

CONSTITUTION OF CLOVERCREST BAPTIST CHURCH INCORPORATED

27th November 2023

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1.	NAME:	The name of the Association is Clovercrest Baptist Church Incorporated, hereafter called the “Church”.
2.	PREAMBLE:	1. Clovercrest Baptist Church was first constituted on 17th December 1967, with the basis of operation originating from general rules for Baptist Churches as set out by the then South Australian Baptist Union. 2. With the passing of time and the attainment of financial independence, a revised Constitution/Rules which reflected the Church as an autonomous body was accepted by the Members in 1975. 3. Subsequently, amendments to the Constitution/Rules have been made in the light of structural changes, experience and prayerful reflection. Registered amendments to the Constitution and Rules post 1975 are recorded in 1991, 1997, and 2001. 4. A review and rewrite of the Constitution was undertaken in 2019 and amendments made in 2023. 5. It is recognised that this document exists for legal and operational reasons; however, the real spirit of the Church is displayed in the harmony and Christian commitment of Members guided by the Holy Spirit.
3.	DEFINITIONS AND INTERPRETATIONS:	1. Definitions “Accredited” means the ministry recognition process undertaken by the Assembly pursuant to the Constitution of BCSA. “ACNC” means the Australian Charities and Not-for-profits Commission and its successors. “Act” means the <i>Associations Incorporation Act 1985</i> and the Associations Incorporation Regulations 2008 as amended and substituted from time to time. “Affiliated Entity” means a person, organisation or entity whose mission, values and beliefs are aligned to those expressed in the Statement of Faith and Foundational Values and whose activities the Church Council considers to further the Objects of the Church. “ASIC” means the Australian Securities and Investment Commission. “Auditor” means one of the following: (a) A person who is a Registered Company Auditor (“RCA”) being registered under Part 9.2 of <i>Corporations Act 2001</i> (Cth) and who satisfies the requirements set out by ASIC in its Regulatory Guide RG 180 Auditor Registration; or (b) A firm with at least one member who is an RCA; or

3.	DEFINITIONS AND INTERPRETATIONS: (CONT'D)	(c) An authorised audit company who is registered under Part 9.2 of <i>Corporations Act 2001 (Cth)</i> and which satisfies the requirements set out by ASIC in its Regulatory Guide RG 180 Auditor Registration. "BCSA" means Baptist Churches of South Australia Incorporated. "Christ" and "Jesus" and "Jesus Christ" are interchangeable terms. "church" means the world-wide Christian church as a whole or a local church, as the context requires. "Church" means "Clovercrest Baptist Church Incorporated". "Church Council" means the governing body of the Church for the time being as constituted by and appointed pursuant to clause 10. "Constitution" means this Constitution. "Council Member" means a person appointed to the Church Council in accordance with this Constitution. "Financial Year" means the year commencing 1 January and ending 31 December. "Foundational Values" means those understandings as expressed in clause 5.2 of this Constitution. "Members" means the members of the Church. "Members' Meeting" means a general meeting of the Members. "Membership" means membership of the Church. "Objects" means those Objects of the Church as set out in clause 6. "Officer" or "Office Bearer" means any person who occupies a position on the Church Council or Senior Leadership, or any other person as defined in the Act as an Officer. "Pastor" means a position within the Church that is specified as a Pastoral role. "Pathway" means Pathway Community Centre Incorporated. "Register" means the official record of Church Members. "Reserve Roll" means a list of Members removed from the register due to absence as expressed in clause 8.9. "Seal" and "Common Seal" are interchangeable and mean the Common Seal of the Church. "Scripture(s)" and "Holy Scriptures" or "Word of God" means the sacred writings of Christianity comprising the Old and New Testament as contained in the Holy Bible. "Senior Leadership Position" means a position identified by the Church Council that is responsible for providing significant leadership to a Church ministry or operation. A senior leadership position reports directly to the Lead Pastor and may include but not be limited to titles such as "Director, Manager, Executive Pastor and Associate Pastor." "Written Notice" means any representation of words, numbers or symbols, whether printed in or on a tangible medium or stored in an electronic form or other retrievable medium.
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3.	DEFINITIONS AND INTERPRETATIONS: (CONT'D)	“Special Resolution” – means a resolution passed at a duly convened Members’ Meeting if – (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; and (b) It is passed at a meeting referred to in this definition by a majority of not less than 75% of votes cast by Members. “Statement of Faith” means those understandings as expressed in clause 5.1 of this Constitution. 2. Interpretations 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 this Constitution; (d) A reference to any agreement or document is to that agreement or document (and where applicable, any or all 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 document.
4.	AFFILIATION:	The Church shall be a member of the Baptist Churches of South Australia Incorporated (BCSA). As such, the Members of the Church accept the responsibilities inherent in that membership.
5.	STATEMENT OF FAITH AND FOUNDATIONAL VALUES:	1. <u>Statement of Faith</u> Jesus Christ, our Lord and Saviour, is the sole and absolute authority in all matters of faith and practice. These are revealed in and through the divinely inspired Scriptures, both Old and New Testaments. In worship of Jesus our Lord and in accordance with Holy Scripture, this Church declares its belief in: (a) The Triune God: Father, Son and Holy Spirit and their love for all creation. (b) The sovereignty and power of God as Creator, Sustainer and Future of the Universe. (c) The Deity of our Lord and Saviour Jesus Christ, God manifest in the flesh. (d) That all people are created in God’s image and all have sinned.

5.	STATEMENT OF FAITH AND FOUNDATIONAL VALUES: (CONT'D)	(e) The perfect life and atoning death of our Lord Jesus Christ, who was raised from the dead and ascended to the position of all authority and power for our salvation. (f) The convincing and regenerating work of the Holy Spirit, who causes sinful people to understand their lost condition, repent and believe in Jesus Christ as Saviour and Lord. (g) The sanctifying grace of God, which enables a believer to press on to spiritual maturity and likeness to Christ. (h) The return in person of Jesus Christ in power and glory, and His judgement of all people. (i) The resurrection and eternal blessedness of those who belong to Christ. The Church further declares its belief that: (j) The Lord Jesus Christ is the Supreme Head and Ruler of His universal church, which is the world-wide body of people who have repented of their sin and put their trust in Him as Saviour and Lord. (k) The local church, the gathered body of believers in a given community, governed by Jesus Christ and guided by the illumination of the Holy Spirit, has the liberty and responsibility to interpret, preach and administer the will of Christ in all matters of faith and practice as revealed in Scripture. (l) Two ordinances have been given to the Church by explicit command of Jesus Christ, namely: i. Baptism, being immersion in water into the Name of the Father, Son and Holy Spirit, of those who have professed repentance towards God and faith in our Lord Jesus Christ. ii. The Lord's Supper, the taking of bread and cup in an act of remembrance of the death and resurrection of Christ. (m) Jesus Christ has commissioned His church to evangelise the whole world. Each Member then, has a duty to bear witness to the Gospel of Christ in daily life and to share in the wider task of reaching the world as opportunity presents itself. 2. <u>Foundational Values</u> The Foundational Values of the Church are as follows: (a) We believe that Jesus Christ is Lord and we confess our faith in Him as Lord. We affirm the need for personal, experiential faith in Jesus Christ and formative discipleship into His likeness. (b) We believe that Jesus of Nazareth reveals God to us through His birth, life, ministry, death, bodily resurrection, ascension and the promise of His return. Because of this revelation, we confess faith in one God as Father, Son and Holy Spirit. In affirming this, we acknowledge ourselves to be a part of the church.
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5.	STATEMENT OF FAITH AND FOUNDATIONAL VALUES: (CONT'D)	(c) Our final authority in faith and practice is Jesus Christ, as revealed in Scripture and present among His people through the Holy Spirit. We recognise the Scriptures, interpreted under the leadership of the Holy Spirit and in the community of God's people, as the primary authority for knowing God's revelation in Jesus Christ. (d) We understand the church to be the people of God, the body of Christ and the temple of the Holy Spirit. We believe that the Church has been called by God as a fellowship of believers into a shared life as a means of grounding His presence among His people within the local and broader communities in the service of His mission to the world. (e) We understand that the practice of worshipping, meeting around God's Word (the Scriptures) and sharing together in the Lord's Supper is vital to the nourishing of the faith of the Members. (f) We practise baptism for believers only, in the triune name of God into the body of Christ. Where possible, this is by immersion in water as a symbol of our becoming partakers in the death and resurrection of Jesus. (g) We believe that every believer in Jesus Christ is called to witness, with love and compassion, to the Lordship of Jesus. We believe that the Church is to share in the whole mission of God in the world. (h) We affirm the Church's freedom and responsibility as a fellowship of believers to discover the purpose of Christ for it and how this is to be reflected in the life and work of the Church and that of its Members in the context of Christ's call to the church. The discernment of this purpose will involve the Members actively seeking the mind of Christ under the appropriate exercise of the gift of leadership. (i) We affirm the responsibility of the Church to engage, as part of the body of Christ and with all seriousness, with its obligations to other fellowships of believers as partners in God's mission. This is expressed through the equipping, commissioning, supporting and sending out of Members as missionaries into all parts of the world and, where appropriate, in joining together with other fellowships of believers to fulfil God's mission. (j) We affirm the 'priesthood of all believers' in which the only mediator between God and humanity is Jesus Christ. We affirm the gift of the Holy Spirit to all God's people and so we recognise 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. (k) We affirm the need to preserve freedom of conscience and so stand for the separation of church and state and for religious liberty of all – including those who do not affirm these Foundational Values. We recognise the responsibility of the church to be a prophetic community of God's grace in His world. (l) The Members are people of hope, believing that ultimately God will bring all things to 'perfection'.
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6.	OBJECTS:	1. The Church adopts for its Objects the following, which it believes to be in harmony with the purpose of Christ's church as declared in the New Testament: (a) To faithfully follow the vision, mission and values of the Church; (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.	POWERS:	1. The Church shall have all the powers of an Incorporated Association as set out in Section 25 of the Act. 2. The Church shall have power to form ministries, committees, organisations and other such bodies for the carrying out of its Objects.
8.	MEMBERSHIP:	<u>Eligibility</u> 1. The Members shall be all who: (a) Profess an experience of personal salvation through repentance and faith in the Lord Jesus Christ and give evidence of such repentance and faith in their daily life; (b) Have been baptised by immersion as a public testimony of their own faith and commitment to Jesus Christ as Lord and Saviour or have made a public profession of their faith according to the rites of another Christian church which is acceptable to Church Council; (c) Accept the responsibilities of Membership as set out in this Constitution and relevant governing policies; (d) Accept the Statement of Faith and Foundational Values set out in clause 5 of this Constitution; (e) Commit to the Objects of the Church as set out in clause 6 of this Constitution; and

8.	MEMBERSHIP : (CONT'D)	(f) Have applied for Membership using the prescribed form and had their application approved by the Church Council and their name/s added to the Register. <u>Becoming a Member</u> 2. Applications for Church Membership shall be made using the 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. The Church Council may waive the requirement for baptism by immersion as outlined in clause 8.1(b) above, taking into account such matters as physical ability or medical reasons. 5. No subscription fee is payable in respect of Membership of the Church. 6. Membership is not transferable from one person to another. <u>Register of Members</u> 7. A Register of Members shall be kept in accordance with the Act and shall be reviewed at least annually. 8. A Member may be removed from the Register, at which time Membership rights are revoked, when: (a) A person becomes deceased; or (b) A person becomes affiliated with another church either by transfer or regular attendance; or (c) A person requests their name be removed (refer to clause 8.19 Resignation of Members); or (d) Even after appropriate care and follow-up, a person ceases Church attendance for a period of more than six (6) months without explanation, or without satisfactory reason; or (e) A person is expelled from Membership as a result of a disciplinary and/or dispute resolution process. 9. Members who through distance or other reason are not attending the Church regularly, may be transferred to a Reserve Roll. Such Members shall: (a) Be regarded as remaining under the pastoral care of the Church; (b) Be notified of such transfer from the register where possible; (c) Be requested to maintain as close an association with the Church as practicable; (d) Not retain voting rights; and (e) Be reinstated from the Reserve Roll to the Register upon resuming regular attendance at the Church.
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8.	MEMBERSHIP: (CONT'D)	10. Notification of changes to the Register shall be given at the next regular Members' Meeting. <u>Commitment of Members</u> 11. Church Members each exercise a vital ministry as they work together to fulfil the Objects of the Church. Members, as they are able, are encouraged and responsible to: (a) Grow as followers of Jesus, acting justly, showing mercy and walking humbly with God; (b) Commit to the Church vision, mission, values, Statement of Faith and Objects; (c) Regularly attend Church services; (d) Regularly attend Members' Meetings; (e) Love, accept, encourage and exercise care for one another; (f) Consistently, generously, cheerfully and sacrificially provide financial support to the Church; and (g) Contribute to the life and ministry of the Church, serving harmoniously with others, seeking to build up others in love and spiritual growth. <u>Dispute Resolution</u> 12. The Church shall exercise its responsibility for disciplining Members in accordance with the guidance provided in Matthew 18:15-17. 13. When a Member's conduct is a cause for concern to other Members and results in a dispute or disagreement, then the matter should aim to be resolved in accordance with the Church's relevant Policy and/or Procedure. 14. In the event the dispute is not able to be resolved, it may be referred to the Church Council who may investigate the circumstances, engage specialist advisors and adjudicate on the matter observing the 'rules of natural justice'. <u>Discipline of Members</u> 15. The Church Council may resolve to warn, suspend or expel a Member from the Church if it considers that: (a) The Member's conduct is detrimental to the interests of the Church or has caused, or is likely to cause, harm to the Church; or (b) The Member holds beliefs that are fundamentally at odds with the Statement of Faith and Foundational Values (clause 5) and/or the Objects of the Church (clause 6); or (c) The Member is not consistently meeting the responsibilities of Membership (clause 8.11).
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8.	MEMBERSHIP: (CONT'D)	16. The Member shall be given between fourteen (14) and twenty-eight (28) days' notice in advance of a meeting to be held with persons nominated by the Church Council and such notice shall state: (a) What is alleged against the Member; (b) The date, time, purpose and place of the meeting; (c) Who is attending the meeting; and (d) The rights of the Member to provide an oral or written defence. 17. If the Church Council finds the defence of the Member unsatisfactory or if the Member does not provide a defence, then the Member may be requested in writing to resign. If the Member does not resign within fourteen (14) days, the Member may be expelled by resolution of the Church Council. <u>Liabilities of Members</u> 18. Members of the Church are not liable to contribute towards the payment of the debts and liabilities of the Church or the costs, charges and expenses of the winding up of the Church. <u>Resignation of Members</u> 19. A Member may resign from Membership by giving written notice to the Church Council, and the date that person ceases to be a Member shall be the date specified in the notice or as at the date of receipt of the notice if no date is specified.
9.	GOVERNANCE OF THE CHURCH:	1. The governance of the Church shall be vested in the Members, who shall have the full power to decide all matters relating to the management of the Church and its affairs. 2. The Members shall appoint a Church Council which, in addition to any powers and authorities conferred by this Constitution, 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 this Constitution required to be done in Members' Meetings. 3. In the event of any conflict in the exercise of powers, the majority decision of Members, as exercised in Members' Meetings in accordance with this Constitution, shall be binding and conclusive.
10.	CHURCH COUNCIL:	<u>Role</u> 1. The Church Council shall attend to the oversight and regular governance of the Church. 2. The Church Council is responsible to the Members for:

10.	CHURCH COUNCIL: (CONT'D)	(a) Discerning and maintaining the integrity of the Church's vision, mission and values; (b) Providing leadership, spiritual oversight and support to the life of the Church as it seeks to fulfil its vision, mission and Objects; (c) Developing policies and governance frameworks to guide staff and leaders through the Lead Pastor; (d) Overseeing the ministry and performance of the Lead Pastor; (e) Making recommendations to the Church on the appointment of Church Council Members, the Lead Pastor and members of the Senior Leadership Team; (f) Approving the appointment of Pastors; (g) Ensuring there is a system of accountability to the Members; (h) Risk management, legal and regulatory compliance; (i) Management and control of funds and property; (j) Praying regularly for the Church; and (k) Other duties as described in this Constitution or that may be required to achieve the Objects of the Church. 3. The Church Council may establish committees to support its role and may delegate tasks and functions but not its responsibility. 4. The Church Council shall appoint a Public Officer as required by the Act. <u>Composition</u> 5. The Church Council shall consist of: (a) The Lead Pastor (ex-officio with voting rights); (b) A person holding a Senior Leadership Position nominated by the Church Council in consultation with the Lead Pastor (ex-officio with voting rights). (c) A minute taker / secretary (speaking but no voting rights). (d) Up to eight (8) elected persons from the Membership of the Church (one of whom shall be Chairperson). 6. The Church Council may invite persons to attend meetings of the Church Council for particular purposes. 7. The Church Council may co-opt additional persons to meet specified needs provided their personal qualities align with Eligibility of Council Members as specified herein. The term and reasons for co-option are at the discretion of the Church Council. Such persons co-opted shall have no vote in decisions made by the Church Council. <u>Eligibility</u> 8. Church Council Members shall: (a) Demonstrate scriptural qualities as laid down in 1 Tim 3:1-7 and Titus 1:5-9;
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10.	CHURCH COUNCIL: (CONT'D)	(b) Be active Members of Clovercrest Baptist Church; (c) Be readily available, and have the support of their family, to devote time to Church Council work; (d) Be willing to learn and grow as followers of Jesus; (e) Be willing to abide by Church Council policy; and (f) Meet the requirements of a Responsible Person as prescribed by the ACNC. 9. Any person described under Section 30 of the Act is precluded from becoming a member of the Church Council. <u>Method of Appointment</u> 10. Suggestions for vacancies shall be sought from the Membership and shall be approved by the Church Council for recommendation to the Church. 11. Church Council Members shall be appointed by secret ballot, passed by a majority of not less than 75% of votes cast by Members. 12. Casual vacancies may be filled by resolution of the Church Council. A person appointed to a casual vacancy may hold office until the next Members' Meeting, at which time they shall be eligible for recommendation to the Church for appointment. 13. Any period served as a casual appointment shall not count to the term of appointment under clause 10.15. 14. The Church Council shall appoint the minute taker/secretary. <u>Term of Appointment</u> 15. Council Members (excluding ex officio) shall be appointed for a term of three (3) years and may be re-appointed for a second term. 16. On completion of two consecutive terms (six (6) years of service), a minimum break of twelve (12) months is required before a Council Member can be re-elected. <u>Resignation or Removal of Council Members</u> 17. A member of the Church Council shall be removed from their role by resolution of the Church Council if they: (a) Are disqualified from eligibility under the Act; or (b) Are disqualified from being a Member under clauses 8.15-17 of this Constitution; or (c) Do not observe and adhere to the code of conduct and/or standards to be expected of members of the Church Council; or (d) Become chronically incapacitated by ill health; or (e) Resign as a Member.
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10.	CHURCH COUNCIL: (CONT'D)	18. The procedures as outlined in disqualification of a Member (clauses 8.15-17) shall be followed in exercising discipline of a member of Church Council. <u>Chairperson</u> 19. The Church Council shall elect its Chairperson. <u>Proceedings at Council Meetings</u> 20. The Church Council shall meet a minimum of eight (8) times per year and as frequently as may be deemed necessary for the transaction of the ordinary business of the Church. 21. Church Council Members do not have to be physically present in the same place and may attend Church Council Meetings using any technological means that allows each member to hear proceedings and be heard by the other Council Members. 22. A quorum for a meeting of the Church Council shall be more than half of the total number of persons appointed and currently serving on the Church Council who have voting rights and shall be no less than five (5). 23. The Church Council shall develop and implement governance policy to guide its operation that shall include but not be limited to: (a) Church Council decision making; (b) Church Council Member nomination, selection and induction; (c) The role of the chairperson; (d) Church Council Member code of conduct; (e) Church Council meeting processes; (f) Church Council relations with the Lead Pastor; and (g) Measuring and reviewing its own performance.
11.	LEAD PASTOR:	1. The Members shall appoint a Lead Pastor. <u>Role</u> 2. The Lead Pastor shall lead the Church in the fulfilment of its mission, vision, values and Objects. 3. The Lead Pastor has authority and accountability as defined by the Church Council and is responsible for all aspects of ministry, leadership, management of staff and operation of the Church.

11.	LEAD PASTOR: (CONT'D)	<u>Eligibility</u> 4. The Lead Pastor shall be a baptised believer who is eligible to become a Member of the Church, with Membership a requirement for the position once appointed. 5. The Lead Pastor's calling to the pastorate shall align with relevant provisions of the BCSA. <u>Method of Appointment & Tenure</u> 6. The Lead Pastor shall be appointed (subject to accepting the call) on the recommendation of the Church Council to a Special Members' Meeting called for the purpose. 7. The Chairperson for any meeting called to consider the appointment of a Lead Pastor shall be a Moderator appointed in conjunction with the BCSA. 8. The Lead Pastor shall be appointed by secret ballot, passed by a majority of not less than 75% of votes cast by Members. <u>Right of Participation at Members' Meetings</u> 9. The Lead Pastor shall have the right of attendance, participation and voting at all meetings of the Church. 10. The Lead Pastor shall not be entitled to vote on any resolution relating to their appointment or office.
12.	SENIOR LEADERSHIP POSITIONS:	1. The Church Council shall recommend to the Church the creation and maintenance of Senior Leadership Positions as are determined from time to time to be required to carry out the Objects of the Church. <u>Role</u> 2. Senior Leaders shall be appointed to undertake roles and responsibilities of various aspects of the Church's ministry and operations and report to the Lead Pastor. 3. Senior Leaders shall be given a position description clearly defining the role, tenure, responsibilities and accountabilities of the position. <u>Method of Appointment</u> 4. Nominations for appointment of Senior Leadership Positions shall be brought to a Members' Meeting.

12.	SENIOR LEADERSHIP POSITIONS: (CONT'D)	5. Senior Leadership Positions shall be appointed by secret ballot, passed by a majority of not less than 75% of votes cast by Members.
13.	APPOINTMENTS OF OTHER CHURCH STAFF:	1. The Church may appoint other persons to undertake specific tasks and duties as required by the Church to fulfil its ministry and Objects. 2. The appointment of Pastors, other than Pastors who hold Senior Leadership positions, shall be made by the Church Council upon recommendations from the Lead Pastor following a search process as set out in relevant Church policy. 3. The appointment of other members of the Church staff shall be made by the Lead Pastor following a search process as set out in relevant Church policy. 4. Specific job descriptions, terms of appointment, and reporting accountability are to be set out in writing at the time of appointment.
14.	MEMBERS' MEETINGS:	<u>Frequency</u> 1. A minimum of two (2) Members' Meetings shall be held each year, one of which shall be the Annual General Meeting. <u>Annual General Meeting</u> 2. The Annual General Meeting shall take place no later than five (5) months after the end of the Financial Year. 3. An annual report on the Church's ministry activities in fulfilling its Objects shall be presented at this meeting, as required by the Church Council. 4. The Church Council shall present the audited statement of accounts at this meeting. 5. Except as provided above, proceedings at the Annual General Meeting shall be consistent with proceedings at Members' meetings. <u>Special Meeting</u> 6. A special meeting may be called by the Church Council or by request signed by one-tenth (1/10) of the Church Membership. A meeting called for a special purpose shall only transact the business for which the notice has been given.

14.	MEMBERS' MEETINGS: (CONT'D)	<u>Notice</u> 7. Notice of Members' Meetings shall be given at least fourteen (14) days prior to each meeting, specifying the purpose, time and location of the meeting. 8. Notice of Meetings requiring a Special Resolution shall be given at least twenty one (21) days prior to the meeting. 9. Notice of a Members' Meeting shall be deemed to have been given to Members if it is given by: (a) Public announcement at a regular worship service; and (b) Distribution by post, in person, email or other electronic means. <u>Chairperson</u> 10. Members' Meetings shall be chaired by the Chairperson of the Church Council or in their absence, a nominee of Church Council or any Member appointed for the purpose at a Members' Meeting. 11. The Lead Pastor, Senior Leaders, and Pastor(s) shall not act as Chairperson when any matters relating to their call, conditions or responsibilities are being discussed or voted on. <u>Introduction of Business</u> 12. All business for an ordinary Members' Meeting shall be submitted through and with the consent of the Church Council. Should such consent not be granted, any Member may give notice of motion in writing at a Members' Meeting for such business to be discussed at the next ordinary Members' Meeting, subject to the passing of the Notice of Motion. <u>Agenda</u> 13. The Chairperson or delegate shall prepare the agenda for the Meeting, which shall be circulated in conjunction with the notice of the Meeting. A meeting shall only transact the business for which the notice has been given. <u>Quorum</u> 14. Any Members' Meeting called in accordance with this Constitution shall be able to resolve all matters, except that a quorum of at least one quarter (1/4) of the total Membership eligible to vote at the time of the meeting is required for: (a) Budget setting; (b) Alterations to the Constitution; (c) Appointment and removal of Officers;
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14.	MEMBERS' MEETINGS: (CONT'D)	(d) Purchasing and selling of real property; (e) Winding up; and (f) Any other matters of significance as determined from time to time by the Church Council or Members' Meeting. 15. Absentee voting shall contribute to the quorum in accordance with the absentee voting policy/procedure. <u>Voting</u> 16. Motions at Members' Meetings shall be passed by a simple majority of votes cast by Members, including absentee votes, except where otherwise specified in this Constitution. 17. The normal method of voting at a Meeting shall be by show of hands, except where otherwise specified in this Constitution. 18. Each Member is entitled to one (1) vote. 19. All resolutions shall be binding upon all Members, whether present or absent or refraining from voting. 20. Appointment of Office Bearers shall be by secret ballot. 21. There shall be no voting by proxy. 22. A Member may lodge an absentee vote in accordance with the following conditions: (a) Absentee voting has been approved by the Church Council for the motion; and (b) The Member has genuine and significant reason/s for being unable to attend the Members' Meeting; and (c) Policy and procedures for absentee voting are complied with. 23. Where the opinion of the Members appears to be keenly divided and the harmony and unity of the Church in danger, the Meeting may vote to defer the decision, enabling Members to seek the will of God through prayer, fasting and the Scriptures. 24. Electronic voting, as approved by the Church Council, may be used for voting at Members' Meetings. For the avoidance of doubt, this includes Annual General Meetings and Special Meetings. <u>Form of Meeting</u> 25. Technology, including but not limited to telephone, video conference, email or other electronic forms of communication, may be approved at the Church Council's discretion, to be utilised at Members' Meetings to enable Members not physically present at the Meeting to participate (to hear and be heard) and vote in the Meeting.
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14.	MEMBERS' MEETINGS: (CONT'D)	26. A Member participating in a Members' Meeting as permitted under this section is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.
15.	MINUTES OF MEETINGS:	<u>Minutes</u> 1. Minutes shall be kept of all Members' Meetings and meetings of the Church Council. <u>Confirmation and Signing of Minutes</u> 2. Minutes shall be confirmed at the next appropriate meeting and signed by the Chairperson who presided at the relevant meeting at which the proceedings took place or by the Chairperson presiding at the meeting at which the minutes are confirmed.
16.	FINANCE:	1. The Church shall meet its general financial obligations by free-will offerings, with Members encouraged to meet budget requirements through regular, systematic giving. 2. Other methods of financing projects and/or fund-raising may be approved by the Church Council. 3. An accurate summary of the Church's financial position shall be reported at regular Members' Meetings. 4. The Church shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial positions of the Church in accordance with all legislation applicable to its operation. 5. The income and capital of the Church shall be applied exclusively to the promotion of its Objects, and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses approved and incurred on behalf of the Church or paid by way of support either directly or indirectly to a Member engaged in approved missionary activities of the Church.
17.	AUDIT:	1. An auditor shall be appointed and the financial accounts of the Church audited if: (a) Required by the Act; or (b) Required by the Church Council; or (c) Otherwise petitioned by a simple majority of the Church Members at a Meeting of the Members.

17.	AUDIT: (CONT'D)	2. Where required under clause 17.1, the Members shall appoint the Auditor at the Annual General Meeting. 3. If the financial accounts of the Church are required to be audited pursuant to clause 17.1, and an Auditor has not been so appointed by the Members of the Church in accordance with clause 17.1, then the Church Council shall have the power to appoint an Auditor for the current Financial Year and such appointment shall be by way of a simple majority of votes in favour by those personally present at the meeting of the Church Council and eligible to vote. 4. The Auditor shall hold the appointment until the next Annual General Meeting and is eligible for re-appointment. 5. An Auditor so appointed under this clause 17 shall be entitled to charge and be paid for their services at fair market rates.
18.	USE OF PROPERTY AND BUILDINGS:	1. Church property and buildings shall only be used or occupied for the following approved Church activities or Member activities: (a) Public worship services and celebration of events of specific religious significance to the Christian faith, which have been authorised by the Lead Pastor; (b) Ministry activities that align with the Church's mission and values; (c) Place of work for employees and volunteers of the Church; (d) Administrative activities of the Church and place of business for the purposes of the ACNC; (e) Meetings specifically for the benefit of Members; (f) Operation of Pathway and associated activities; (g) Other meetings which further the Objects of the Church, held by and predominantly for the benefit of the Members, including but not limited to those held by a Ministry of the Church; (h) Other meetings or activities which further the Objects of the Church, held by an Affiliated Entity; (i) Ceremonies to solemnise marriages pursuant to the definition of marriage of, and according to the Rites of, the Baptist Union of Australia; (j) Appropriate celebrations of a significant milestone of a Member; (k) Funeral services approved by the Lead Pastor; and (l) Any other purpose that aligns with the Church's mission and values or is otherwise approved by the Church Council. 2. Applications to use or occupy the Church property or buildings shall be in the form prescribed from time to time and must comply with relevant policy and procedures.

18.	USE OF PROPERTY AND BUILDINGS CONT'D:	3. No disposal of any real property of the Church may occur other than by Special Resolution of the Members.
19.	LIABILITY OF OFFICERS:	The Church shall purchase such insurance(s) as necessary to provide protection at realistic market values against risks to the assets and for the liabilities and professional conduct of the Association and its Officers.
20.	THE COMMON SEAL:	1. The Church shall have a Common Seal upon which its name shall appear in legible characters. 2. The Seal shall be kept in the custody of a staff member nominated by the Church Council and located at the principal place of administration of the Church. 3. Each use of the Seal shall be declared to the Members and recorded in the Minutes of the Members' Meeting. 4. Any two (2) members of the Church Council may affix the Seal.
21.	ALTERATIONS TO THE CONSTITUTION:	1. Motions at Members' Meetings to repeal, alter or amend this Constitution, shall be passed by a majority of not less than 75% of votes cast by Members. 2. Church Members shall be given sixty (60) days notice prior to a Members' Meeting called to vote on any proposed changes to the Constitution.
22.	MANNER OF WINDING UP:	1. The Church may be wound up pursuant to a Special Resolution passed by a majority of not less than 75% of votes cast by Members at a meeting especially convened for the purpose. It shall then be wound up in the manner provided for in the Act. 2. If the Church is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets: (a) Must not be distributed to the Members or former Members of the Church; and (b) Subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation with similar purposes, which are charitable at law, and which are not carried on for the profit or personal gain of members, which in the first instance shall be the BCSA or its successors for the furtherance of the work of BCSA. (c) In the event that BCSA no longer exists or does not qualify at law to receive the distribution, then the surplus assets shall be distributed by Special Resolution of the Church to another organisation that meets legislative requirements.