

Churches of Christ in SA and NT Inc.

Model Constitution for an Incorporated Church

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

PREAMBLE

Document Purpose

This model template constitution is recommended for churches affiliated with Churches of Christ in SA and NT Inc and is specifically designed to support churches who wish to take steps to be formed as an Incorporated Association in South Australia.

In South Australia, incorporation is governed by the [Associations Incorporation Act 1985](#) (“**Act**”) and Incorporated Associations are regulated by Consumer and Business Services (“**CBS**”), (which is a division of the South Australian Government’s Attorney-General’s Department).

CBS have published a guide on “[How to incorporate under the Associations Incorporations Act 1985](#)” which provides a step by step approach to incorporation and provides relevant information on the key issues to consider.

CBS also provide a useful “[Example of Rules for an Incorporated Association](#)” which can be used as a guide to ensure that all the prescribed matters that must be included in the rules of an Incorporated Association are addressed. Please note that ‘Rules’ and ‘Constitution’ are generally used interchangeably to describe the governing document of an incorporated association and the clauses contained therein.

Prior to making the application for incorporation a Public Officer must be appointed. The Public Officer must be a natural person of or above the age of 18 years who is a resident in South Australia. CBS have produced a guide to “[Public Officer Responsibilities](#)” which will assist with any questions you may have about that role.

Finally as part of the application for incorporation, CBS requires the “[Checklist](#)”, (which is a cross-reference between the association’s rules, and the requirements of the Act) to be completed and submitted with the church’s Constitution and accompanied by the prescribed [fee](#).

The [Associations, Charities and Cooperatives page](#) on the CBS website contain resources that will be very helpful and we commend them to you.

If the church was registered as a charity with the Australian Charities and not-for-profits Commission (“**ACNC**”) before incorporation, then once the church is incorporated and the Certificate of Incorporation has been issued by CBS, the church will need to update its registration with ACNC in terms of the change of legal entity status, submit the new or changed Constitution and check the tax concessions granted.

You can check the current status of the church’s tax concessions and other registrations by looking up the ABN of the church via the [Australian Business Register](#).

For more information on ACNC lodgement requirements, please visit www.acnc.gov.au/ACNC/Manage/Ongoing_Obs/ACNC/Edu/On_obgtns.aspx.

If the church was not registered as a charity with the ACNC before incorporation, then after incorporation, the church must obtain an [Australian Business Number](#) (“ABN”) by applying through the [Australian Business Register](#) (“ABR”) before it can commence an [application with the ACNC](#).

As part of ACNC application the church may apply for the relevant [charity tax concessions with the ATO](#) which will be automatically granted if the ACNC accept the application and register the church as a charity.

As an Incorporated Association and a registered charity with tax concessions granted by the ATO, the church must ensure that relevant authorities (eg: CBS, ACNC, ATO) are notified of any changes pertaining to the church, the Public Officer, the Responsible Persons and its Rules.

For further information about reporting obligations see: [CBS](#), [ACNC](#) and [ATO](#)

Using this Model Template Constitution

This Template Constitution is a recommended reference point for churches and has been drafted to ensure that all the prescribed matters are included and dealt with in a manner which ensures statutory compliance.

The guidance notes provided in the left column are alongside clauses where the church has discretion and freedom of more precise expression. For example, the Objects clause (clause 3) is not a complete or comprehensive statement of belief or theology. The church may consider including additional clauses that more fully articulate the church’s “what” and “why” (objects/purpose) the “how” (activities) and the “who” (general public) but caution should be taken when drafting to ensure that any additional clauses are not too prescriptive and are consistent with a ‘religious, educational, charitable or benevolent purpose’.

The guidance notes are intended to provide context and additional information to aid drafting and navigation of this Template. If the church wishes to modify clauses that do not have guidance notes alongside then care should be taken when undertaking modifications (eg: removing, adding or varying clauses). In such cases, appropriate advice should be sought.

Where some aspect of that clause must be retained for statutory compliance, then this is also set out in the guidance notes. The notes **do not** form part of the constitution itself and may be deleted once the clause has been reviewed and changes made. The numbers referred to in the column of notes refer to the **clause numbers**.

Further Assistance

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

Notes

1. Name –

Insert the full name of the Church, including the words “Inc” or “Incorporated”.

2. Definitions –

Terms used throughout this document are defined here and are indicated throughout the constitution by a capital letter.

“Church Leadership Team” (CLT)

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

Constitution

Drafting note: insert the name of the church below

INCORPORATED

1. NAME

The name of the incorporated association is “[INSERT NAME OF CHURCH]” hereinafter called the “Church”

2. DEFINITIONS AND INTERPRETATIONS

2.1. Definitions

In this constitution, unless the contrary intention appears:

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

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

“ACNC External Conduct Standards” means the additional standards that cover certain aspects of a charity operating overseas that operate in addition to the ACNC Governance Standards.

“ACNC Governance Standard(s)” where used in this Constitution and followed with a number, is a reference to that particular ACNC Governance Standard (and if not followed with a number, then to any one or all) which are a set of core, minimum standards that deal with how a charity is run (including its processes, activities and relationships).

“Act” means the Associations Incorporations Act 1985 (SA).

“ATO” means Australian Taxation Office and/or the Australian Business Register which is administered by the ATO as the context so allows.

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

“Christian Faith” means belief and confidence in the truths revealed about creation and the creator God (as Father, Son (Jesus Christ) and Holy Spirit) in Protestant Christian Canonical Scriptures comprised of 39 books of the Old Testament and the 27 books of the New Testament.

“Church of Christ” means a church affiliated with, or a Member of Churches of Christ in South Australia and Northern Territory Inc.

“COFC SA&NT” means the Churches of Christ in South Australia and Northern Territory Inc.

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

“Commission” means Consumer and Business Services who administers the Act.

“Electronic Funds Transfer” means the transfer of funds from one bank account to another by electronic means across a digital network or utilising an online banking platform without the need for paper documentation.

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

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

“Member” means a member of the Church.

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

“Minister” means a Minister of Religion appointed by the Church who is a member of the Ministry Team of the Church and assigned specific roles and responsibilities within the Church that are principally pastoral in nature or to perform directly related religious activities (for example the practice, study, teaching and propagation of religious beliefs).

“Minister of Religion” means a person who has been:

- ordained (or commissioned or admitted) as a minister of religion; or
- a lay person commissioned or given authority to perform the ministry of a minister of religion based on theological training or other relevant experience; or
- other persons who have been set apart from the other Members to act in the capacity of minister or spiritual leader (including the conduct of religious worship and other religious ceremonies) from time to time; or
- a member of a religious order; or
- a student undertaking certain religious studies or training.

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

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

“Ordinary Resolution” is a resolution of the Church which is not a Special Resolution and which may be passed at a meeting by a simple majority of such Members of the Church as being entitled to do so vote in person or where proxies are allowed, by proxy, at the meeting.

“Records” means and includes any document or record of information reasonably required to explain the business of the Church (including but not limited to Meeting agendas and any reports referred to in or associated with those agendas) the Register of Members, Minutes of Meetings and any Accounts or accounting records.

“Registered Charity” means a charity registered with the ACNC.

“Responsible Person” has the same meaning as ‘responsible entities’ defined in the ACNC Act and referred to by the ACNC

“Rules” refers to this Constitution and the clauses contained therein.

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

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

- a) at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of the Church; and
- b) has been passed at a meeting by a majority of not less than three quarters (3/4^{ths}) of such Members of the Church as being entitled to do so vote in person or where proxies are allowed, by proxy, at the meeting.

"State Minister of Churches of Christ" means that person appointed to the role of State Minister and/or Chief Executive Officer and if no person is appointed then to any person appointed to act in that role for the time being.

"Voting Member" means a person who meets all of the criteria set out in clause 14.2.1

"Year" means, in the context of a 'term' of service, that period as close as practicable to one year in length between any two successive Annual General Meetings.

2.2. Interpretation

In this document unless the context otherwise requires:

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

3. Objects –

A statement of the purpose for which the Church was founded and operates, ie. what the Church does. This is an essential statement for the purposes of the Act, however care should be taken to avoid comprehensive statements of activities. It must be succinct and general in nature, but sufficient to describe the "reason for being".

4. Not For Profit Operation –

An explicit statement that the association (Church) is allowed to make a profit, but that profit cannot be distributed to the Members.

3. OBJECTS

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

4. NOT FOR PROFIT

The Church must not conduct its affairs in a manner calculated to secure a pecuniary profit for the Members or any of them, or for associates of Members or any of them. The property and income of the Church shall be applied solely towards the promotion of the Objects of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members

5. Powers –

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

or their associates, except in good faith in the course of the promotion of those Objects such as:

- 4.1. a Member receiving help that is consistent with the Church's Objects; or
- 4.2. paying a Member genuine compensation for goods or services the Member has provided to or on behalf of the Church at fair and reasonable rates or rates more favourable to the Church; or
- 4.3. paying rent and/or other amounts for premises a Member has let to the Church for its use at fair and reasonable rates or rates more favourable to the Church; or
- 4.4. reimbursing a Member for expenses the Member has properly incurred on behalf of the Church; or
- 4.5. making a payment to a Member under a contract of employment or other contract entered into on a proper commercial arms-length basis to provide goods or services reasonably required by the Church; or
- 4.6. paying premiums for insurance indemnifying any member of the Church Leadership Team, as allowed for by law.

5. POWERS

For the purposes of carrying out its Objects, the Church may, subject to the Act and these Rules exercise any of the following powers as set out in section 25 of the Act:

- 5.1. acquire, hold, deal with, and dispose of any real or personal property;
- 5.2. administer any property on trust;
- 5.3. open and operate bank accounts;
- 5.4. invest its moneys –
 - 5.4.1. in any security in which trust monies may, by Act of Parliament, be invested; or
 - 5.4.2. in any other manner authorised by these Rules;
- 5.5. borrow money upon such terms and conditions as the Church thinks fit;
- 5.6. give such security for the discharge of liabilities incurred by the Church as the Church thinks fit;
- 5.7. appoint agents to transact any business of the Church on its behalf; and
- 5.8. enter into any other contract it considers necessary or desirable.

6. Church Membership –

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

Note: Leadership must carefully answer the question: who is allowed to become a Member? Choices will depend on how the individual Church wishes to allow and administer

6. MEMBERSHIP

6.1 . Membership Qualifications

A person is qualified to be a Member if he or she:

membership, which may include more specific criteria reflecting important distinctives and requirements.

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

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

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

- 6.1.1. declares their faith in Jesus Christ as Lord, and accepts the Objects of the Church;
- 6.1.2. agrees to be bound by these Rules;
- 6.1.3. has been nominated for membership of the Church as provided for in clause 6.2.; and
- 6.1.4. has been approved for membership of the Church by the Church Leadership Team.

6.2 Application for Membership

- 6.2.1. Application for membership of the Church shall:
 - 6.2.1.1. be made in writing in the form prescribed by the Church Leadership Team; and
 - 6.2.1.2. be lodged with the Secretary.
- 6.2.2. As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Church Leadership Team, which is to determine whether to approve or to reject the nomination.
- 6.2.3. As part of the process of determination the Church Leadership Team may:
 - 6.2.3.1. arrange to meet with the nominee to discuss the application and explain the rights and responsibilities associated with membership;
 - 6.2.3.2. request further information from the nominee in support of the application for membership;
 - 6.2.3.3. take reasonable steps and make reasonable enquiries to satisfy themselves of the identity and character of the nominee.
- 6.2.4. As soon as practicable after the Church Leadership Team makes that determination, the Secretary shall:
 - 6.2.4.1. notify the nominee in writing that the CLT approved or rejected the nomination (whichever is applicable); and
 - 6.2.4.2. if approved, enter the nominee's name in the Register of Members and on the name being so entered the nominee becomes a Member.
- 6.2.5. Where an application for membership has been rejected, the decision of the CLT is final and binding and no reason for rejection shall be given (unless the CLT in their absolute discretion decides to the contrary).
- 6.2.6. Any person who has had their application rejected may after the expiration of a period not less than eighteen months after receipt of the notice of rejection, make a further application for membership. The CLT may make it a condition that the person attend a number of meetings with the Minister or the CLT prior to making of any further application for membership.

6.3. Cessation of Membership –
Care should be taken with respect to Clause 6.3.4. to ensure that there is

6.3 Cessation of Membership

A person ceases to be a Member if the person:

an appropriate balance between discretion and the risk of abuse of power within the Church Leadership Team.

- 6.3.1. dies; or
- 6.3.2. resigns membership (in accordance with clause 6.4); or
- 6.3.3. is expelled from the Church (in accordance with clause 6.5); or
- 6.3.4. if the Church Leadership Team decides that it is appropriate that a person's membership should terminate (in accordance with clause 6.6).

6.4 Resignation of Membership

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

6.5 Discipline of a Member

- 6.5.1. Subject to giving a Member an opportunity to be heard or to make a written submission in their defence, the Church Leadership Team may resolve to discipline a Member ('**Appealing Member**') (which may include warning, suspension or expulsion) on account of:
 - 6.5.1.1. conduct detrimental to the interests of the Church or likely to cause damage or bring into question the reputation or goodwill of the Church; or,
 - 6.5.1.2. conduct which is perceived as disruptive, risky or harmful (whether actually or potentially) to the safety and wellbeing of other Members and any children or vulnerable adults in the care of the Church; or
 - 6.5.1.3. holding beliefs that are fundamentally at odds with the Church's expression of the Christian Faith and/or the Objects of the Church as set out in clause 3 and/or an inability to continue to meet the membership qualifying criteria as set out in clause 6.1.
 - 6.5.1.4. conviction by a civil authority for a criminal offence.
- 6.5.2. Particulars of the alleged offense, the disciplinary measure(s) the CLT propose to take, together with an invitation to attend in person (together with a support person if desired) at the CLT Meeting to defend the charge shall be communicated in writing to the Appealing Member at least one (1) month before the date of CLT Meeting at which the matter will be heard and determined.
- 6.5.3. The Appealing Member may decline to attend the CLT Meeting in person and submit a written statement in lieu (together with any supporting documents if appropriate) in defence of the charge at least seven (7) days prior to the CLT Meeting which

must be considered by the CLT prior to making any determination.

- 6.5.4. After the Appealing Member has been heard or been given an opportunity to be heard and proper consideration of any defence given by the Appealing Member and the facts in respect of the alleged offence has been made, if at least 75% of the CLT members personally present at the CLT Meeting vote in favour of:

6.5.4.1. expulsion of the Appealing Member, the membership of that Appealing Member shall be terminated effective as at the date of the CLT Meeting;

6.5.4.2. suspension of the Appealing Member, the membership of that Appealing Member shall be suspended effective as at the date of the CLT Meeting for a period determined by the CLT in its absolute discretion who shall also have the discretion to impose conditions which must be met for the suspension to be lifted.

For clarity: Proxy votes (if allowed) shall not be counted in determining whether to expel an Appealing Member.

- 6.5.5. The determination of the CLT in respect of any form of discipline to be enforced (including expulsion) and the duration of such (if applicable) shall be provided in writing to the Appealing Member within seven (7) days of the CLT Meeting at which the determination was made.

- 6.5.6. The decision of the CLT made in accordance with this clause shall be final and binding on the Appealing Member.

6.6. Other causes

The CLT may by at least 75% of the CLT members personally present at the CLT Meeting voting in favour of removal of the Member, cease a Member's membership for the following causes:

- 6.6.1. evidence to the reasonable satisfaction of the CLT that the Member has ceased to attend the Church and is a member of another church; or
- 6.6.2. a Member being absent from at least three (3) successive AGM's without providing notice of apology.

7. REGISTER OF MEMBERS

7.1 . Register of Members

- 7.1.1. The Secretary of the Church must establish and maintain a Register of Members of the Church specifying:

- 7.1.1.1. The full name and contact details of each Member;
- 7.1.1.2. the date on which each Member was admitted to the Church; and

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

7.1.1.3. if applicable, the date of, and reason(s) for, termination (or suspension if applicable) of membership.

7.1.2. The Register of Members must be kept at the principal place of administration of the Church and must be open for inspection, free of charge, by any Member at any reasonable hour.

7.2 Categories of Members

7.2.1. An “*Active Member*” is a Member who regularly participates in the activities of the Church as determined on a policy basis by the Church Leadership Team.

7.2.2. An “*Inactive Member*” is a Member who is absent on a regular basis from fellowship activities due to sickness or other reason(s) deemed acceptable on a policy basis by the Church Leadership Team).

7.2.3. An “*Isolated Member*” is a Member who is unable to participate in fellowship activities because of distance or other circumstances which are deemed acceptable on a policy basis by the Church Leadership Team.

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

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

8. MEMBERSHIP SUBSCRIPTIONS

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

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

9. LIABILITIES OF MEMBERS

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

10. Church Leadership Team –
Rules are required defining the power and composition of the Committee/ Board/ Executive/ Council.

10. CHURCH LEADERSHIP TEAM

10.1 Powers and Duties of Church Leadership Team

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

10.1.1.1. overseeing the spiritual health and direction of the Church;

10.1.1.2. determining the mission, vision and values;

10.1.1.3. engaging in strategic planning;

10.1.1.4. selecting and supporting the Ministry Team Leader and Ministry Team;

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

- 10.1.1.5. producing an assessment of the Ministry Team Leader's performance;
- 10.1.1.6. ensuring legal compliance of the Church;
- 10.1.1.7. ensuring fiscal accountability of the Church to its Members;
- 10.1.1.8. maintaining public image and relationships with related organisations;
- 10.1.1.9. producing written governing policies;
- 10.1.1.10. encouraging and developing potential Church Leadership Team members;
- 10.1.1.11. delegating implementation of goals;
- 10.1.1.12. monitoring achievement of goals; and
- 10.1.1.13. communicating information to the Members about Church activities and decisions made by CLT on behalf of the Church which affect the operation, financial or administration of the Church.

10.1.2. The Church Leadership Team has the management and control of the funds and other property of the Church and may transact any business (including but not limited to entering into and terminating any contracts) in the name of the Church.

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

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

10.1.4. The Public Officer –

This is the designated point of contact between the Church and the Commissioner for Consumer and Business Services and is required by the Act.

10.2.1. Church Leadership Team –

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

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

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

10.2.2. Officers of the Church –

These are designated positions required of the Act.

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

10.2 Appointment to the Church Leadership Team

10.2.1. Composition

The Church Leadership Team shall comprise no more than six (6) and no less than three (3) Active Members together with the Ministry Team Leader.

10.2.2. Officers of the Church

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

- 10.2.2.1. the Chairperson;
- 10.2.2.2. the Vice Chairperson;
- 10.2.2.3. the Treasurer;
- 10.2.2.4. the Secretary.

The Church will not be in breach of these Rules if one (1) person holds more than one (1) office or if no person is appointed to the office of Vice Chairperson. Although one (1) person shall not hold more than two (2) offices contemporaneously.

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

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

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

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

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

10.3 Eligibility criteria for Church Leadership Team Members

10.3.1. Church Leadership Team Members shall be:

- 10.3.1.1. Active Members of the Church; and
- 10.3.1.2. of good standing and have been in good standing for a reasonable period prior to nomination (as determined in the absolute discretion of the CLT); and
- 10.3.1.3. able to satisfy ACNC Governance Standard 4 (eg: not disqualified by the ACNC from being a Responsible Person nor disqualified from managing a corporation); and
- 10.3.1.4. not otherwise disqualified under Section 30 of the Act.

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

10.4 Election of Members of the Church Leadership Team

- 10.4.1. The Church Leadership Team shall nominate, for affirmation by the Members, a person eligible in accordance with clause 10.3 as Church Leadership Team Member.
- 10.4.2. A nominee shall only be appointed if affirmed by at least 70% of the valid votes cast by the Members by secret ballot at an Annual General Meeting.
- 10.4.3. In the event that the number of successful nominees exceeds the number of vacancies to be filled, the nominees receiving the highest level of votes shall be deemed elected.

10.5 The Chairperson

- 10.5.1. The Chairperson's role is primarily to run meetings in an orderly fashion (including but not limited to preparation and distribution of agendas and any relevant reports to the CLT prior to meetings and ensuring appropriate minutes are kept of such meetings).
- 10.5.2. The Vice Chairperson, Secretary and Treasurer will act as directed by the Church Leadership Team.

10.6 The Secretary

- 10.6.1. Where the Secretary has also been appointed Public Officer, the Secretary must as soon as practicable after being appointed as Secretary, lodge with the Commission and the ATO notice of their appointment as Public Officer.

10.6.2. Minutes

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

- 10.6.2.1. all appointments of Church Leadership Team Members (including any appointed by the CLT to fill a casual vacancy in accordance with clause 10.11.2;

10.6.2.2. the names of Church Leadership Team Members present at a meeting of the CLT or a General Meeting; and

10.6.2.3. all proceedings at a meeting of the Church Leadership Team and General Meetings.

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

10.6.3. Records

It is the duty of the Secretary to ensure that the Records are retained on behalf of the Church:

10.6.3.1. correctly and in such form and order so that if the Commission exercises its power of inspection given pursuant to Division 2 of the Act those Records may be produced immediately or at such other time and place as might be specified in any notice given;

10.6.3.2. at the place of administration of the Church or otherwise where the Church is situated or established and/or in the custody of an authorised officer of the Church;

10.6.3.3. for a period of not less than seven (7) years after the completion of the transactions to which they relate or such other period as may be prescribed from time to time.

10.7 The Treasurer

It is the duty of the Treasurer to ensure:

10.7.1. that all moneys due to the Church are collected and received and that all payments authorised by the Church are made; and

10.7.2. that correct books and accounts are kept showing the financial affairs of the Church including full details of all receipts and expenditure connected with the activities of the Church.

10.8 Removal of a Church Leadership Team Member

10.8.1. Notwithstanding anything to the contrary in this clause 10.8, if a Church Leadership Team Member ceases to meet the eligibility criteria set out in clause 10.3.1.3 and/or 10.3.1.4 the CLT must take reasonable steps to remove that CLT Member from the CLT as soon as practicable upon becoming aware of their ineligibility. In this instance removal of the CLT Member from the CLT may be determined in any CLT Meeting by a simple majority vote in favour of removal, without prior notice.

10.8.2. Subject to clause 10.8.1, the CLT must call a Special General Meeting of Members no earlier than one (1) month and no later than two (2) months after:

10.8.2.1. the passing of an ordinary resolution in favour of the removal of the CLT Member (**'Ceasing CLT Member'**), for the Members to affirm the vote of the CLT; or

- 10.8.2.2. being petitioned by the Members in the manner set out in clause 13.2 and 13.3 to remove a CLT Member and to put that to the vote of the Members,

at which the only matter of business shall be the consideration of the removal of the Ceasing CLT Member.

- 10.8.3. From the date of the CLT Meeting referred to in clause 10.8.2.1 or the date of receiving the Members' petition referred to in clause 10.8.2.2, the Ceasing CLT Member will be suspended from duties and must not exercise any authority or purport to act on behalf of the Church.
- 10.8.4. The Ceasing CLT Member must at least one (1) month prior to the Special General Meeting be notified in writing of the reasons for their removal and given an opportunity to respond in writing.
- 10.8.5. The Ceasing CLT Member's written representations (if any given) must be made available to the Members prior to and/or during the Special General Meeting for their consideration prior to the vote being taken. Where appropriate the Ceasing CLT Member may be invited to speak to the Members in the General Meeting in addition to any written representations.
- 10.8.6. Subject to clauses 10.8.4 and 10.8.5 the Members may after considering the representation (if any) given by the Ceasing CLT Member, by way of Special Resolution affirm the vote of the CLT, or, remove the **Ceasing CLT Member** before the expiration of that Member's term of office and may by Ordinary Resolution appoint another Member who meets the eligibility criteria set out in clause 10.3 as a CLT Member and to hold office until the expiration of the term of office of the CLT Member so removed or the conclusion of the immediate next AGM following the date of the appointment.

10.9. Quorum –

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

Note: The Church may wish to describe this as a proportion of the CLT Membership, but setting a quorum too high may make it difficult to convene meetings that are able to make decisions.

10.9.3 Meeting frequency –

Insert the number of times the CLT (Board) must meet each year.

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

10.9.4 Meeting Notice –

Insert the time needed for correct notice.

10.9 Quorum and Procedure of the Church Leadership Team

- 10.9.1. The quorum for any Church Leadership Team Meeting shall be not less than fifty percent (50%) of the Church Leadership Team Members.
- 10.9.2. The Church Leadership Team Members, including the Ministry Team Leader, and any CLT Members appointed to fill casual vacancies, shall each be entitled to one vote on questions arising in a CLT Meeting.
- 10.9.3. Meetings of the Church Leadership Team will be held Bi-Monthly, or more frequently as determined by the Church Leadership Team.
- 10.9.4. At least three days' notice of CLT Meetings is to be given to Church Leadership Team Members. Notice shall include an agenda setting out the matters for consideration and be accompanied by any relevant reports.
- 10.9.5. All such correspondence, notices and meetings may be given or conducted using available technology that meets the minimum requirements as set out in clause 10.12.

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

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

10.10.1 Term of Office –

It is practical and reasonable to require a limited term on CLT (Board) appointments. Three Years is suggested, however change as appropriate.

10.11 Casual Vacancies –

It is helpful to have provisions catering for when positions fall vacant on the CLT (Board), allowing for the appointment of a “casual” member if required.

Note: further to clause 10.11.1.1 Leadership may wish to prescribe the process that must be followed in the event of a misconduct or moral failure issue of a Board (CLT) member. Review this clause carefully.

- 10.9.6. A decision of the CLT Members at CLT Meetings shall be passed by simple majority. In the event of a tie the Chairperson shall be entitled to one additional casting vote.
- 10.9.7. If requested, voting can be by secret ballot or may be conducted using available technology that meets the minimum requirements as set out in clause 10.13.
- 10.9.8. The Church Leadership Team will keep and maintain a policy and register in respect of any and all Conflicts of Interest disclosed by any CLT Member in accordance with the Act and the ACNC Governance Standards.
- 10.9.9. The Church Leadership Team will keep and maintain a policy and register of any and all Related Party Transactions in accordance with the Act and the ACNC Governance Standards.
- 10.9.10. If the Church conducts activities or provides resources outside of Australia, the Church Leadership Team will take reasonable steps to ensure appropriate standards of behaviour, governance and oversight when undertaking the activities or providing the funding and comply with the ACNC External Conduct Standards.
- 10.9.11. The Church Leadership Team will ensure that suitable Child Protection and Vulnerable Person policies are implemented to comply with ACNC Governance Standard 6.

10.10 Term of Office for Church Leadership Team

- 10.10.1. Elected members of the Church Leadership Team shall be appointed for a term of three Years (**‘Term’**) with, as near as practicable, one third of the number retiring annually.
- 10.10.2. Current serving Church Leadership Team Members may be reaffirmed by the Members at any AGM to serve another Term however, (other than the Ministry Team Leader) subject to clause 10.10.3, no CLT Member may serve for more than two successive Terms.
- 10.10.3. A person who has served for two (2) successive Terms is eligible to serve additional Terms as a Church Leadership Team Member provided that prior to commencing any additional Term they have not served in any capacity on the Church Leadership Term for at least one (1) Year.

10.11 Casual Vacancies on Church Leadership Team

- 10.11.1. For the purposes of these Rules, the office Church Leadership Team Member becomes vacant if that person:
 - 10.11.1.1. ceases to be a Member; or
 - 10.11.1.2. resigns from office by notice in writing given to the Chairperson or Secretary; or
 - 10.11.1.3. permanently incapacitated by ill health; or
 - 10.11.1.4. absent without apology from more than four (4) CLT Meetings in a Financial Year; or
 - 10.11.1.5. is removed in accordance with clause 10.8.

- 10.11.2. If the Members in General Meeting have not exercised their right to appoint a Member to fill the vacancy pursuant to clause 10.8.6 then the Church Leadership Team may by a decision passed by a simple majority, appoint a Member who meets the eligibility criteria set out in clause 10.3 to fill any vacant position on the Church Leadership Team, and the appointed Member shall be a CLT Member and hold office until the conclusion of the immediate next AGM following the date of the appointment.

10.12. Holding Meetings by use of Technology

Any meeting may be held by using any technology (such as video or teleconferencing) provided that each participating Member or CLT Member (as applicable) is able to communicate contemporaneously with each other participating Member or CLT Member (as applicable) when making any deliberation, or taking part in any vote, during the meeting. Any person who takes part in a meeting by this method shall be taken to have been personally present and form part of the quorum.

10.13. Voting by use of Technology

- 10.13.1. A vote on any question for decision of the Members or CLT Members (as applicable) may, where the vote is to be determined by a vote in person or by a show of hands, be conducted (either wholly or in part) using an online real-time secure voting platform (either offered together with and as part of, or in addition to, the technology being used to conduct the meeting in accordance with clause 10.12) provided that:
- 10.13.1.1. each Member or CLT Member (as applicable) has free and equal access to the online voting platform; and
 - 10.13.1.2. no vote is able to be weighted (eg: no person is able to vote more than once and no one (1) vote is able to be counted more than once toward the outcome); and
 - 10.13.1.3. the method of voting has been agreed to by a simple majority agreement of all Members or CLT Members (as applicable) participating in the meeting using technology; and
 - 10.13.1.4. such approval has been given prior to the vote taking place.
- 10.13.2. Where a vote on any question for decision of the Members or CLT Members (as applicable) and a poll has been demanded under clause 14.6, the vote may be conducted (either wholly or in part) subject to the same provisions as those set out in 10.13.1 above but only if in addition, the anonymity of voters and the privacy as to their vote is able to be preserved and is preserved.

11. MINISTRY LEADERSHIP

11.1 Appointment of Ministry Team Leader

The calling and appointment (including extension of appointment) of the Ministry Team Leader shall be by affirmed by the Members by way of

11.1.1 Ministry Team Leader Appointment –

Insert the percentage needed to appoint a Minister.

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

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

Special Resolution passed in General Meeting following a recommendation by the Church Leadership Team.

The affirmation of the Ministry Team Leader shall be by secret ballot.

11.2 Accountability of Ministry Team Leader

- 11.2.1. The Ministry Team Leader shall be responsible to the Church Leadership Team for the execution and implementation of policies and for the implementation of the strategies of the Church.
- 11.2.2. Other Ministries shall be responsible to the Ministry Team Leader.
- 11.2.3. The terms and conditions that govern the appointment of any Minister (including the Ministry Team Leader) shall be set out in a separate written agreement between the Church and the Minister (including any special circumstances which would entitle the Church to terminate the appointment without notice). Where the Minister is an employee of the Church then those terms and conditions must not be less favourable than the minimums prescribed under law and be reviewed at least annually to ensure continued statutory compliance.
- 11.2.4. Termination of the appointment of any Minister shall require (apart from special circumstances) subject to any statutory obligations being complied with, three (3) months' written notification on either side.

11.3 Other Church Staff Appointments

- 11.3.1. The appointment of staff positions other than positions within the Ministry Team shall be entrusted to the Church Leadership Team.
- 11.3.2. Other staff appointments shall be responsible to the Ministry Team.

12. ANNUAL GENERAL MEETING (“AGM”)

- 12.1. The first AGM shall be held within eighteen (18) months after the incorporation of the Church and thereafter within five (5) months after the end of its Financial Year each and every year.
- 12.2. In addition to any other business which may be transacted at an AGM the business of an AGM shall include the following:
 - 12.2.1. to confirm the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting;
 - 12.2.2. to consider the accounts and reports of the Church and the auditor's report (if required);
 - 12.2.3. to elect Church Leadership Team Members;
 - 12.2.4. to appoint delegates to the Churches of Christ State Convention; and

13. Special General Meetings –

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

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

13.3 Insert the number of

Members needed to convene a SGM, and also express this as a percentage.

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

- 12.2.5. to appoint an auditor (if required pursuant to the ACNC Act or if the Church is a prescribed association as defined in the Act).

13. SPECIAL GENERAL MEETINGS

- 13.1. The Church Leadership Team may call a Special General Meeting of the Members at any time.
- 13.2. The Church Leadership Team must on the requisition in writing of at least twenty (20) Active Members, or 10% of the total number of Active Members, whichever is greater, convene a Special General Meeting of the Church.
- 13.3. A requisition of Members for a Special General Meeting must:
- 13.3.1. state the purpose or purposes of the meeting; and
 - 13.3.2. be signed by the Members making the requisition; and
 - 13.3.3. be lodged with the Secretary; and
 - 13.3.4. consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 13.4. If the Church Leadership Team fails to convene a Special General Meeting within two (2) months after the date on which a requisition of Active Members for the meeting is lodged with the Secretary, any one or more of the Active Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 13.5. A Special General Meeting convened by an Active Member or Members as referred to in clause 13.4. must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Church Leadership Team and any Active Member who consequently incurs expenses is entitled to be reimbursed by the Church for any reasonable expense so incurred.

14. NOTICE, QUORUM AND PROCEDURE AT GENERAL MEETINGS

14.1 Meeting Notice

- 14.1.1. Subject to clause 14.1.3. at least fourteen (14) days' notice of any General Meeting shall be given to Members.
- 14.1.2. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 14.1.3. Notice of a meeting at which a Special Resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting and if practicable contain an indication of the proposed wording of the Special Resolution.
- 14.1.4. A notice may be given to any Member utilising any of the following means:
- 14.1.4.1. where no Special Resolution is proposed, by public announcement during worship services on at least two (2) consecutive Sundays with the first occurring at least

14.1 Meeting Notice –

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

fourteen (14) days prior to the date of the General Meeting;

14.1.4.2. where a Special Resolution is proposed, by public announcement during worship services on at least three (3) consecutive Sundays with the first occurring at least twenty-one (21) days prior to the date of the General Meeting;

14.1.4.3. SMS broadcast text to Members;

14.1.4.4. Email notification to Members;

14.1.4.5. serving the Member with the notice personally;

14.1.4.6. sending it by post to the address appearing in the Register of Members.

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

14.1.5.1. the service is effected by properly addressing prepaying and posting a letter or packet containing the notice; and

14.1.5.2. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

14.2 Procedure at Meetings

14.2.1. Members eligible to vote ('**Voting Members**') in respect of any decision in General Meeting will meet all of the following criteria:

14.2.1.1. Active Members;

14.2.1.2. attained the age of eighteen (18) years;

14.2.1.3. not suspended by determination of the CLT as provided for under clause 6.5.

14.2.2. No item of business is to be transacted at a General Meeting unless a quorum of Voting Members is present in person or by proxy.

14.2.3. The quorum of Members for General Meetings shall be **20%** of Voting Members.

14.2.4. Any Member who is behaving disrespectfully or in a manner that is otherwise disruptive and counterproductive to proper and reasonable discussion in relation to any business may be directed by the Chairperson or Secretary to cease and refrain from such behaviour. If after being directed, the Member refuses to cease or refrain or otherwise continues to exhibit behaviour unbecoming to a Member, then that Member shall be removed from the meeting and not be eligible for re-admittance to that meeting.

14.2.5. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

14.2.2 Meeting Quorum—

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

14.2.5.1. if convened on the requisition of Members as contemplated in clause 13.2 is to be dissolved; and

14.2.5.2. in any other case is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

14.2.6. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the meeting may proceed and the Voting Members present will form a quorum. The Voting Members present must elect one of their number to preside as Chairperson at the meeting.

14.3 Presiding Member

14.3.1. The Chairperson or in the Chairperson's absence the Vice Chairperson is to preside as Chairperson at each General Meeting of the Church.

14.3.2. If the Chairperson and the Vice Chairperson are absent or unwilling to act the Voting Members present must elect one of their Members to preside as Chairperson at the meeting.

14.4 Adjournment

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

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

14.5 Voting

14.5.1. On any question arising at a General Meeting, a Voting Member has only one (1) vote.

14.5.2. All votes must be cast personally or by proxy, but no Voting Member may hold more than five (5) proxies.

14.5.3. In the case of an equality of votes on a question at a General Meeting the Chairperson of the meeting is entitled to exercise a second or casting vote.

14.6 Poll at General Meetings

14.6.1. If at a meeting a poll on any question is demanded by not less than three (3) Voting Members, it must be taken at that meeting in such manner as the Chairperson may direct and

14.7 Voting Proxies –

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

the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- 14.6.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

14.7 Appointment of Proxies

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

14.8 Minutes of Meetings of the Church

- 14.8.1. The Secretary must cause proper minutes of all proceedings of all General Meetings and Church Leadership Team meetings (each a '**meeting**') to be taken and then to be entered within thirty (30) days after holding of each meeting, as the case requires, in a minute book or other record kept for that purpose.
- 14.8.2. The minutes of meeting kept pursuant to this clause 14.8 must be confirmed by the Members or the CLT Members (as relevant) at a subsequent meeting.
- 14.8.3. The Chairperson must ensure that the minutes taken of a meeting are checked and signed as correct by the person chairing the meeting to which those minutes relate or by the person chairing the next succeeding meeting, as the case requires.
- 14.8.4. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- 14.8.4.1. the meeting to which they relate was duly convened and held;
 - 14.8.4.2. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting, and
 - 14.8.4.3. all appointments or elections purporting to have been made at the meeting have been validly made.

15. FINANCIAL REPORTING

15.1 Financial Year

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

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

15.3 Accounts and Audit –

The appointment of an auditor is not technically a requirement of the Act, but is an important function of Church Governance and accountability. It is important that the person appointed is independent and suitably qualified.

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

15.2 Keeping of Accounts

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

15.3 Accounts and Reports to be Laid Before Members

- 15.3.1. The Accounts, together with the Auditor's report (if any) on the Accounts, the Church Leadership Team's statement and the Church Leadership Team's report shall be laid before the Members at the AGM.
- 15.3.2. A Member may at any reasonable time inspect without charge the minutes of any General Meeting, the Register of Members, the Constitution, the Accounts and any statement and/or report presented at General Meeting.

15.4 Appointment of Auditor

- 15.4.1. The following clauses 15.4.2 – 15.4.4 inclusive are mandatory if the Church is a Prescribed Association under the Act or it is a mandatory requirement under the ACNC Act, or if by Special Resolution passed by the Voting Members at Annual General Meeting the Members require an Auditor to be appointed.
- 15.4.2. At each Annual General Meeting the Members shall appoint an independent person to be the Auditor of the Church.
- 15.4.3. The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 15.4.4. If an appointment is not made at an Annual General Meeting, the Church Leadership Team shall appoint an Auditor for the current Financial Year.

16. FUNDS OF THE CHURCH

- 16.1. The funds of the Church shall be derived from offerings, gifts, interest, loans and such other sources as the Church Leadership Team determines.
- 16.2. The control of the Church funds shall be overseen by the Church Leadership Team.
- 16.3. All money received by the Church must be deposited as soon as practicable and without unauthorised deduction to the credit of the bank account of the Church.
- 16.4. All Electronic Funds Transfers and other negotiable instruments must be signed or authorised by any two (2) members of the Church Leadership Team or employees of the Church being Members or employees authorised to do so by the Church Leadership Team.

17. CHURCH PROPERTY

- 17.1. All real property of the Church shall be held in the name of Churches of Christ in South Australia and Northern Territory Incorporated.

17. Church Property –

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

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

18. Use of Common Seal –

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

19. Dispute Resolution –

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

20. Electronic Record Keeping -

This is to provide a framework for conversion to electronic record

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

18. THE COMMON SEAL

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

19. DISPUTES AND DISCIPLINE

- 19.1. This clause applies to disputes between one Member and another Member, or between a Member and the Church.
- 19.2. The parties to the dispute must meet to discuss the matter in dispute and if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 19.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties and the rules of natural justice must be observed.
- 19.4. For the purposes of clause 19.3 and at the written request of either party to a dispute, the independent third person shall be a person or persons nominated by the State Minister of the COFC SA&NT.

20. ELECTRONIC RECORD KEEPING

- 20.1. The Church Leadership Team in its absolute discretion may at any time pursuant to the provisions of Section 62C(b) of the Act, approve the recording and storage of any part of or all Records by electronic means (including the conversion of historical Church Records previously held in hard copy) provided that such Records are:
 - 20.1.1. accessible and readily retrievable via authorised computer terminals and electronic devices installed at or located on the place at which the Church is situated or established; and
 - 20.1.2. recorded or stored on servers/drives and/or devices specifically designed for and capable of electronic storage and retrieval which are either located at the place where the Church is situated or established, or at such other locations which are owned or operated by

keeping in such a way that preserves the requirements of maintaining records and making them available for inspection (if requested) under the Act.

reputable cloud storage providers either specifically engaged by the Church to provide storage and retrieval services of digital and electronic data on their behalf, or as a consequence of any right to access and use online storage provided under a licence for software purchased or subscribed to by the Church for use on its computer terminals and electronic devices; and

- 20.1.3. capable of being reproduced in written form at any time as required under Section 62C(2)(a) of the Act without charge either immediately upon demand or within a reasonable (or prescribed) period of receiving a demand (either as a consequence of any notice given under the Act or the ACNC Act or any request of an Auditor or Member including a CLT Member and any former Member or CLT Member); and
- 20.1.4. recorded and stored securely having taken reasonable precautions to safeguard and protect the Records against unauthorised access or a breach of any privacy principles and obligations; and
- 20.1.5. recorded and stored securely having taken reasonable precautions (including such precautions (if any) as are prescribed by the Act), for guarding against damage, destruction, deletion or falsification of or in the Records, and for discovery of any falsification of or in any part of the Records; and
- 20.1.6. able to be recovered and restored in the event of any damage, destruction, deletion or falsification by the taking of reasonable precautions (including such precautions (if any) as are prescribed by the Act); and
- 20.1.7. otherwise in such form or manner as to enable the Church to comply with all of its statutory obligations.

- 20.2. A written form that purports to reproduce matters recorded or stored by means of an electronic or other device is, unless the contrary is established, to be accepted as a reproduction of those matters.

21. AMENDMENTS TO THE RULES

- 21.1. This Constitution shall only be altered by a Special Resolution passed by the Voting Members in General Meeting. This includes rescission or replacement by substitute Rules.
- 21.2. The alteration shall be registered with the Commission as required under the Act.
- 21.3. The registered Rules shall bind the Church and every Member to the same extent as if they have respectively signed and sealed them and agreed to be bound by the provisions thereof.
- 21.4. An alteration to these Rules will come into effect and be binding upon the Church on the passing of the Special Resolution referred to in clause 21.1 (other than in the case of a change to the name of the Church which shall come into effect upon the date the Commission issues a replacement Certificate of Incorporation in that new name).

Given the importance of the Church constitution, it is important that there is an appropriate process with strong accountability.

22. Winding Up Provisions –

This clause is required under the Act, and ensures that any residual assets ultimately remain for the benefit of the wider Churches of Christ movement.

22. WINDING UP OF THE CHURCH AND APPLICATION OF SURPLUS ASSETS

- 22.1. A General Meeting called for the specific purpose, of which no less than thirty clear days' notice in advance of the meeting has been given to all Members, may, by a Special Resolution passed by the Voting Members, resolve that the Church be wound up or dissolved.
- 22.2. If upon winding up or dissolution of the Church there remains after satisfaction and discharge of all its debts and liabilities any property whatsoever ('**Surplus Assets**'), then:
 - 22.2.1. no part of Surplus Assets (whether in specie or not) shall be paid to or distributed amongst the Members or associates of them, or former Members or associates of them; and
 - 22.2.2. such Surplus Assets shall be transferred or distributed to COFC SA&NT provided that COFC SA&NT has similar objects and rules which prohibit the distribution of its assets and income to its members; and
 - 22.2.3. as far as it is practicable to do so COFC SA&NT will apply those Surplus Assets to support the establishment of new Churches of Christ congregations and / or the revitalisation of existing congregations with similar Objects purposes and beliefs.

23. TRANSITION CLAUSE

- 23.1. The Church prior to incorporation under these Rules was known as _____ [*insert name of Unincorporated Association*]('**Unincorporated Association**').
- 23.2. The Church may take over the funds and other assets and liabilities of the previously Unincorporated Association.
- 23.3. Any person who was a member of the Unincorporated Association immediately prior to incorporation, unless they have provided written notice of their intention to resign as a member to the Public Officer prior to the date of incorporation, will on and from the date of incorporation be a Member and be bound to these Rules to the same extent as if they have respectively signed and sealed them and agreed to be bound by the provisions thereof.
- 23.4. If upon incorporation a Member meets the eligibility criteria set out in clause 6.1 then that Member shall be a Voting Member and may exercise of all the rights and privileges of Voting Members on and from the date of incorporation.
- 23.5. Any person duly elected or appointed to any office or position of authority in the Unincorporated Association ('**Officer**') will, unless that Officer has provided written notice of their intention to resign as an Officer to the Public Officer prior to the date of incorporation, will on and from the date of incorporation hold the same or similar office in the Church as and from the date of Incorporation until the first

23. Transition Clause is for unincorporated associations transitioning to Incorporation

This provision is only required where a Church that was formerly unincorporated decides to incorporate. This clause should be deleted in its entirety if this is not a transition.

Note however that each situation is unique – consult assistance with wording as required.

AGM following Incorporation whereupon each position will become vacant.

- 23.6. Notwithstanding anything contained in clause 10.10 to the contrary, all Officers will be automatically nominated and for affirmation by the Voting Members in accordance with clause 10.4 at the first AGM and for continuity be eligible to serve for at least one (1) Term.
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