducts himself in an un-Christian manner so as to fall within the provisions of the Association's Church's Order and regulations prescribed by the Synod relating to the admonition and discipline of members; or
 - (c) finds that he is no longer in agreement with the confessional creed as stated herein or any of the Formulas of Unity as upheld by the Association.
 - (d) There shall be a right of appeal from any decision of the Church council in respect to the termination and in accordance with the provisions of the Church Order and regulations prescribed by the Synod. Such appeal may be made in the first instance to the Church council, and if unsuccessful may then be made to the Classis and then to the Synod in that order. The secretary shall notify the member in writing of the outcome of any appeal to any of the Church assemblies.

29. When membership of council ceases

A person ceases to be a council member if the person —

- (a) Ceases to be an office bearer in the Church
- (b) dies or otherwise ceases to be a member; or
- (c) resigns from the council or is removed from office under rule 28; or
- (d) becomes permanently unable to act as a council member because of a mental or physical disability.

30. Filling casual vacancies

In the event that a casual vacancy occurs on the council and the council members numbers less than three, the council will fill the casual vacancy in accordance with the principles contained in the Church Order.

Division 4 — Council meetings

31. Council meetings

- (1) The council must meet at least 6 times in each year on the dates and at the times and places determined by the council.
- (2) The date, time and place of the first council meeting must be determined by the council members as soon as practicable
- (3) Special council meetings may be convened by the chairperson or any 2 council members.

32. Notice of council meetings

- (1) Notice of each council meeting must be given to each council member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless subrule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the council members at the meeting unanimously agree to treat that business as urgent.

33. Procedure and order of business

- (1) The chairperson or, in the chairperson's absence, an appointed deputy chairperson must preside as chairperson of each council meeting.
- (2) The procedure to be followed at a council meeting must be determined from time to time by the council.
- (3) The order of business at a council meeting may be determined by the council members at the meeting.
- (4) A member or other person who is not a council member may attend a council meeting if invited to do so by the council.

- (5) A person invited under subrule (4) to attend a council meeting —
- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the council to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting; and
 - (d) may be asked to leave the meeting during a closed session.
- (6) A member of the council who has a material personal interest in a matter being considered at a council meeting must:
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council;
 - (b) disclose the nature and extent of the interest at the next meeting of the Church;
 - (c) is not able to vote on a matter where a conflict of interest has been identified.

34. Functions of the Church Council

- (1) Except as otherwise provided by these rules and subject to the Church Order, the Church council:
- (a) shall have the overall control and management of the administration of the affairs, property and funds of the association; save that in matters of property, especially land and buildings but excluding any motor vehicle used specifically by the Minister, the Church council shall not authorise any financial transaction (being acquisition, disposal or transfers of any asset, liability or capital) or enter into any form of contract to buy or sell any good or service where the value of any one transaction or the sum of several closely related transactions exceeds five percent of the current annual budget, unless it has the approval of a majority of members present at a properly convened general meeting.
 - i. shall endeavor to ensure that the annual budget is adhered to and shall keep the association informed of any significant variance
 - ii. shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
 - (b) The Church council may exercise all the powers of the association, subject to this constitution:
 - i. to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - ii. to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
 - iii. to invest in such manner as the members of the association may from time to time determine.
 - (c) For sub-section (b)(ii) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
 - i. the financial institution for the association; or
 - ii. if there is more than one-financial institution for the association - the financial institution nominated by the association.

35. Use of technology to be present at council meetings

- (1) The presence of a council member at a council meeting need not be by attendance in person but may be by that council member and each other council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A council member who participates in a council meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

36. Quorum for council meetings

- (1) A council meeting will require 60% of the Council members to be present to constitute a quorum. A council meeting may proceed without a quorum, but no resolutions can be passed at such a meeting.

- (2) If a quorum is not present within 30 minutes after the notified commencement time of a council meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a council meeting held under subrule (3)(b); and
 - (b) at least 2 council members are present at the meeting,those members present are taken to constitute a quorum.

37. Voting at council meetings

- (1) Each council member present at a council meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the council members present at the council meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the council members present indicating their agreement or disagreement or by a show of hands, unless the council decides that a secret ballot is needed to determine a particular question.
- (5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- (6) Where a conflict of interest has been declared the member will not be permitted to vote on matters relating to this.

38. Minutes of council meetings

- (1) The council must ensure that minutes are taken and kept of each council meeting.
- (2) The minutes must record the following —
 - (d) the names of the council members present at the meeting;
 - (e) the name of any person attending the meeting under rule 33(4);
 - (f) the business considered at the meeting;
 - (g) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a council meeting must be entered in the Church's minute book or securely electronically stored within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a council meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next council meeting.
- (5) When the minutes of a council meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

PART 6 — GENERAL MEETINGS OF CHURCH

39. Annual general meeting

- (1) The council must determine the date, time and place of the annual general meeting.
- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Church's financial year, the clerk must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the previously council ratified minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the council's annual report on the Church's activities during the preceding financial year; and
 - (ii) if the Church is a tier 1 Church, the financial statements of the Church for the preceding financial year presented under Part 5 of the Act; and

- (iii) if the Church is a tier 2 Church or a tier 3 Church, the financial report of the Church for the preceding financial year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) if applicable, to appoint or remove a reviewer or auditor of the Church in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

40. Special general meetings

- (1) The council may convene a special general meeting.
- (2) The council must convene a special general meeting if at least 20% of the communicant members require a special general meeting to be convened.
- (3) The communicant members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the clerk; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the council does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.

41. Notice of general meetings

- (1) The clerk or, in the case of a special general meeting convened under rule 40(5), the members convening the meeting, must give to each member —
 - (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.
- (2) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 42(7).

42. Proxies

- (1) Subject to subrule (2), a communicant member may appoint an individual who is a communicant member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (2) A communicant member may be appointed the proxy for not more than 5 other members.
- (3) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (4) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- (6) If the council has approved a form for the appointment of a proxy, the member may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member's proxy; and
 - (b) that has been signed by the member.
- (7) Notice of a general meeting given to an ordinary member under rule 41 must —
 - (a) state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
 - (b) include a copy of any form that the council has approved for the appointment of a proxy.

- (8) A form appointing a proxy must be given to the clerk before the commencement of the general meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Church not later than 24 hours before the commencement of the meeting.

43. Presiding member and quorum for general meetings

- (1) The quorum required for a general meeting is 30% of the communicant members to be present in person (or be deemed present by way of proxy or postal vote) to constitute a quorum.
- (2) The chairperson or, in the chairperson's absence, the appointed deputy chairperson must preside as chairperson of each general meeting.
- (3) No business is to be conducted at a general meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
 - (a) in the case of a special general meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least 2 ordinary members are present at the meeting,those members present are taken to constitute a quorum.

44. Adjournment of general meeting

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 40.

45. Voting at general meeting

- (1) On any question arising at a general meeting —
 - (a) subject to subrule (3), each communicant member has one vote and
 - (b) communicant members may vote personally or by proxy.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the communicant members present at a general meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (4) All minutes will have been ratified following the previous annual general meeting at the next council meeting. Voting in regard to the minutes is to confirm them.
- (5) For a person to be eligible to vote at a general meeting a communicant member, or on behalf of the member —
 - (a) must have been a communicant member at the time notice of the meeting was given under rule 41;

46. When special resolutions are required

- (1) A special resolution is required if it is proposed at a general meeting —
 - (a) to affiliate the Church with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager; or
 - (c) to adopt or change these rules; or
 - (d) to cancel its incorporation.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- (3) A special resolution may only be passed at a special general meeting or annual general if at least one third (33.3%) of the members present in person at the meeting (or deemed present by way of proxy or postal vote) and entitled to vote, vote in favour of the special resolution.

47. Determining whether resolution carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.
- (2) Subject to subrule (4), the chairperson of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other communicant members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
- (5) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

48. Minutes of general meeting

- (1) The clerk, or a person authorised by the council from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record —
 - (a) the names of the communicant members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 42(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 39(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 39(3)(b)(iv).
- (4) The minutes of a general meeting must be entered in the Church's minute book or a secure electronic means within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the Church council at the next council meeting;
 - (b) the chairperson of the meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded.

PART 7 — FINANCIAL MATTERS

49. Source of funds

The funds of the Church may be derived from tithes, offerings, entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the council.

50. Control of funds

- (1) The Church must open an account in the name of the Church with a financial institution from which all expenditure of the Church is made and into which all funds received by the Church are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the council may approve expenditure on behalf of the Church.
- (3) The council may authorise the treasurer to expend funds on behalf of the Church up to a specified limit without requiring approval from the council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Church must be signed by —
 - (a) 2 council members; or
 - (b) one council member and a person authorised by the council.
- (5) All funds of the Church must be deposited into the Church's account within 5 working days after their receipt.

51. Financial statements and financial reports

- (1) For each financial year, the council must ensure that the requirements imposed on the Church under Part 5 of the Act relating to the financial statements or financial report of the Church are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if the Church is a tier 1 Church, the preparation of the financial statements; and
 - (b) if the Church is a tier 2 Church or tier 3 Church, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

52. By-laws

- (1) The Church may, by resolution at a general meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to classes of membership other than communicant members approved under rule 8(1); and
 - (b) impose restrictions on the council's powers, including the power to dispose of the Church's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the Church and the auditing of the Church's accounts; and
 - (d) provide for any other matter the Church considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Church that are additional to, and do not restrict, a requirement imposed on the Church under Part 5 of the Act.
- (5) At the request of a member, the Church must make a copy of the by-laws available for inspection by the member.

53. Executing documents and common seal

- (1) The Church may execute a document without using a common seal if the document is signed by —
 - (a) 2 council members; or
 - (b) one council member and a person authorised by the council.

- (2) If the Church has a common seal —
 - (a) the name of the Church must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the council and in the presence of —
 - (i) 2 council members; or
 - (ii) one council member and a person authorised by the council,and each of them is to sign the document to attest that the document was sealed in their presence.
- (3) The clerk must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the clerk or another council member authorised by the council.

54. Giving notices to members

- (1) In this rule —

recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member; or
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

55. Custody of books and securities

- (1) Subject to subrule (2), the books and any securities of the Church must be kept in the clerk's custody or under the clerk's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the Church must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the council.
- (4) The books of the Church must be retained for at least 7 years.

56. Record of council members and those with official roles

The record of council members and other persons authorised to act on behalf of the Church that is required to be maintained under section 58(2) of the Act must be kept in the clerk's custody or under the clerk's control.

57. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of council members, and other persons authorised to act on behalf of the Church, under section 58(3) of the Act; or
 - (c) any other record or document of the Church.
- (2) The member must contact the clerk to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a council meeting, the right to inspect that document is subject to any decision the council has made about minutes of council meetings generally, or the minutes of a specific council meeting, being available for inspection by members.
- (5) The communicant member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose —
- (a) that is directly connected with the affairs of the Church; or
 - (b) that is related to complying with a requirement of the Act.

58. Publication by council members of statements about Church business prohibited

A council member must not publish, or cause to be published, any statement about the business conducted by the Church at a general meeting or council meeting unless —

- (a) the council member has been authorised to do so at a council meeting; and
- (b) the authority given to the council member has been recorded in the minutes of the council meeting at which it was given.

59. Distribution of surplus property on cancellation of incorporation or winding up

- (1) In this rule —

surplus property, in relation to the Church, means property remaining after satisfaction of —

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

but does not include books relating to the management of the Church.

- (2) On the cancellation of the incorporation or the winding up of the Church, its surplus property must be distributed as determined by special resolution to another Church which have similar objects and which is not carried out for the purposes of providing profit or gain to its individual members

60. Alteration of rules

If the Church wants to alter or rescind any of these rules, or to make additional rules, the Church may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

End