



Constitution and Rules of Gisborne Church of Christ Inc

Registration Number:

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1. Name

The name of the Association is Gisborne Church of Christ Inc. (**the Church**).

2. Affiliation

"The Church is an Affiliate of Churches of Christ in Victoria and Tasmania (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:
To promote Christian fellowship, discipleship, and worship in accordance with New Testament teaching, for the advancement of the Kingdom of God and to assist and conduct social welfare and relief work including the relief of poverty, sickness, suffering and misfortune.
- (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 of Gisborne Church of Christ Inc.

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 16 years of age;
- (c) be regularly involved in the primary activities of the Church;

- (d) affirm that Statement of Belief included in Schedule 2,

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 10% of the Members or 10 Members, whichever is the greater 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);

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 25% of Church Members eligible to vote.
- (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) 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.

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 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.

(f) Proxy voting is not permitted.

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, the chairperson will have a second or “*casting*” vote.

(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 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)-(iii), 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 maintain a minimum of 4 Council Members.
- (b) The Council will comprise:
 - (i) a Chair;
 - (ii) a Deputy Chair; and
 - (iii) ordinary Council Member positions.
- (c) The Ministry Team Leader is a Council Member and has voting rights at Council meetings.
- (d) The Secretary and Treasurer may attend and speak at Council meetings, but have no voting rights unless they are also elected Council Members.

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) 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 Council.
- (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) At least 60% of votes cast must be "For" a candidate for that candidate to be

elected to the Council.

- (iii) 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 must mark a number of candidates on the ballot paper equal to the number of vacancies.
 - (iii) The candidates that received the most votes will be elected.

9.4 Casual vacancy

The Council may appoint a Council Member to fill a casual vacancy for the Chair or Deputy Chair.

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 at the conclusion of the second Annual General meeting following the appointment.
 - (ii) The Council member can be elected for another two years but then has to stand down for at least 1 year before being eligible for re-election to the Council.
- (b) The Ministry Team Leader is a Council Member and their term of office as a Council Member:
 - (i) commences when they are appointed to the role of Ministry Team Leader; and
 - (ii) expires when they cease to be Ministry Team Leader.
- (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) 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, the chairperson will have a second or “casting” vote.

10.7 Resolutions without meetings

- (a) A Council resolution may be passed without a meeting if a majority, that is more than 50% of Council Members 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 qualifications would ordinarily be applied to the Church’s Ministers whether or not they also qualify to serve as Council Members.
- (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 cannot remove a Council Member except where they fail to maintain eligibility under clause 9.2 and therefore to also maintain Church Membership under Clause 5.
- (d) The Council may delegate any of its powers to one or more Council Members, the Ministry Team Leader, a sub-committee, an employee or any other person.
- (e) 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

The Council may draft or revoke regulations and or by-laws for the general conduct and management of the Church and the business of the Council, for them to be voted on at either a Special Members meeting or a Annual General Meeting.

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 Ministry Team Leader

13.1 Appointment of Office Bearers

- (a) From time to time as required, the Council must appoint a Chair, Deputy Chair from among the Council, a Secretary and Treasurer and any other Office Bearers it deems fit.
- (b) Office Bearers of the Church hold office until the end of the first Annual General Meeting following their appointment.
- (c) An Office Bearer may be elected for more than one successive term.
- (d) 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 Ministry Team Leader

- (a) The Ministry Team Leader must be (and continue to be):
 - (i) a Member; and
 - (ii) Accredited with CCVT.
- (b) The role of the Ministry Team Leader 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 Ministry Team Leader is accountable at all times to the Council.
- (d) In the event of a vacancy in the role of Ministry Team Leader, the Council must identify and recommend to the Members a candidate for that role.
- (e) The appointment of a candidate to the role of Ministry Team Leader 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 Ministry Team Leader 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 Ministry Team Leader as they see fit;
 - (ii) withdraw, suspend or vary any powers, discretions and duties conferred in accordance with 13.3(j) below;
 - (iii) remove a Ministry Team Leader on any of the grounds listed under clause 13.3(i); and
 - (iv) permit the Ministry Team Leader to delegate all or any of the powers, discretions and duties conferred.
- (h) An act done by a person acting as Ministry Team Leader is not invalidated merely because of:
 - (i) a defect in their appointment as Ministry Team Leader; or
 - (ii) the person being disqualified from being Ministry Team Leader;
 if that circumstance was not known by the person when the act was done.
- (i) A Ministry Team Leader will cease to hold office as Ministry Team Leader if they:

- (i) die;
 - (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;
 - (v) fail to maintain CCVT Accreditation as a Minister; or
 - (vi) cease to be a Member of the Church.
- (j) A Ministry Team Leader may be removed by the Council if there is:
- (i) an unresolvable conflict of interest in accordance with Clause 12; or
 - (ii) a lawful termination of any employment contract.

13.4 Other Ministers

- (a) Ministers must be:
 - (i) Members of the Church; and
 - (ii) Must additionally be Accredited with CCVT.
- (b) The Council may, in consultation with the Ministry Team Leader, 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 Ministry Team Leader and may be appointed and removed by the Ministry Team Leader in conjunction with the Council, 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, Office Bearer and Ministry Team Leader 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) To the extent permitted by law:
 - (i) The Incorporated Association indemnifies every person who has held a leadership (leadership in this clause 14 has the meaning given to it in the constitution of the former church association) position in the former church association, against any liability for costs and expenses incurred by that person in defending any proceedings, as a leader of the former church, in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to that person; and
 - (ii) The Incorporated Association indemnifies every person who is or has been a leader of the former church association against any liability incurred by that person, as a leader of the former church association to another person (other

than the former church itself) unless the liability arises out of conduct involving a lack of good faith.

- (d) The Incorporated Association may pay or agree to pay, a premium in respect of a contract insuring a person who was a leader of the former church association against a liability:
 - (i) Incurred by the person in his or her capacity as a leader of the former church association or in the course of acting in connection with the affairs of the former church association or otherwise arising out of the person holding a position as leader providing that the liability does not arise out of conduct involving a wilful breach of duty in relation to the former church association; or
 - (ii) For costs and expenses incurred by that person in defending proceedings, whatever their outcome.
- (e) In this clause the term “proceedings” means any proceedings whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as a leader of the former church association or in the course of acting in connection with the affairs of the former church association or otherwise arising out of the leader’s holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the former church association).
- (f) The Church may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its officers.
- (g) Nothing in rule 13.4 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 Members for each item on which the funds are expended.
- (c) All payments 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.

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 those 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) for such 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.

“Ministry Team Leader” means the individual appointed to serve as the executive officer of the Church in pursuant to clause **Error! Reference source not found.**

“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.

“Former church association” means the unincorporated association known as

“ Gisborne Church of Christ” ABN 38068940467

“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.

Schedule 2: Statement of Beliefs

Our Beliefs

1. **GOD:** God is the Creator and Ruler of the universe. He has eternally existed in three: Father, Son and Holy Spirit. These three are co-equal and are one God. (*Gen 1:26-27, 3:22, Job 38, 39, 40, 41, Ps 24:1,2, 90:2, Matthew 28:19, 2 Cor 13:14, 1 Pet 1:2, Jude 20, 21*)
2. **JESUS CHRIST:** Jesus Christ is the Son of God. He is co-equal with the Father. Jesus, born of the Virgin Mary, lived a sinless human life and offered Himself as the perfect sacrifice for the sins of all people by dying on a cross. He rose again from the dead after three days to demonstrate His power over sin and death. He ascended to heaven's glory and will return again some day to earth to reign as King of Kings, and Lord of Lords. (*Isa 9:6, 53, Matthew 1:22,23, John 1:1-5, 14:10-30, Acts 1:9-11, Rom 1:3,4, 1 Cor 15:3,4, Col 1:15-20, 1 Tim 2:5,6, 6:14,15, Tit 2:13,14, Heb 1, 4:14,15*)
3. **HOLY SPIRIT:** The Holy Spirit is co-equal with the Father and the Son of God. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. He endows believers with spiritual gifts for building the Body. As Christians we seek to live under His control daily. (*John 16:7-13, 14:16,17, Acts 1:5,8, Rom 8:9, 1 Cor 2:12, 3:16, 2 Cor 3:17, Gal 5:25, Eph 1:13, 5:18*)
4. **THE BIBLE:** The Bible is God's Word to us. It was written by human authors, under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is Truth and it is infallible. (*Ps 12:6, 119:105,160, Prov 30:5, Luke 16:17, 2 Tim 1:13, 3:16, Heb 4:12, 2 Pet 1:20,21*)
5. **SATAN:** Satan originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule established a counter-kingdom of darkness and evil on the earth. His power has been broken by Jesus' death and resurrection. (*John 19:30, 2 Cor 11:14, Eph 6:12, Col 1:13,14, Rev 12:7-9*)
6. **PEOPLE:** People are made in the image of God, to worship Him and bring Him glory. God commands us to be holy as He is holy, but our disobedience to Him, sin, has separated us from Him. (*Gen 1:27, Ps 8:3-6, Isa 53:6, 59, 1,2, Rom 3:23*)
7. **SALVATION:** Salvation is God's free gift to all but we must accept it. We can never make up for our sin by self-improvement or good works. Only by trusting in Jesus Christ as God's offer of forgiveness can anyone be saved from sin's penalty. When we turn from our self-ruled life and turn to Jesus in faith we are saved. Eternal life begins the moment one receives Jesus Christ into their life by faith. (*John 1:12, 3:16, 14:6, Acts 4:12, Rom 5:1,8, 6:23, Gal 3:26, Eph 2:8,9, Tit 3:5*)
8. **COMMITMENT:** It is important for people to respond to Jesus by making an intelligent and meaningful commitment to Him. At Gisborne Church of Christ we encourage people to do this by openly acknowledging Jesus Christ as their personal Lord and Saviour. (*Acts 4:12, Rom 10:9*)
9. **BAPTISM:** Baptism is an act of obedience as taught in scripture. We encourage people to follow their commitment to Jesus by expressing their faith through baptism by full immersion. (*Mark 1:9-11, Acts 2:41, Rom 6:3-5, 1 Cor 12:13*)
10. **COMMUNION:** In Communion we reaffirm our belief in the Easter message of the death and resurrection of Jesus. In sharing together in the Lord's Supper, we take the opportunity to remember Jesus' sacrifice for us; we reflect, repent and re-commit ourselves to Him. Each week, when we meet together as a church family, we celebrate Communion. (*Matthew 26:26-28, 1 Cor 10:16,17,21, 11:23-26*)