

Hills Baptist Church Inc

Constitution

1 July 2023

DATE	ISSUE	COMMENT
21 MAY 2023	ISSUED FOR VOTING	ISSUED TO THE MEMBERS OF HILLS BAPTIST CHURCH INC AND MT BARKER BAPTIST CHURCH INC FOR VOTING AT THEIR RESPECTIVE MEMBERS MEETINGS ON 25 JUNE 2023
1 JULY 2023	ADOPTED	CONSTITUTION ADOPTED BY SPECIAL RESOLUTION ON 25 JUNE 2023 COMMENCING 1 JULY 2023

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Part 1 Preliminary

1. Name

The name of the association is Hills Baptist Church Incorporated.

2. Preamble

Mt Barker Baptist Church and Hills Baptist Church, recognising their common calling, vision and Objective, have agreed to unite together as one Baptist Church under this Constitution.

Brief History of Mt Barker Baptist Church

The Congregational Baptist Church of Mount Barker was originally formed on 26 October 1873, purchasing a block of land on Hutchinson Road, Mount Barker in December 1873. Early the following year, the foundation stone for a new building was laid, and the first church service was held in the building in October 1874.

The Church relocated in 1990 to a new building on Victoria Road, Mount Barker.

In 2019 the property on Victoria Road was sold, with the vision of building a worship and community centre adjoining the new campus of Kings Baptist Grammar in Mount Barker, and on 6 September 2022 a contract of purchase was executed to secure a block of land on Bollen Road, Mount Barker.

Brief History of Hills Baptist Church

In October 1968 the inaugural home group meeting of what is now Hills Baptist Church was held, and in November 1972, 202 Old Mount Barker Road was purchased by Aldgate Baptist Church. In 2015 a group of about 70 people were sent by Aldgate Baptist Church to plant a church in Littlehampton, South Australia, and in 2018 the name of the church was changed from Aldgate Baptist Church to Hills Baptist Church. In October 2020 Hills Baptist Church adopted a new constitution to provide for better governance of multiple church campuses.

Mt Barker Baptist Church and Hills Baptist Church Together

Together we celebrate, Mt Barker Baptist Church's 149 years, and Hills Baptist Church's 54 years of Christian ministry in the Adelaide Hills, and now together, and united, look forward and humbly seek the blessing of Almighty God.

Acknowledging that, He makes the whole body fit together perfectly. As each part does its own special work, helping the other parts grow, so that the whole body is healthy and growing and full of love.

Committing now, all glory to God, who is able, through his mighty power at work within us, to accomplish infinitely more than we might ask or think.

3. Definitions

In this Constitution, the following definitions apply:

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

the Act means the *Associations Incorporation Act 1985* (SA) and the *Associations Incorporations Regulations 2008* (SA) as amended or replaced from time to time.

BCSA means Baptist Churches of South Australia Incorporated.

Bible means the Protestant Christian Bible.

Biblical Leadership envisages members who are gifted and called to a position of leadership in the Church and who live a life consistent with the leadership qualities outlined in the Bible.

Campus means a body of Church members who regularly meet at a particular geographical location for the purpose of a Church Service under the leadership of a Campus Pastor elected in accordance with this Constitution.

church means the worldwide Christian church as a whole or local church as the context requires.

Church means “Hills Baptist Church Incorporated”.

Church Service means a meeting convened for the purposes of worship, teaching, prayer and fellowship as sanctioned by the Eldership.

Code of Conduct means the Code of Conduct of Hills Baptist Church Incorporated.

natural person means an individual human being, as opposed to a legal person which would include other non-human entities such as a company.

Objects are the stated purposes for which the association (Church) seeks to exist and are a legal requirement of the Act by which the powers, distribution of surplus assets, and any payments may be measured against.

Special Resolution means a resolution passed at a duly convened meeting of the members if:

- at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members; and
- it is passed by a majority of not less than three-quarters of such members of the Church as being entitled to vote at the meeting.

4. Interpretation

When ambiguity in the interpretation of this Constitution arises, the Governing Council has the authority to determine an interpretation of this Constitution. The interpretation adopted by the Governing Council must be recorded in the minutes of the Governing Council.

5. Affiliation

The Church shall be a member of BCSA. As such, the members of the Church accept the responsibilities inherent in that relationship.

6. Objects

(1) The Objects of the Church are:

- a) To faithfully follow the Vision and Mission and of the Church, guided by the Core Values.
- b) To communicate the Gospel and grace of our Lord and Saviour Jesus Christ and guide those who respond into the life of Christ and the life, membership and Objects of the Church.
- c) To participate in the redeeming and restoring work of God.
- d) To demonstrate that Jesus is Lord in the lives of its members, as they follow Jesus and are empowered by the Holy Spirit in active mission towards fulfilling His purposes on Earth;
- e) To educate people of all ages in the Word of God and its implications for daily living, and to encourage, train and equip believers in the employment of their gifts and talents in the service of Christ;
- f) To engage in and encourage regular public worship of God;
- g) To be a community where the love of Christ is expressed through mutual understanding, encouragement, service, forgiveness and practical care;
- h) To support the work of the wider fellowship of the Church through the BCSA and any other bodies and agencies which the Church deems appropriate; and
- i) To express the love of God in practical ways to those in need.

7. Vision and Mission

- (1) The Vision of the Church is: To see Jesus glorified, lives transformed and hope revealed.
- (2) The Mission of the Church is: We are called to make disciples by establishing Christ-centred communities that are growing in God, loving people and boldly sharing the gospel.

8. Core Values

- (1) The Core Values which will guide the actions and decision of the Church in carrying out its Objects are:
 - a) *Biblically Based:* We believe the bible is the inspired word of God. It equips, guides and corrects us in every aspect of our lives (2 Timothy 3:16-17)
 - b) *Holy Spirit Empowered:* We believe that God can do great things through us as our lives are transformed by the supernatural power of the Holy Spirit (Acts 1:8)

- c) *Offering Our Best for God's Glory:* Though we are not perfect, we offer God our best because he is worthy of nothing less. Our utmost for his highest. (Exodus 23:19; 2 Timothy 2:15; 1 Peter 4:10)
- d) *Authentic:* We are real people with real challenges who love radically because we are saved by grace (Romans 12)
- e) *Good Stewards:* We acknowledge that everything we have is a gift from God, so we live as stewards of creation not owners. This means we are generous with our time, talent and treasure, as we seek to see God's kingdom come on earth as it is in heaven. (Matthew 25:14-30)
- f) *Servant-Hearted:* Christ's love compels us to love our neighbour as we love ourselves. We desire to be a community that embodies this love, seeking to serve rather than be served. (Philippians 2:3-5)
- g) *Seeking God's Presence:* We know that God created us to dwell with Him; He inhabits the praises of His people. Therefore, we continuously create space for Him to dwell in our lives through prayer and worship. (Ephesians 2:21-22)

9. Statement of Beliefs

- (1) In faith the members of the Church believe:
 - a) in the triune God: Father, Son and Holy Spirit;
 - b) in God the Father, creator and sustainer of all things;
 - c) in God the Son, Jesus Christ, our saviour, redeemer and Lord;
 - d) in God the Holy Spirit, who communicates to us the truth of the Father by showing us the Son;
 - e) in the perfect humanity and atoning death of our Lord Jesus Christ, his resurrection from the dead to eternal life, and in his ascension into heaven;
 - f) that all people, who are made in the image of God, fell through sin and stand under the righteous judgment of God;
 - g) that sinners are justified and reconciled to God, not through any personal merit but solely on the basis of God's gracious gift of salvation through Jesus Christ's death and resurrection which is received through repentance and faith;
 - h) in the personal return of our Lord in his risen power and glory, to judge the living and the dead;
 - i) that in the Lord's Supper and Baptism, our Lord has given to all who believe two visible ordinances showing the nature of His saving grace;
 - j) in the divine inspiration of the Holy Bible, which we believe to be the word of God, and in its authority and sufficiency to guide us in every area of life and faith;
 - k) in the gift of the Holy Spirit to all God's people and that all members have a role to play using their God given gifts, skills and talents for the good of the church, local and universal, in the service of God's mission;
 - l) that marriage is an ordinance of God as Creator, where one man and one woman are exclusively united for life to become one flesh.

10. Powers of the Church

- (1) The Church shall have all the powers conferred by section 25 of the Act.
- (2) Subject to the Act, this Constitution and any resolution passed by the Church in general meeting, the Governing Council:
 - a) is to control and manage the affairs of the Church, and
 - b) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Church.
- (3) The Church may only exercise its powers in a way which is:
 - a) consistent with the Church's Statement of Beliefs;
 - b) for the purpose of carrying out the Church's Objects; and
 - c) not inconsistent with the 1888 Trust Deed and 1913 Trust Deed.

11. Trust deeds

1888 Trust

- (1) Pursuant to a trust deed dated 2 October 1888 (**1888 Trust Deed**), BCSA as Trustee for The 1888 Mount Barker Baptist Church Property Trust (ABN 57 834 612 423) (**1888 Trust**) declared that it holds certain land and hereditaments upon the terms set out in the 1888 Trust Deed.
- (2) Pursuant to a Deed of Succession, the Church is the successor church of the 1888 Trust.
- (3) In relation to matters arising out of the 1888 Trust, the provisions of the 1888 Trust Deed, to the extent relevant, shall be followed, and where in conflict with this Constitution, the provisions of the 1888 Trust Deed (including any variations that may be executed from time to time) shall prevail.

1913 Trust

- (4) Pursuant to a trust deed dated 11 June 1913 (**1913 Trust Deed**), BCSA as Trustee for The 1913 Mount Barker Church Manse Property Trust (ABN 76 890 694 651) (**1913 Trust**) declared that it holds certain land and hereditaments upon the terms set out in the 1913 Trust Deed.
- (5) Pursuant to a Deed of Succession, the Church is the successor church of the 1913 Trust.
- (6) In relation to matters arising out of the 1913 Trust, the provisions of the 1913 Trust Deed, to the extent relevant, shall be followed, and where in conflict with this Constitution, the provisions of the 1913 Trust Deed (including any variations that may be executed from time to time) shall prevail.

Part 2 Membership

12. Eligibility for membership

- (1) All regular participants in the fellowship of the Church shall be encouraged to apply to become members.
- (2) Only natural persons shall be eligible to apply for membership with the Church.
- (3) membership shall be open to all who:
 - a) profess repentance towards God, and faith in the Lord Jesus Christ;
 - b) give real evidence of such faith in daily life;

- c) wholeheartedly agree to the Statement of Beliefs;
 - d) join in working towards fulfilling the Vision of the Church and accomplishing the Mission of the Church;
 - e) accept the responsibilities of membership in all aspects; and
 - f) have attained the age of 18 years.
- (4) Those seeking to become members shall be encouraged to consider believers' baptism by immersion as taught in the Holy Bible and practiced by the Baptist Church.

13. Becoming a member

- (1) Any person appointed to the Church as a Senior Pastor or Campus Pastor automatically becomes a member for the duration of their tenure.
- (2) Applications for membership shall be made using the application form prescribed from time to time.
- (3) Any person wishing to become a member shall participate in an orientation to the life, beliefs, ministry and service of the Church.
- (4) Upon receiving an application for membership, a Campus Pastor (or a person delegated by the Campus Pastor) will meet with the person and assess their eligibility for membership against the criteria specified in this Constitution.
- (5) If the Campus Pastor (or their delegate) is satisfied that the applicant is eligible for membership, the Campus Pastor will make a recommendation in writing to the Governing Council endorsing the applicant as a suitable candidate for membership of the Church.
- (6) The membership application form along with the written endorsement of a Campus Pastor will be submitted to the Governing Council. The Governing Elders will review the membership application and Campus Pastor endorsement and if satisfied accept the applicant as a member of the Church and cause the applicant's name, along with other relevant details, to be entered into the membership register.
- (7) membership does not require payment of an application fee or periodic subscription.

14. Responsibilities of members

- (1) The responsibilities of members shall include:
 - a) to endeavor at all times by God's grace to remain true to their commitment to Christ;
 - b) to join regularly in the worship services of the Church;
 - c) to lead a life worthy of Christ in love, humility and peace, endeavoring to build each other up through encouragement, counsel and compassion;
 - d) to study the Holy Bible in private and in groups as the Lord gives opportunity;
 - e) to contributing regularly and wholeheartedly to the financial affairs of the Church;
 - f) to seek opportunity to use their gifts in the ministry of the Church;
 - g) to pray regularly in private and where possible in fellowship for the people and ministry of the Church and the broader community of Christian believers;
 - h) to actively participate in the decision-making processes of the Church;
 - i) to adhere to any policies the Church adopts; and
 - j) to not bring the Church into disrepute.

15. Membership register

- (1) A membership register shall be maintained under the supervision of the Secretary.
- (2) The membership register shall be reviewed at least annually by the Secretary and a report shall be prepared by the Secretary on the membership register and submitted to the Governing Council.
- (3) The membership register shall be in written or electronic form and must include, for each member:
 - a) the member's full name,
 - b) a residential or postal address;
 - c) an email address (if applicable);
 - d) the date on which the person became a member, and
 - e) if the person ceases to be a member – the date on which the person ceased to be a member, and
 - f) must be kept at the office of the Church, and
 - g) must be available for inspection, free of charge, by members at a reasonable time, and
 - h) if kept in electronic form, must be able to be converted to hard copy.

16. Disciplinary action against members

- (1) A person may make a complaint to the Governing Council that a member of the Church has:
 - a) failed to comply with a provision of this Constitution, or
 - b) willfully acted in a way prejudicial to the interests of the Church.
- (2) The Governing Council may refuse to deal with a complaint if the Governing Council considers the complaint is trivial or vexatious.
- (3) If the Governing Council decides to deal with the complaint, the Governing Council must:
 - a) serve notice of the complaint on the member, and
 - b) give the member at least 14 days from the day the notice is served on the member within which to make submissions to the Governing Council about the complaint, and
 - c) consider any submissions made by the member.
- (4) The Governing Council may, by resolution, remove the member from the Church or suspend the member's membership if, after considering the complaint, the Governing Council is satisfied that:
 - a) the facts alleged in the complaint have been proved, and
 - b) the removal or suspension is warranted.
- (5) If the Governing Council removes or suspends the member, the Secretary must, within 7 days of that action being taken, give the member written notice of:
 - a) the action taken, and
 - b) the reasons given by the Governing Council for taking the action, and
 - c) the member's rights pursuant to clause 17 of this Constitution.

17. Right of appeal

- (1) A member affected by a decision of the Governing Council under clause 16 may make a complaint to BCSA if they consider the handling of the complaint by the Governing Council constituted a breach of the BCSA Code of Conduct.

18. Cessation of membership

- (1) A person ceases to be a member of the Church if the person:
 - a) dies, or
 - b) resigns from being a member, or
 - c) is removed from membership,
 - d) or consents to being removed from membership following a considerable period of inactive membership.
- (2) A member of the Church may resign from being a member by giving the Secretary written notice of the member's intention to resign.
- (3) The member ceases to be a member on the receipt of written notice by the Secretary.

Part 3 The Eldership

19. Composition

- (1) The Eldership is responsible for the spiritual oversight of the Church by guiding, guarding and governing the Vision, Mission and Core Values of the Church.
- (2) The Eldership is made up of:
 - a) the Senior Pastor,
 - b) the Campus Pastors,
 - c) the Pastoral Elders, and
 - d) the Governing Elders.

20. Senior Pastor

Role

- (1) The members shall elect a Senior Pastor to lead the Church in the fulfilment of the Objects of the Church.
- (2) The Senior Pastor shall be supported by the Eldership and has authority and accountability as defined by the Governing Council and is responsible to the Governing Council for all aspects of ministry, leadership, management of staff, finance, and operation of the Church.
- (3) The Senior Pastor, may, as determined by the Governing Council also hold the office of a Campus Pastor.

Eligibility

- (4) To be eligible for election as Senior Pastor, the candidate must:
 - a) be accredited with BCSA or working towards accreditation unless otherwise approved by the members,

- b) demonstrate all of the characteristics required for eligibility for membership to the Church;
- c) hold, preach, teach and maintain the doctrines and practices outlined in the Statement of Beliefs in this Constitution; and
- d) be gifted and called to the position and live a life consistent with the qualities of Biblical Leadership.

Election

- (5) The Governing Council (or delegated sub-committee) will be responsible for the search for a Senior Pastor and will recommend to the members a candidate who they believe qualifies for the position of Senior Pastor.
- (6) Voting for the appointment of a Senior Pastor shall be by Secret Ballot.

Right of participation at meetings and removal from appointment

- (7) On being appointed as Senior Pastor, the Senior Pastor becomes a member of the Church and shall have the right of attendance, participation and voting at all meetings of the Church.
- (8) The Senior Pastor:
 - a) Shall not be entitled to vote on any resolution relating to their appointment or office,
 - b) may be removed from their role by a resolution of the Governing Council if they:
 - (i) are disqualified from being a Senior Pastor by falling short of the eligibility criteria for the Senior Pastor under this Constitution;
 - (ii) do not observe and adhere to the Code of Conduct and/or standards to be expected of a Senior Pastor;
 - (iii) become chronically incapacitated by ill health; or
 - (iv) are found to be inadequate in discharging their duties and responsibilities.

21. Campus Pastors

Role

- (1) The members shall elect a Campus Pastor to lead each Church Campus in the fulfilment of the Objects of the Church.
- (2) The Campus Pastor shall be supported by the Eldership and has authority and accountability as defined by the Governing Council and is responsible to the Senior Pastor for all aspects of ministry, leadership, management of staff and operations of the Church Campus for which they are responsible.

Eligibility

- (3) To be eligible for election as Campus Pastor, the candidate must:
 - a) be accredited with BCSA or working towards accreditation unless otherwise approved by the members,
 - b) demonstrate all of the characteristics required for eligibility for membership to the Church;
 - c) hold, preach, teach and maintain the doctrines and practices outlined in the Statement of Beliefs in this Constitution; and
 - d) be gifted and called to the position and live a life consistent with the qualities of Biblical Leadership.

Election

- (4) The Governing Council (or a delegated sub-committee) will be responsible for the search for a Campus Pastor and will recommend to the members a candidate who they believe qualifies for the position of Campus Pastor.
- (5) Voting for the appointment of a Campus Pastor shall be by Secret Ballot.

Right of Participation at meetings and removal from appointment

- (6) On being appointed as Campus Pastor, the Campus Pastor becomes a member of the Church and has the right of attendance, participation and voting at all meetings of the Church.
- (7) A Campus Pastor:
 - a) shall not be entitled to vote on any resolution relating to their appointment or office, and
 - b) may be removed from their role by a resolution of the Governing Council if they:
 - c) are disqualified from being a Campus Pastor by falling short of the eligibility criteria for a Campus Pastors under this Constitution,
 - d) do not observe and adhere to the Code of Conduct and/or standards to be expected of a Campus Pastor,
 - e) become chronically incapacitated by ill health,
 - f) are found to be not performing adequately in discharging their duties and responsibilities.

22. Pastoral Elders

Role

- (1) The members shall elect Pastoral Elders to support the Campus Pastor(s) by:
 - a) providing spiritual oversight and leadership of the campus,
 - b) guarding sound doctrine within the Church,
 - c) serving the spiritual and physical needs of the Campus,
 - d) praying with, supporting and encouraging the Campus Pastor and campus staff,
 - e) assisting with pastoral care and ministry within the church and local community, and
 - f) regularly attending church services and members' meetings.

Eligibility

- (2) To be eligible for election as a Pastoral Elder, the candidate must:
 - a) demonstrate all of the characteristics required for eligibility for membership to the Church;
 - b) hold and maintain the doctrines and practices outlined in the Statement of Beliefs and Core Values;
 - c) be gifted and called to the position and live a life consistent with the qualities of Biblical Leadership;
 - d) have actively supported the Church in fulfilling its Objects;
 - e) undertake any relevant check as determined by the Governing Council;
 - f) have been a member of the Church for a minimum period of twelve (12) months.
- (3) A Governing Elder or paid employee is not eligible to be a Pastoral Elder.

Election

- (4) There shall be a minimum of three, and a maximum of seven Pastoral Elders elected for each Campus. If at any time there is less than the minimum number of Pastoral Elders elected or serving at a Campus, this does not invalidate the decisions and actions of the Eldership, the Campus Pastor or the Governing Council.
- (5) Elections of Pastoral Elders for each Campus shall occur between 1 April and 30 June of the calendar year or at such other time as determined by the Governing Council (not being the AGM).
- (6) The nomination period and timeline for election of Pastoral Elders shall be determined by the Governing Council in consultation with the Campus Pastors.
- (7) Any member of the Church may nominate another member of the Church to be a Pastoral Elder after consultation with that member and after receiving the written consent of the nominee via a countersigned nomination form.
- (8) Pastoral Elder nomination forms will be submitted to the Secretary who will collate and present to the Eldership to assess against the eligibility criteria.
- (9) Candidates endorsed by the Eldership shall be presented to the members to vote for election.
- (10) Voting for the appointment of Pastoral Elders shall be by Secret Ballot.

Tenure

- (11) Pastoral Elders shall be elected for a three-year term and shall be eligible for re-election for a maximum of two consecutive terms.
- (12) On the completion of a Pastoral Elder serving for two consecutive terms of three years, the said Pastoral Elder is not eligible for re-election as a Pastoral Elder for a period of at least one year from the end of their prior term.

Resignation or Removal

- (13) Pastoral Elders may be removed from their role by a resolution of the Governing Council in consultation (where appropriate) with the Campus Pastor and Pastoral Elders if they:
 - a) have engaged in conduct demonstrating they no longer meet the eligibility criteria for Pastoral Elder under this Constitution,
 - b) do not observe and adhere to the Code of Conduct and/or standards expected of Pastoral Elders,
 - c) become chronically incapacitated by ill health, or
 - d) resign as a member.

Vacancies

- (14) Where a Pastoral Elder has been removed or resigned from their role as a Pastoral Elder, the Campus Pastor, in consultation with the Pastoral Elders relevant to the Campus may appoint a person they believe is suitable and eligible to fulfil the role of a Pastoral Elder for the remainder of the term.

23. Governing Elders

Role

- (1) The members shall elect Governing Elders to form the Governing Council (see Part 4) to attend to the oversight and governance of the Church, including:
 - a) supporting and praying for the Senior Pastor in leading the Church in the fulfilment of the Objects of the Church,
 - b) discerning and maintaining the integrity of the Church's Objects,
 - c) risk management, legal and regulatory compliance,
 - d) oversight of funds and property,
 - e) other duties as described in this Constitution.

Eligibility

- (2) To be eligible for election as a Governing Elder, the candidate must:
 - a) demonstrate all of the characteristics required for eligibility for membership to the Church;
 - b) hold and maintain the doctrines and practices outlined in the Statement of Beliefs and Core Values;
 - c) live a life consistent with the qualities of Biblical Leadership;
 - d) be familiar with the legislative framework the Church operates within and the legal responsibilities of committee members under the Act,
 - e) have actively supported the Church in fulfilling its Objects;
 - f) undertake any relevant check as determined by the Governing Council;
 - g) have been a member of the Church for a minimum period of twelve (12) months.
- (3) A Pastoral Elder, Campus Pastor or paid employee is not eligible to be a Governing Elder.
- (4) Any person described under section 30 of the Act¹ is disqualified from becoming a Governing Elder.

Election

- (5) There shall be a minimum of six and a maximum of eight Governing Elders elected by the members. If at any time there is less than the minimum number of Governing Elders (due to

¹ For information only (the current Act applies), Section 30 of the *Associations Incorporations Act 1985*:

- (1) A person who is an insolvent under administration must not, without leave of the Commission, be a member of the committee of an incorporated association, or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.
- (2) A person who has been convicted within or outside the State—
 - (a) on an indictment of an offence in connection with the promotion, formation or management of a body corporate; or
 - (b) of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months; or
 - (c) of an indictable offence; or
 - (d) of—
 - (i) an offence against section 39A; or
 - (ii) an offence against a provision applied by section 41B; or
 - (iii) an offence against section 60,must not, within a period of five years after his or her conviction or, if he or she was sentenced to imprisonment, after his or her release from prison, without leave of the Commission, be a member of the committee of an incorporated association, or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.

a casual vacancy), this does not invalidate the decisions or actions of the Governing Council.

- (6) Any member of the Church may nominate another member of the Church to be a Governing Elder after consultation with that member and after receiving the written consent of the nominee via a countersigned nomination form.
- (7) Elections of Governing Elders shall occur at the annual general meeting or, if exceptional circumstances arise, such other time as determined by the Governing Council.
- (8) The Governing Council shall give notice 8 weeks before the date of elections that the nomination period for the election of Governing Elders has commenced. Such notice shall include an outline of the procedure for nominating Governing Elders.
- (9) Nomination forms will be submitted to the Secretary who will collate and present to the Eldership to assess against the eligibility criteria and the skills, qualifications and experience of the nominee.
- (10) Candidates endorsed by the Eldership shall be presented to the members to vote for election.
- (11) Voting for the appointment of Governing Elders shall be by Secret Ballot.

Tenure

- (12) Governing Elders shall be elected for a two-year term and shall be eligible for re-election for a maximum of four consecutive terms.
- (13) On the completion of a Governing Elder serving for four consecutive terms of two years, the said Governing Elder is not eligible for re-election as a Governing Elder for a period of at least one year from the end of their prior term.

Resignation or Removal

- (15) Governing Elders may be removed from their role by a resolution of the Church if they:
 - e) have engaged in conduct demonstrating they no longer meet the eligibility criteria for Pastoral Elder under this Constitution,
 - f) do not observe and adhere to the Code of Conduct and/or standards expected of Pastoral Elders,
 - g) become chronically incapacitated by ill health, or
 - h) resign as a member.
- (14) The Church in general meeting, may by resolution:
 - a) remove a Governing Elder from office at any time, and
 - b) appoint another member of the Church to hold office as a Governing Elder for the balance of the vacancy.
- (15) A Governing Elder to whom a proposed resolution referred to in subclause (14) relates may:
 - a) give a written statement, of a reasonable length, to the Chairperson or Secretary, and
 - b) request that the Governing Council send a copy of the statement to each member of the Church at least 7 days before the general meeting at which the proposed resolution will be considered.

Casual Vacancies

- (16) A casual vacancy in the office of a Governing Elder arises if the person:
 - a) dies, or

- b) ceases to be a member of the Church, or
 - c) resigns from office by written notice given to the Secretary, or
 - d) is removed from office by the Church under this clause, or
 - e) is absent from 3 consecutive meetings of the Governing Council without the consent of the Governing Council, or
 - f) is no longer eligible to be a committee member under s 30 of the Act, or
 - g) become chronically incapacitated by ill health.
- (17) A Governing Elder appointed by the members of the Church to fill a casual vacancy has full voting rights on the Governing Council.

Part 4 The Governing Council

24. Role and functions of the Governing Council

- (1) The Governing Council is the committee of the Church for the purposes of the Act.²
- (2) Subject to the Act and Regulations, this Constitution and any resolution passed by the Church in general meeting, the Governing Council:
 - a) is to control and manage the affairs of the Church, and
 - b) may exercise all the functions that may be exercised by the Church, other than a function that is required to be exercised by the Church in a general meeting, and
 - c) has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Church.

25. Composition of the Governing Council

- (1) The Governing Council is made up of:
 - a) the Governing Elders, as elected in accordance this Constitution, and
 - b) the Senior Pastor.
- (2) The Governing Council has the freedom to elect, and to re-elect from time to time as required, from among the elected Governing Elders:
 - a) the Chairperson,
 - b) the Vice Chairperson,
 - c) the Treasurer, and
 - d) the Secretary of the Governing Council.
- (3) A Governing Elder may hold up to two offices, other than both the offices of Chairperson and Vice-Chairperson.
- (4) The Governing Council may invite persons to attend meetings of the Governing Council for a particular purpose.

² For the avoidance of doubt, the Governing Council are the “Responsible People” to be registered with the ACNC.

26. Secretary

- (1) The Secretary must keep minutes of:
 - a) all elections required to be held under this Constitution, and
 - b) the names of members present at a meeting of Governing Council or a general meeting, and
 - c) all proceedings at Governing Council meetings and general meetings.
- (2) The minutes must be:
 - a) kept in written or electronic form, and
 - b) for minutes of proceedings at a meeting - signed, in writing or by electronic means, by:
 - (i) the member who presided at the meeting, or
 - (ii) the member presiding at the subsequent meeting.

27. Treasurer

- (1) The Treasurer of the Church must ensure—
 - a) all money owed to the Church is collected, and
 - b) all payments authorised by the Church are made, and
 - c) correct books and accounts are kept showing the financial affairs of the Church, including full details of receipts and expenditure relating to the Church's activities.

28. Delegation to subcommittees

- (1) The Governing Council may:
 - a) establish 1 or more subcommittees to assist the Governing Council to exercise the Governing Council's functions, and
 - b) appoint 1 or more members of the Church to be the members of the subcommittee.
- (2) The Governing Council may delegate to the subcommittee the exercise of the Governing Council's functions specified in the instrument, other than:
 - a) this power of delegation, or
 - b) a duty imposed on the Governing Council by the Act or another law.

29. Governing Council meetings

- (1) The Governing Council must meet at least 4 times in each 12-month period at the place and time determined by the Governing Council.
- (2) Additional meetings of the Governing Council may be called by any Governing Council member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

30. Notice of Governing Council meeting

- (1) The Secretary must give each Governing Council member oral or written notice of a meeting of the Governing Council at least 48 hours, or another period on which the Governing Council members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.

- (3) The only business that may be transacted at the meeting is:
- a) the business described in the notice, and
 - b) business that the Governing Council members present at the meeting unanimously agree is urgent business.

31. Quorum for a Governing Council meeting

- (1) The quorum for a meeting of the Governing Council is 5 members (this can include the Senior Pastor).
- (2) No business may be transacted by the Governing Council unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - a) to the same place, and
 - b) to the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

32. Voting at Governing Council meetings

- (1) A decision supported by a majority of the votes cast at a meeting of the Governing Council or a subcommittee at which a quorum is present is the decision of the Governing Council or subcommittee.

33. Conflict of Interest

- (1) A member of the Governing Council who has a material personal interest in a matter being considered at a Governing Council meeting must disclose the nature and extent of that interest to the Governing Council.
- (2) The member:
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
 - a) that exists only because the member belongs to a class of persons for whose benefit the Church is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Church.

34. Transacting of business outside meetings or by telephone or other means

- (1) The Governing Council may transact its business by the circulation of papers, including by electronic means, among all Governing Council members.
- (2) If the Governing Council transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Governing Council members, is taken to be a decision of the Governing Council made at a meeting of the Governing Council.
- (3) The Governing Council may transact its business at a meeting at which 1 or more Governing Council members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Governing Council for the purposes of:

- a) the approval of a resolution under subclause (2), or
 - b) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Governing Council.

Part 5 General Meetings

35. Annual general meetings

- (1) The Church must hold its annual general meeting within five months of the Church's financial year, unless such other period is approved by the Corporate Affairs Commission.
- (2) Subject to subclause (1), the annual general meeting is to be held at the place and time determined by the Governing Council.
- (3) The business that may be transacted at the annual general meeting includes the following:
 - a) confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting,
 - b) receiving reports from the Governing Council on the Church's activities during the previous financial year,
 - c) welcoming new members,
 - d) the appointment of auditors,
 - e) electing Governing Elders,
 - f) receiving and considering financial statements or reports required to be submitted to members under the Act, and
 - g) any other business requiring consideration by the Church in a General Meeting.

36. Special general meetings

- (1) The Governing Council may call a special general meeting whenever the Governing Council thinks fit.
- (2) At least one special general meeting, which unless otherwise specified by the Governing Council, will be held before the end of June each year, for the purpose of presenting the budget and other matters as the Governing Council determines to the members of the Church.
- (3) The Governing Council must call a special general meeting if the Governing Council receives a request made by at least 10% of the total number of members.
- (4) The request:
 - a) must be in writing, and
 - b) must state the purpose of the meeting, and
 - c) must be signed by the members making the request, and
 - d) may consist of more than 1 document in a similar form signed by 1 or more members, and
 - e) must be lodged with the Secretary, and
 - f) may be in electronic form and signed and lodged by electronic means.
- (5) If the Governing Council fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.

- (6) A special general meeting held pursuant to a request of members must be conducted, as far as practicable, in the same way as a general meeting called by the Governing Council.

37. Notice of general meeting

- (1) The Secretary must give each member notice of a general meeting:
 - a) if a matter to be determined at the meeting requires a Special Resolution - at least 21 days before the meeting, or
 - b) otherwise - at least 14 days before the meeting.
- (2) The notice must specify:
 - a) the place and time at which the meeting will be held, and
 - b) the nature of the business to be transacted at the meeting, and
 - c) if a matter to be determined at the meeting requires a Special Resolution - that a Special Resolution will be proposed, and
 - d) for an annual general meeting - that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:
 - a) the business specified in the notice, and
 - b) for an annual general meeting - business referred to in clause 35.
- (4) A member may give written notice to the Secretary of business the member wishes to raise at a general meeting.
- (5) If the Secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a general meeting.

38. Quorum for a general meeting

- (1) The quorum for a general meeting is 15% of the members of the Church entitled to vote under this Constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - a) if called on the request of members - is dissolved, or
 - b) otherwise - is adjourned:
 - (i) to the same time of the same day in the following week, and
 - (ii) to the same place, unless another place is specified by the Governing Elder presiding at the meeting at the time of the adjournment or in a written notice given to members at least 1 day before the adjourned meeting.

39. Presiding member

- (1) The following Governing Council member presides at a general meeting:
 - a) the Chairperson,
 - b) if the Chairperson is absent - the Vice-Chairperson,
 - c) if both the Chairperson and Chairperson are absent - 1 of the Governing Council members present at the meeting, as elected by the Governing Council members.

40. Voting at general meetings

- (1) Every member has one vote for each motion or resolution proposed.
- (2) A question for decision at a general meeting, other than a Poll, Special Resolution, or Secret Ballot must be determined by an Ordinary Resolution.
- (3) There shall be no voting by proxy.
- (4) Voting protocol shall be adopted as set out in the table below:

Voting Protocol	Type of Decision	Threshold vote to pass resolution	Notes
Poll	<ul style="list-style-type: none"> Decision making by the members in the course of a general meeting. 	Passed by a majority of not less than half (1/2) of the members participating in the vote for a particular issue.	<ul style="list-style-type: none"> No notice required. Voting by a show of hands.
Ordinary Resolution	<ul style="list-style-type: none"> Proposed resolution provided to members in writing in advance of the general meeting. Any other decision which is to be made by the members, for which a Special Resolution or Secret Ballot is not required. 	Passed by a majority of not less than half (1/2) of the members participating in the vote for a particular issue.	<ul style="list-style-type: none"> 14 days notice required. Generally by a show of hands. May, at the discretion of the Governing Council, be by electronic or paper ballot.³ May, at the discretion of the Governing Council allow for voting in the 14 day period prior to the general meeting.
Secret Ballot	<ul style="list-style-type: none"> Election of Senior Pastor; Election of Campus Pastor(s); Election of Governing Elders; Election of Pastoral Elders; 	Passed by a majority of not less than three-quarters (3/4) of the members participating in the vote for a particular resolution.	<ul style="list-style-type: none"> 14 days notice required. Voting by either electronic or paper ballot.⁴ Must provide for voting in the 14 day period prior to the general meeting.
Special Resolution	Decisions pertaining to: <ul style="list-style-type: none"> the execution of a contract for the purchase or sale of any real property. winding up the Church; amalgamation (under section 22 of the Act); deregistration of the Church; any other decision required to be made by Special Resolution under the Act alterations to this Constitution. 	Passed by a majority of not less than three-quarters (3/4) of such members of the Church as, being entitled to do so, vote in person. ⁵ at the general meeting.	<ul style="list-style-type: none"> At least 21 days written notice specifying the intention to propose the resolution as a Special Resolution. Voting by either electronic or paper ballot.⁶ Must provide for voting in the 14 day period prior to the general meeting.

³ See clause 45(1) in relation to provision for electronic voting.

⁴ See clause 45(1) in relation to provision for electronic voting.

⁵ See clause 45(1) in relation to provision for electronic voting.

⁶ See clause 45(1) in relation to provision for electronic voting.

41. Poll

- (1) If a Poll is demanded by at least five members, or the Chairperson of the general meeting elects to call a Poll, a Poll must be conducted in a manner specified by the Chairperson of the general meeting and the result of the Poll is the resolution of the members on that question for decision.
- (2) If a Poll is taken on any decision before the members, the Chairperson of the General Meeting must state, and the minutes must record the number or proportion of the votes recorded in favour or against.
- (3) A Poll demanded for the election of a person presiding the general meeting or on a question of adjournment must be taken immediately, but any other Poll may be conducted at any time before the close of the meeting.

42. Ordinary Resolutions

- (1) On a show of hands, a declaration by the Chairperson of the general meeting is conclusive evidence of the result of an Ordinary Resolution. Neither the Chairperson of the general meeting nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- (2) For Ordinary Resolutions, voting forms and procedures as approved by the Governing Council may be adopted from time to time, as determined by the Governing Council, so as to provide secrecy for voting in relation to an Ordinary Resolution. If such forms and procedures are adopted for an Ordinary Resolution, then provision may be made for voting in the 14 day period prior to the general meeting.

43. Secret Ballot

- (1) A Secret Ballot is a resolution at a general meeting requiring:
 - a) secrecy of each participating member's vote;
 - b) voting forms and procedures as approved by the Governing Council from time to time so as to ensure the secrecy and fairness of the Secret Ballot.
- (2) For Secret Ballot voting forms, where no selection is marked on a returned ballot form for a particular matter being voted on, the said ballot, shall not be counted when determining the total number of votes cast on any particular resolution.
- (3) In the event of multiple candidates running for one or more position(s), the person(s) with the highest Number of Votes, as defined below, and who also satisfies the threshold number of votes for that position, shall be duly elected.

$$\text{Number of Votes} = [(YES \text{ votes for that candidate}) - (NO \text{ votes for that candidate})]$$

44. Special Resolutions

- (4) A Special Resolution is a Special Resolution as defined by the Act, at a general meeting and shall require:
 - c) secrecy of each participating member's vote;
 - d) voting forms and procedures as approved by the Governing Council from time to time so as to ensure the secrecy and fairness of the Special Resolution.

45. Use of technology

- (1) Electronic voting, as approved by the Governing Council, may be utilised for voting at general meetings, which for the avoidance of doubt, includes Ordinary Resolutions, Secret Ballots and Special Resolutions and shall be deemed to be a vote as if personally present at the meeting, notwithstanding that such voting may occur in the 14 day period prior to the general meeting.
- (2) The Church may transact its business at a general meeting at which one or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

Part 6 Administration

46. Public Officer

Unless otherwise appointed by the Governing Council, pursuant to section 56(1) of the Act, the Chairperson of the Governing Council shall be the Public Officer of the Church.

47. Change of name or Constitution

A change of name or amendment to this Constitution may only be made by Special Resolution as defined in this Constitution.

48. Governance standards

- (1) If the Church is a Registered Charity, it will comply with the governance standards and external conduct standards under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
- (2) The Church will comply with any other relevant governance standards, as identified by the Governing Council from time to time.

49. Insurance

The Church shall take out and maintain insurance as appropriate for the Church's assets, liabilities and the professional conduct of the Church and its officers, staff and volunteers.

50. Indemnity

- (1) Unless they are negligent or willfully in default, all members of the Governing Council (including sub-committees), the Eldership, employees and volunteers of the Church shall be indemnified by the Church from all losses and expenses incurred by them in any action at law arising out of the discharge of their respective duties to the Church.
- (2) Unless liability occurs through his or her dishonesty, willful negligence, default, breach of duty or breach of trust, or any other criminal activity, no members of the Governing Council (including sub-committees), the Eldership, employees and volunteers of the Church shall be under any liability in respect of:
 - a) the acts, receipts, neglects or defaults of any other member of the Governing Council, officer, employee or servant of the Church; or
 - b) any loss or expense happening to the Church through the insufficiency or deficiency of title to any property acquired for or on behalf of the Church; or

- c) the insufficiency of any security in or upon which any of the monies of the Church shall be vested; or
- d) any loss or damage arising from bankruptcy, insolvency or the unlawful act of any person with whom any monies, securities or assets shall be deposited; or
- e) any other loss, damage or misfortune whatsoever;
- f) which shall happen in the execution of his or her duties or in relation thereto.

51. Non-profit status

- (1) Subject to the Act, the income and capital of the Church will be applied exclusively to the promotion of its Objects and no portion will be paid or distributed directly or indirectly to members unless otherwise approved by the Corporate Affairs Commission.
- (2) Clause 51(1) does not apply: to reasonable remuneration of a member of the Church for work done by the member for or on behalf of the Church; or to any payments or dispositions that are incidental to activities carried on by the Church in accordance or consistently with its Objects.

52. Service of notices

- (1) For the purposes of this Constitution, a notice may be given to or served on a person:
 - a) by delivering the notice to the person personally, or
 - b) by sending the notice by pre-paid post to the address of the person, or
 - c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - a) for a notice given or served personally - on the date on which the notice is received by the person, or
 - b) for a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - c) for a notice sent by electronic transmission:
 - (i) on the date the notice was sent, or
 - (ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date, on the later date.

53. Appointment of auditor

- (1) Prior to each annual general meeting the Governing Council shall appoint an auditor for the Church.
- (2) Notification of the appointment of an auditor shall be reported to the members at the annual general meeting.

54. Execution of legal documents & common seal

- (1) A resolution of the Governing Council is required to authorise the execution of, or delegate authority to execute, any document pertaining to:
 - a) real property transfers and land contracts;

- b) loan documents, mortgages and guarantees;
- c) a lease;
- d) deeds;
- e) any other legal document which would form a binding legal arrangement for the Church.

("Legally Binding Document")

- 2) Resolutions of the Governing Council to execute, or delegate authority to execute, a Legally Binding Document must be recorded in the Governing Council minutes, providing sufficient detail to enable the document which has been executed, or delegated to be executed, to be properly identified.
- (3) Unless otherwise specified by the Governing Council, the execution of any Legally Binding Document by the Governing Council (or its delegate) must be attended by the witness and signatures of two members of the Governing Council.
- (4) The common seal of the Church may only be applied by a resolution of the Governing Council and must be accompanied by the signature of two Governing Elders.

55. Minutes

- (1) Minutes of all proceedings of general meetings of the Church and meetings of the Governing Council must be taken and kept.
- (2) The Governing Council must cause the minutes taken at a general meeting to be confirmed by the members at a subsequent meeting.
- (3) The minutes taken at a Governing Council meeting must be signed by the Governing Council member who presided at the meeting at which proceedings took place or by the member presiding at the meeting at which the minutes are confirmed.
- (4) The minutes kept pursuant to this rule must be confirmed by the members of the Church or the Governing Council (as relevant) at a subsequent meeting.

56. Custody and inspection of records

- (1) All records, books and other documents relating to the Church must be kept at the Church's primary place of business, in the custody of either the public officer, or another member of the Governing Council.
- (2) The following documents must be available for inspection, free of charge, by members of the Church at a reasonable time:
 - a) this Constitution, and
 - b) minutes of general meetings of the Church.
- (3) A member may inspect a document referred to in subclause (2):
 - a) in hard copy, or
 - b) in electronic form, if available.

57. Resolution of internal disputes

- (1) Matters of conflict, complaint or dispute will be handled in a timely manner and in accordance with Biblical principles such as expressed in Matthew 18:15-20 and Ephesians 4:2-3.
- (2) Other than a complaint made under clause 16 against a member of the Church constituting grounds for disciplinary action, the following disputes must be handled in accordance with

the Church's dispute resolution and grievance procedure, as approved by the Governing Council from time to time:

- a) A dispute between members (if the dispute relates to the Church)
 - b) A dispute between a member and the Church.
- (3) In the instance of a complaint made against an employee or member of the Church pursuant to BCSA's "Code of Conduct and Regulations for Dealing with Complaints", the process set out in that document must be followed.
- (4) In the instance of a complaint relating to a possible reportable offence, the matter will be referred directly to legal authorities as per the Church's legal obligation for mandatory reporting provided under current legislation. BCSA will also be advised.

58. Accounts to be kept

- (1) The Governing Council shall keep and retain such accounting records as are necessary to record and explain the financial transactions and position of the Church in accordance with the Act.
- (2) If the Church is a registered charity with the ACNC then it must comply with all reporting and audit requirements specified by the ACNC.
- (3) If the Church is considered to be a prescribed association under the Act, then it must also comply with all accounting and audit requirements within the Act.

59. Accounts and reports to be laid before members

- (1) The accounts of the Church, together with the auditor's report on the accounts of the Church, the statement of the Governing Council and the report of the Governing Council shall be laid before members at the annual general meeting in accordance with the Act.

60. Winding up

- (1) The Church may be wound up in the manner provided by section 41 of the Act.
- (2) Unless otherwise determined by the members of the Church by a Special Resolution in a general meeting, if after the winding up of the Church there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to BCSA for the furtherance of the work of BCSA.