

VILLAGE CHURCH INCORPORATED

CONSTITUTION

21 June 2021

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Village CHURCH INCORPORATED

CONSTITUTION

PREAMBLE

Village Church Incorporated is an Association, which has been established to enable the proper management of the organisation that facilitates the working of various dimensions of the body of believers known as Village Church. This Constitution describes the way in which Village Church Incorporated is governed. It does not describe the Church.

PART 1 - PRELIMINARY

1 Interpretation

- (1) In this Constitution unless the contrary intention appears:

Association means the Incorporated Association with the name of Village Church Incorporated.

Church Council means all or some of the Council members acting as an administrative committee.

Director General means the Director General of the Department of Services Technology and Administration.

financial year means each year ending on 31 December.

function includes power, authority and duty.

General Meeting means a general meeting of the Association.

Member means a member, however described, of the Association.

Mission means the mission of the Association set out in this Constitution.

Pastor means the Lead Pastor and staff members who are appointed as pastors.

Staff member means a person who is appointed as a member of the staff of the association (not being the Lead pastor) and who is paid remuneration by the association.

Statement of Beliefs means the beliefs set out in this Constitution.

the Church means the community of people that identify as Village Church, except where "the church" is used in the Statement of Beliefs.

the Review Panel means the Review Panel of the Association

- (2) In this Constitution except where the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
- (c) the provisions of the *Incorporations Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

2 Statement of Purpose

The Association is established for the principal purpose of conducting the affairs of the Church.

3 Statement of Beliefs

The fundamental Statement of Beliefs of the Association are:

(a) **About God**

There is only one God, who exists in an everlasting loving relationship of Father, Son and Spirit — one God in three persons.

God is sovereign in all things, including creation, revelation, redemption, judgement and the establishing of his kingdom.

As sovereign loving creator and redeemer, God deserves all glory, honour and praise.

(b) **About humanity**

All people, men and women, are created in God's image and are called to love God with all their beings.

However, since the fall, all people are guilty of having turned away from God and human nature is thoroughly corrupted by sin. This makes everyone subject to God's righteous anger and condemnation. No one is able, without the prior regenerative work of God's Spirit, to turn themselves to God.

Biblical marriage is a holy relationship ordained by God and is the union of a man and a woman to the exclusion of all others, voluntarily entered into for life and is the only God-honouring context for sexual activity.

(c) **About the Bible**

There is no other way to know God except that he reveals himself. The Bible is God's revelation. It is God-breathed, without fault as originally written, and has supreme authority in all matters of faith and conduct.

The Bible is sufficient for knowing God. It is not only central to the wellbeing of the church but is able to thoroughly equip the Christian community for life and godliness.

(d) **About Jesus Christ**

Jesus Christ was conceived by the Holy Spirit and born of the virgin Mary.

Jesus is both fully God and truly human. He entered completely into human experience. He endured temptation and he suffered and died. He was perfectly obedient to God his father.

Jesus took on himself the consequences of human sin. He died and was buried. On the third day he rose bodily from the dead, was seen by many witnesses, and is now exalted as ruler over all things.

Jesus will come again in glory to judge the living and the dead.

(e) **About salvation**

Salvation is entirely the gracious gift of God and cannot be earned or deserved. It is accomplished through the atoning death, once for all time, of Jesus Christ. Jesus is our representative and substitute, and the only mediator between God and sinners. By Christ's death God's anger is turned aside, people are redeemed from sin and death, and declared to be righteous in God's sight.

This salvation is offered in the gospel and received by turning to God from sin and trusting in Jesus Christ. The work of the Holy Spirit is necessary to make the death of Jesus effective in an individual's life.

Although we can now enjoy the blessing of union with Christ and secure relationship with God, we await the final consummation of our hope with the

return of Christ, the resurrection of our bodies and eternal life with him.

(f) ***About the Spirit in the believer's life***

The Holy Spirit is co-equal with the Father and the Son.

The Holy Spirit indwells all true believers, enabling us to call on God as our Father and Jesus as our Lord.

The Holy Spirit brings glory to Jesus Christ, thus making Jesus Christ central in all things.

God's Spirit enables people to grasp the truth of the Bible, bringing them to faith and repentance, producing in them his fruit, granting them his gifts and empowering them for service.

(g) ***About the church***

The visible church is the gathering of believers around Christ in his word.

It is a community of people intended by God to bear witness to him and actively seek the extension of his rule.

In church leadership, as in marriage, the roles of men and women are not fully interchangeable. Within its community both men and women are to seek proper expression of their gifts as they work to build the church in love.

God gives gifts to the church for the purpose of building the church in love, as we serve one another and bear witness to the world.

4 Statement of Mission

The Mission of the Association is to enable the health and growth of the Church as it prayerfully proclaims the gospel of the Lord Jesus Christ.

PART 2 - MEMBERSHIP

5 Membership qualifications

A person is qualified to be a Member if:

- (a) the person, being not less than 18 years of age:
 - (i) has applied for membership, and
 - (ii) has been regularly in attendance at meetings of the Church for a period of not less than 3 months, and
 - (iii) is not a member of another Church, except where the Church Council determines that extenuating circumstances apply, and
 - (iv) has been approved for membership of the Association by the Church Council, or
- (b) the person is a Pastor.

6 Application for membership

- (1) An application by a person for membership must be made in writing to the Church Council, by completing the Membership Application Form which includes:
 - (a) a profession of his or her faith in, and submission toward, Jesus Christ as Lord, Saviour and God, and
 - (b) an agreement to promote the health and growth of Village Church as it

prayerfully proclaims the gospel of the Lord Jesus Christ.

- (2) As soon as practicable after receiving an application for membership, the Church Council is to determine whether to approve or to reject the application.
- (3) The applicant will be notified of the decision.
- (4) If the application is approved, the applicant's name will be recorded as a Member in a register within the Village Church register of members.
- (5) The applicant becomes a Member once his or her name is entered in the register.

7 Membership entitlements not transferable

A right, privilege or obligation that a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8 Cessation of membership

A person ceases to be a Member of the Association if the person:

- (a) resigns from membership, or
- (b) is removed from membership by the Church Council, or
- (c) dies.

9 Resignation and removal of membership

- (1) The Church Council will not accept a resignation from membership except in accordance with this clause.
- (2) A Member may resign from membership by giving notice in writing to the Church Council of the Member's intention to resign and, on the expiration of any period of notice the Member specifies; the Member ceases to be a Member.
- (3) The Church Council is to remove a person from membership if a person ceases to be in regular attendance at meetings of the Church for a period of not less than 6 months, unless the Church Council determines that extenuating circumstances apply.
- (4) The Church Council may remove a person from membership if the person:
 - (a) professes that he or she no longer has faith in, or submission toward, Jesus Christ as Lord, Saviour and God, or
 - (b) professes that he or she no longer agrees to promote the Mission of the Company.
- (5) If a person ceases to be a Member, an appropriate entry will be made in the register of Members recording the date on which the Member ceased to be a Member, and the person will be notified of the action taken.

10 Register of Members

- (1) A register of Members of the Association must be maintained specifying the name, address and, if provided by that person, the contact details, of each person who is a Member together with the date on which the person became a Member or ceased to

be a Member.

- (2) The register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member of the Association at any reasonable time.
- (3) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be made available for inspection, that information must not be made available for inspection.
- (4) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or sending other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11 Fees

No entrance fee or annual membership fee is payable to the Association.

12 Members' liabilities

A Member of the Association is not liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

PART 3 - THE LEAD PASTOR

13 Lead Pastor

- (1) The Lead Pastor must:
 - (a) be a man who qualifies as an overseer according to 1 Timothy 3:1-7 and be known for his maturity of faith and Christian character, and
 - (b) have demonstrated by his life and teaching that he is well qualified to lead and teach the Church in accordance with the Mission of the Association and Statement of Beliefs, and
 - (c) agree to teach and uphold the Statement of Beliefs, and
 - (d) agree to promote the Mission of the Association and faithfully lead the Church.
- (2) The Lead Pastor is authorised and has responsibility:
 - (a) to lead and teach the Church in accordance with the Mission of the Association and the Statement of Beliefs, and
 - (b) for the oversight of all such matters as are vital to the spiritual welfare of the Church, including the ministries of the Church.
- (3) The Lead Pastor, by virtue of his office, is the chairman of:
 - (a) the Church Council (and he may delegate the right to preside at meetings of the Church Council to another Council member), and

- (b) any General Meetings (and he may delegate the right to preside at General Meetings to another Member), and
 - (c) any sub-committee appointed by the Church Council (and he may delegate the right to preside at meetings of the sub-committee to another Member).
- (4) The Lead Pastor is authorised and has responsibility to appoint or remove staff.
- (5) The Lead Pastor is to be employed by the Association without specifying any length of tenure.
- (6) The terms of remuneration for the Lead Pastor are to be set by the Church Council.
- (7) The following matters relating to the office of Lead Pastor will be dealt with by the Review Panel:
 - (a) appointment of a new Lead Pastor (in accordance with clause 51);
 - (b) appointment of an acting Lead Pastor (in accordance with clause 52);
 - (c) investigation into the conduct of the Lead Pastor (in accordance with clause 53);
 - (d) removal of the Lead Pastor (in accordance with clause 54); and
 - (e) confirmation of the ability of the Lead Pastor (in accordance with clause 55).

PART 4 - THE CHURCH COUNCIL

14 The Church Council

- (1) The Church Council is the administrative committee of the Association.
- (2) The members of the inaugural Church Council are to be appointed by the Lead Pastor.

15 Responsibilities of the Church Council

- (1) The Church Council is to confer with the Lead Pastor in seeking to ensure that the Mission of the Association is promoted.
- (2) The Church Council, subject to the Act, the Regulation, and this Constitution:
 - (a) is to promote the Mission of the Association and to uphold the Statement of Beliefs, and
 - (b) is authorised and has responsibility to determine and administer the financial affairs of the Association, including the setting of an annual budget, and
 - (c) is authorised and has responsibility to manage the property of the Association, and
 - (d) is authorised and has responsibility to manage the risk and compliance obligations of the Association, and
 - (e) is authorised to respond to queries and recommendations made to the Council by Members, and
 - (f) may exercise all such functions as may be exercised by the Association other

than those functions that are required by this Constitution to be exercised by the Association in a General Meeting, and

- (g) is authorised and has responsibility to perform all such acts and do all such things not elsewhere regulated by this Constitution as appear to the Church Council to be necessary or desirable for the proper management of the affairs of the Association.

16 Composition of the Church Council

- (1) The Church Council is to consist of not less than four (4) Council members, being:
 - (a) the Lead Pastor, and
 - (b) not less than three (3) persons
 - (i) who are approved by the Members, in accordance with clause 17 or
 - (ii) who are appointed in accordance with clause 16(4).
- (2) Subject to the Act, the Church Council may change the number of Council members before an Annual General Meeting by:
 - (a) increasing the number of Council members, or
 - (b) decreasing the number of Council members to a number not less than four (4).
- (3) A Council member other than the Lead Pastor, subject to this Constitution, holds office until the conclusion of the second Annual General Meeting following the date of the Council member's approval or appointment as a member of Council and, if otherwise qualified, is eligible to hold office for subsequent terms.
- (4) In the event that a Council member vacates office otherwise than by the completion of the Council member's term of office (a **casual vacancy**), the Church Council may appoint a Member of the Association to fill the casual vacancy. The Member so appointed holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the Member's appointment.
- (5) If the Church Council decreases the number of its members, a Council member who is in office when the decision to decrease the number of members is made may continue in office until the expiration of the Council member's term of office, subject to this Constitution.

17 Approval of Council members

- (1) A Council member must be a Member of the Association:
 - (a) who agrees to uphold the Statement of Beliefs, and
 - (b) who agrees to promote the Mission of the Association.
- (2) A Council member:
 - (a) must have been a Member of the Association for at least 12 months, except in the case of the inaugural council; and
 - (b) must not be a member of staff except in the case of the Lead Pastor.
- (3) The Church Council may nominate Members of the Association for submission under clause 17(4) who are qualified for appointment to Council and whose nominations are approved by not less than 70% of the votes of the Council members.

- (4) The names of all nominees must be submitted to the Members of the Association at least 21 days before:
 - (a) the Annual General Meeting, or
 - (b) a General Meeting, called for the purpose of filling a vacancy that occurs otherwise than by the completion of a term of office and, in respect of that vacancy, the Church Council has elected not to fill it under clause 16(4).
- (5) A person becomes a Council member if appointed to fill a casual vacancy under clause 16(4), if applicable, or if the Council member's appointment is agreed to by a minimum 70% majority vote of the Members of the Association present and voting at a General Meeting.
- (6) If there are more nominees than vacancies, each Member of the Association is entitled to vote for only the number of nominees that corresponds to the number of vacancies with the vote to be answering the following question put separately in relation to each nominee in alphabetical order of surname:

"Do you agree to the appointment of (the name of the nominee) as a member of Church Council?"

The nominee(s) who receives the highest number of votes being not less than 70% of the votes of the Members who cast a vote is, or are, to fill the vacancy or vacancies.
- (7) If the requisite number of Council members is not agreed to, the Church Council is to repeat the process and call a subsequent General Meeting.
- (8) If after a subsequent General Meeting the requisite number of Council members is not approved, another General Meeting is to be held at which Members of the Association may be nominated by any Member present at the General Meeting and clauses 19(4) and 19(5) are to be applied to determine if a Member so nominated is to fill a vacancy.

18 Office-bearers of the Association

The office-bearers of the Association are:

- (a) the Lead Pastor,
- (b) the Secretary,
- (c) the Treasurer.

19 Secretary

- (1) The Church Council is to appoint a Member of the Association (who may or may not be a member of Church Council) to the office of Secretary of the Association.
- (2) The person appointed as Secretary of the Association is also to be the public officer of the Association.
- (3) The Secretary is to ensure minutes are kept of:
 - (a) all elections and appointments of Council members and Pastors, and
 - (b) the names of:
 - (i) the persons present at meetings of the Church Council, and
 - (ii) the Members present at a General Meeting, and

- (c) all proceedings at Church Council and General Meetings.
- (4) Minutes of proceedings at a meeting must be approved at the next succeeding meeting.

20 Treasurer

- (1) The Church Council is to appoint a Member of the Association (who may or may not be a member of Church Council) to the office of Treasurer of the Association.
- (2) It is the duty of the Treasurer to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct accounts and books are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association, and
 - (c) the annual budget of the Association is prepared for approval by the Church Council.
- (3) The Treasurer is to present the budget, as approved by the Church Council, to the Members at a General Meeting for the purpose of enabling the budget to be received by the Members of the Association.

21 Vacancies

- (1) For the purposes of this Constitution, a vacancy in the Church Council occurs if the Council member:
 - (a) ceases to be a Member of the Association, or
 - (b) resigns from office, or
 - (c) in the case of a Council member other than a Pastor, is removed from office under this Constitution, or
 - (d) becomes an insolvent under administration within the meaning of the Corporations Act, or
 - (e) dies.
- (2) On attaining the age of 67 years a member of the Church Council, other than a Pastor, must retire at the next Annual General Meeting of the Association following the member attaining that age, but may be appointed to office from year to year, after that age, by annual vote of the Association in accordance with this Constitution.

22 Removal of Council members

- (1) The Association at a General Meeting may by resolution remove a Council member before the expiration of the Council member's term of office.
- (2) The only grounds for removal of a Council member are:
 - (a) gross misconduct that brings the Christian faith and the Association into disrepute, or
 - (b) persistent and wilful teaching of that which is contrary to the Statement of Beliefs, or

- (c) persistent unwillingness to promote the Mission of the Association, or
 - (d) irreversible mental or physical incapacity leaving the Council member incapable of fulfilling the responsibilities of a Council member, as certified by two suitably qualified medical practitioners who are not Members of the Association.
- (3) A Council member cannot be removed before there has been a majority vote of the Members of the Association present and voting in favour of the Council member's removal at a General Meeting.

23 Church Council meetings and quorum

- (1) The Church Council is to meet at least 4 times in each calendar year at such place and time as the Church Council may determine. This may include a physical face-to-face meeting, a virtual online meeting using an online meeting platform, or a hybrid of both physical and online meetings, as determined by the Church Council.
- (2) Oral or written notice of a meeting of the Church Council is to be given by the Secretary to each Council member at least 48 hours (or such other period as may be unanimously agreed on by the Church Council) before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under clause 23(2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that a majority of the Council members present at the meeting agree to treat as urgent business.
- (4) A majority of the Council members, which must include the Lead Pastor, or the person nominated by the Lead Pastor, constitute a quorum for the transaction of the business of a meeting of the Church Council.
- (5) Any member of the Church Council may participate in a meeting of the Church Council by means of any system of communication (including telephone) through which each of the members can hear and be heard by one another, which participation will constitute presence at that meeting.

24 Delegation by Church Council to sub-committee

- (1) The Church Council may delegate the exercise of its functions, other than:
 - (a) this power of delegation, and
 - (b) a function that is imposed on the committee of an Association by the Act or by any other law,
 to such person or persons as the Church Council thinks fit.
- (2) A function, the exercise of which has been delegated to a sub-committee under clause 24(1) may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under clause 24(1) may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under clause 24(1), the Church Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a

delegation under clause 24(1) has the same force and effect as it would have if it had been done or suffered by the Church Council.

- (6) The Church Council may, by instrument in writing, revoke wholly or in part any delegation under clause 24(1).
- (7) A sub-committee may meet and adjourn as it thinks proper.

25 Voting and decisions

- (1) Every effort should be made by the Church Council to reach significant consensus when making decisions.
- (2) When the Church Council is satisfied that such consensus cannot be reached, questions arising at the meeting of the Church Council are to be determined by a majority of the votes of the members present and voting at the meeting.
- (3) Each member present at a meeting of the Church Council (including the person presiding at the meeting) is entitled to one vote.
- (4) Despite clause 25(3), a decision cannot be made by the Church Council concerning such matters as are vital to the spiritual welfare of the Church, without the approval of the Lead Pastor or the person nominated by the Lead Pastor.
- (5) No Pastor may vote on any question of remuneration of Pastors.
- (6) The Church Council may act despite any vacancy on the Church Council.
- (7) Any act or thing done or suffered, or purported to have been done or suffered, by the Church Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Church Council.
- (8) This clause applies to a committee or sub-committee appointed by the Church Council in the same way as it applies to the Church Council.
- (9) The members of the Church Council may pass a resolution without a meeting of the Church Council being held if all the Council members entitled to vote on the resolution provide a document containing a statement that they are in favour of the resolution. The resolution is passed when the last Council member agrees.
- (10) For the purposes of clause 25(9), separate copies of a document may be used for signing by members of the Church Council if the wording of the resolution and statement is identical in each copy.
- (11) Any document referred to in clauses 25(9) and 25(10) may be in the form of an electronic transmission.

PART 5 - GENERAL MEETINGS

26 Annual General Meetings – holding of

The Association must hold its Annual General Meeting:

- (a) within five months after the close of the Association's financial year; or
- (b) within such later time as may be allowed by the Director General or prescribed by the Regulation.

27 Annual General Meetings – calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and clause 26, to be convened on such date and at such place and time and in such a manner (physical, online or hybrid), as determined by the Church Council.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any other General Meeting held since that meeting, and
 - (b) to receive from the Church Council reports on the activities of the Association during the last preceding financial year, and
 - (c) to elect the members of the Church Council, and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, and
 - (e) to receive the budget of the association for the current financial year, which has been approved by Church Council, unless the budget has been received at a previous general meeting.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

28 Special General Meetings – calling of

- (1) The Church Council may, whenever it thinks fit, convene a General Meeting of the Association.
- (2) The Church Council must convene a General Meeting of the Association when called upon to do so by the Review Panel.
- (3) The Church Council must, on the requisition in writing of not less than 20% of the total number of Members, convene a General Meeting of the Association within one (1) month after the date on which the requisition of Members for the meeting is lodged with the Secretary.
- (4) A requisition of Members for a General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the Members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (5) If the Church Council fails to convene a General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.
- (6) A General Meeting convened by a Member or Members as referred to in clause 28(5) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Church Council and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

29 Notice of General Meetings

- (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting notify the members of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the meeting must be convened (or the business must be otherwise dealt with) in accordance with clause 31(2).
- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted under clause 27(2).
- (4) A Member who wishes to bring any business before a General Meeting must give details in writing of that business to the Church Council who may include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.
- (6) The Church Council may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 28(2)).
- (7) The Church Council must give notice of the postponement or cancellation of a General Meeting to all persons entitled to receive notices from the Association.
- (8) The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

30 General meetings - procedure and quorum

- (1) No item of business is to be transacted at a General Meeting unless a quorum of Members is present during the time the meeting is considering that item.
- (2) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution, whichever is the lesser of 40 Members or 20% of the current Members on the register of Members, present in person, constitute a quorum for the transaction of the business of a General Meeting.
- (3) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution, whichever is the lesser of 60 Members or 30% of the current Members on the register of Members, present in person, constitute a quorum.
- (4) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting;
 - (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting:

- (a) the business to be dealt with at the meeting, except business requiring a special resolution, will be dealt with by the next Church Council meeting; and
- (b) the meeting is dissolved with respect to the business requiring a special resolution.

31 General Meetings – resolutions

- (1) The following business requires a special resolution of the Association at a General Meeting:
 - (a) the appointment or removal of a Lead Pastor, and
 - (b) changes to this Constitution.
- (2) Subject to the Act in relation to special resolutions, a resolution is carried if at least 70% of the votes cast on the resolution are in favour of the resolution.
- (3) Any other business at a General Meeting does not require a special resolution.

32 Presiding Member

- (1) If the Lead Pastor or his representative is absent from the General Meeting, the Secretary is to preside at the meeting.
- (2) If the conditions in clause 32(1) cannot be met, the meeting is adjourned.

33 Adjournment

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

34 Voting and making of decisions

- (1) A Member of the Association is not entitled to vote on any question arising at a General Meeting of the Association unless the Member has been a Member for at least three (3) months.
- (2) Subject to clause 34(3), on any question arising at a General Meeting of the Association a Member has one vote only.
- (3) In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A question requiring resolution at a General Meeting of the Association is to be determined by either:
 - (a) a show of hands; or
 - (b) if on the motion of the person presiding or if three (3) or more Members present at the meeting decide that the question should be determined by a written ballot, then a written ballot.
- (5) If the question is to be determined by a show of hands, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (6) If a written ballot is demanded at a General Meeting, the written ballot is to be taken in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the written ballot on the matter is taken to be the resolution of the meeting on that matter.
- (7) If the meeting is held other than in face-to-face manner, then the terms 'show of hands' and 'written ballot' allow for equivalent registration of Members' votes by way of electronic indication through the online meeting platform utilised.

35 Proxies

- (1) No proxy voting is permitted, unless otherwise determined by the Church Council.
- (2) If proxy voting is permitted by the Church Council, each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (3) The notice appointing the proxy is to be in the form set out in Appendix 1.

36 Postal ballots

- (1) Despite any other provision of this Constitution, the Church Council may determine that any of the following matters may be decided by a postal ballot of the members of the association instead of by a vote of the members at a general meeting of the association:
 - (a) approval of the appointment of a member of the Church Council,
 - (b) removal of a member of the Church Council,
 - (c) appointment of the Lead Pastor,
 - (d) a change to this Constitution.
- (2) A postal ballot of the members of the Association is to be conducted in accordance with Schedule 3 of the Regulation.

PART 6 - MISCELLANEOUS

37 Resolution of internal disputes

Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to the Review Panel for mediation.

38 Staff members

- (1) A staff member must:
 - (a) agree to teach and uphold the Statement of Beliefs, and
 - (b) agree to promote the Mission of the Association.
- (2) A staff member is to work under the direction of the Lead Pastor in accordance with the Mission of the Association and Statement of Beliefs.
- (3) The terms of remuneration for all staff members are to be set by the Church Council.

39 Funds

- (1) The funds of the Association are to be derived from donations and, subject to any

resolution passed by the Association in General Meeting, such other sources as the Church Council determines.

- (2) The funds of the Association must be used in pursuance of the Mission of the Association in such a manner as the Church Council determines.
- (3) A Chart of Delegations should be operationally used for all situations involving the collection, counting, banking and the approval of payments. The Chart of Delegations should specify appropriate segregation of duties and authorisations required and must be approved by Church Council.
- (4) Gift Funds:
 - (a) The Association will establish and maintain such gift funds as necessary for the purposes of being able to solicit, invest and disburse tax deductible gifts for appropriate purposes.
 - (b) These funds will be governed in accordance with an appropriate set of rules that will be approved by the Church Council.

40 Change of name, objects and Constitution

An application to the Director General for registration of a change in the Association's name, objects or other provisions of this Constitution is to be made by the public officer or a Church Council member in accordance with section 10 of the Act.

41 Custody of books

Except as otherwise provided by this Constitution, the Secretary must keep in their custody or under their control all records, books and other documents relating to the Association.

42 Inspection of books

The financial records, register of Members, this Constitution and minutes of General Meetings of the Association will be made available for inspection by any Member of the Association upon request to the Church Council without cost within 5 working days.

43 Service of notices

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association:
 - (a) on all Members—by the making of an announcement at all meetings of the Church on at least two (2) Sundays before the date of the matter to which the notice relates, or
 - (b) on an individual Member by:
 - (i) delivering it to the person personally; or
 - (ii) sending it by pre-paid post to the Member at the Member's address shown in the register of Members; or
 - (iii) sending it by electronic transmission to the contact details specified by the person for giving or serving of notices.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of electronic mail:
 - (i) at the time it is sent as evidenced by a record at the sender's computer provided that is sent during a Business Day, otherwise the following Business Day; or
 - (ii) if the computer from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (3) For the purposes of clause 43(2), "**Business Day**" means a day that is not a Saturday, Sunday, public holiday or bank holiday at the place from where the notice is sent.

44 Financial Year

The financial year of the Association is each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 January and ending on the following 31 December.

45 Insurance

The association must effect and maintain any insurance required under the Act or the Regulation and, in addition, may effect and maintain other insurance.

46 Not for Profit

The assets and income of the Association shall be applied solely in furtherance of its mentioned purpose and no portion shall be distributed directly or indirectly to the Members of the Association except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

47 Winding-up or Dissolution

If any assets remain on the winding-up or dissolution of the Association and after satisfaction of all debts and liabilities, these assets may not be paid to or distributed among the Members but must be given or transferred to some other institution:

- (a) having objects similar Statements of Belief and Statements of Mission of the Association: and
- (b) whose constitution prohibits the distribution of its income and property among its Members to the extent at least as great as imposed under this Constitution.

The institution will be determined by the Members at or before the time of dissolution, and so far as effect cannot be given to this clause, then the surplus will be divided amongst those churches being members of the Fellowship of Independent Evangelical Churches in Australia.

PART 7 - THE REVIEW PANEL

48 Composition and membership of the Review Panel

- (1) There will be five (5) members of the Review Panel consisting of:
 - (a) one (1) member appointed by the Lead Pastor and notified to the Members of the Association at the next General Meeting; and
 - (b) three (3) members who are Members of the Association and nominated by the Church Council and appointed by the approval of not less than 70% of the Members of the Association present and voting at a General Meeting,

and

- (c) one (1) member appointed by the Executive of the Fellowship of Independent Evangelical Churches.
- (2) Each member of the Review Panel must:
- (a) be a man who qualifies as an overseer according to 1 Timothy 3:1-7 and be known for his maturity of faith and Christian character, and have demonstrated, in his own context, a commitment to pursuing the Mission of the Association; and
 - (b) agree in writing to uphold the Statement of Beliefs of the Association; and
 - (c) agree in writing to support the Association in pursuing its Mission.
- (3) Membership of the Review Panel is for a term of three (3) years, provided that retiring members may be re-appointed to the Review Panel.
- (4) The three (3) members of the inaugural Review Panel to be approved by the Association may contain members who are not Members of the Association.
- (5) Neither the Lead Pastor, nor any employee of the Association, nor any spouse of an employee of the Association may be a member of the Review Panel.
- (6) Each member of the Review Panel will be required to agree in writing to subclauses 2(b) and 2(c) at least three weeks before the Annual General Meeting each year.
- (7) If a member of the Review Panel refuses to agree in writing to subclauses 2(b) and 2(c), then their position on the Review Panel is declared vacant for the following Annual General Meeting.
- (8) Any genuine concerns about the theological beliefs or the moral behaviour of a member of the Review Panel or a nominee for membership of the Panel should be addressed to the Church Council in a timely manner.

49 Meetings of the Review Panel

- (1) The Review Panel is to meet only when necessary to fulfil its responsibilities in respect of specific situations, as referred to in clause 50, and is to manage the appropriate processes relevant to those situations.
- (2) Meetings of the Review Panel:
- (a) must have a quorum of four (4) members with at least one of the members being the one nominated by the Lead Pastor;
 - (b) are to be held at such times as are determined by the members of the Review Panel;
 - (c) are to be presided over by a member of the Review Panel chosen by the members;
 - (d) are to be conducted in accordance with such procedures as the members of the Review Panel determine.
 - (e) are to have minutes taken, and the minutes circulated to all members of the Review Panel; and
 - (f) any recommendation or resolution to be brought to a General Meeting is to have the majority support of all members of the Review Panel.

- (3) The Review Panel may invite people to attend individual meetings where their wisdom or testimony may be required for consideration.

50 Roles and responsibilities of the Review Panel

The Review Panel is to undertake and manage the processes associated with the following circumstances:

- (1) the appointment of a new Lead Pastor when there is a vacancy in the office of the Lead Pastor;
- (2) the appointment of an acting Lead Pastor;
- (3) the investigation into the conduct of the Lead Pastor;
- (4) the removal of the Lead Pastor;
- (5) confirmation of the ability of the Lead Pastor once he has reached the age of 67; and
- (6) approval of changes to this Constitution.

51 Appointment of a new Lead Pastor

- (1) A vacancy in the office of the Lead Pastor occurs if the Lead Pastor:
 - (a) dies, or
 - (b) resigns from office, or
 - (c) is removed from office, or
 - (d) becomes an insolvent under administration within the meaning of the Corporations Act.
- (2) When a vacancy in the office of the Lead Pastor occurs, or the existing Lead Pastor has given notice of his resignation, the Review Panel is to implement the selection of a new Lead Pastor by:
 - (a) establishing a sub-committee chaired by a member of the Review Panel (chosen by majority vote of the Review Panel) for the purpose of finding a new lead pastor.
 - (b) inviting two female and two male members of the association who agree to uphold the mission of the association and exhibit evidence of godly character to join the sub-committee. This sub-committee, with support from the Review Panel, would then be responsible for:
 - (i) conducting whatever discussions, investigations, interviews, or other processes are necessary until a majority of the sub-committee agree on one person to be approached; and
 - (ii) communicating privately with the person to ascertain whether he would be willing for his name to be placed before the association.
 - (iii) recommend to the Review Panel a person to be appointed as the Lead Pastor
 - (c) the Review Panel vote to approve the presentation of the sub-committee's choice to the membership for vote.

- (d) if the Review Panel does not approve the sub-committee's choice. The Review Panel may return to point 51.2 (a). In this instance, the Review Panel has freedom to choose a new chair of the sub-committee and members, or retain the previous sub-committee.
- (3) The person selected by the Review Panel for the role of the new Lead Pastor may be appointed as the Lead Pastor by:
 - (a) convening a General Meeting of the Association for the purpose of appointing the new Lead Pastor; and
 - (b) the nominated Lead Pastor achieving a 70% majority vote of the Members present and voting on that resolution at the General Meeting.
- (4) If the required majority vote is not obtained at a General Meeting of the Association convened for the purpose of appointing a new Lead Pastor, then the procedure for appointing a new Lead Pastor is to be repeated until the office is filled.
- (5) As soon as practicable after his appointment at the General Meeting of the Association, the appointed Lead Pastor may be commissioned by publicly declaring at a meeting of the Church his agreement to:
 - (a) teach and uphold the Statement of Beliefs; and
 - (b) promote the Mission of the Association.

52 Appointment of an acting Lead Pastor

- (1) A person, who qualifies under the Constitution as a Lead Pastor, may be appointed as an acting Lead Pastor:
 - (a) by the Lead Pastor:
 - (i) during a temporary leave of absence of the Lead Pastor, or
 - (ii) during a period of physical incapacity of the Lead Pastor;
 - (b) by the Review Panel, when the position of Lead Pastor is vacant because the Lead Pastor is unable to appoint an acting Lead Pastor due to illness or incapacity; or
 - (c) by the Review Panel, when the position of Lead Pastor is vacant for any other reason.
- (2) An acting Lead Pastor, during the period in which he acts as Lead Pastor, has all the powers given by this Constitution to the Lead Pastor except the power to appoint or remove staff which would be assumed by the Church Council.
- (3) The position of acting Lead Pastor may be temporarily filled for an initial period not exceeding fifteen (15) months.
- (4) The initial period of the acting Lead Pastor may be extended, for periods of not more than 12 months, beyond the initial (15) months by a special resolution of a general meeting of members.

53 Investigation into the conduct of the Lead Pastor

- (1) A member of the Review Panel may convene a meeting of the Review Panel if, the member has reason to be concerned for the Church's well-being based on information which indicates that there is:
 - (a) a genuine loss of confidence in the Lead Pastor's leadership; or

- (b) a genuine concern over the theological beliefs of the Lead Pastor; or
 - (c) a genuine concern over the moral behaviour of the Lead Pastor; or
 - (d) a genuine dispute involving the Lead Pastor.
- (2) A member of the Review Panel convening a meeting under this section must notify the Lead Pastor of the intention to convene such a meeting. However, where the information received indicates an allegation of a criminal sexual offence or an offence of domestic violence has been made then the Lead Pastor must not be notified.
- (3) Once convened, the Review Panel will expeditiously investigate the basis for the issue and take the appropriate action within the scope of its responsibilities for the well-being of the Association by:
- (a) establishing a sub-committee chaired by a member of the Review Panel for the purpose of investigation of the issue.
 - (b) inviting two women and two men who agree to uphold the mission of the association and exhibit evidence of godly character to join the sub-committee. It may be that depending on the issue - Christians with particular professional competencies and qualifications be invited (e.g. psychologist, lawyer) from outside the association. This sub-committee would then be responsible for:
 - (i) conducting whatever discussions, investigations, interviews, or other processes are necessary
 - (ii) providing a report to the Review Panel with recommendations for further action if necessary.
 - (iii) meeting with the Review Panel to discuss the report.
 - (c) Producing a final report with recommendations/comments to be presented to the membership in regards to the issue.

54 Removal of the Lead Pastor

- (1) The grounds for removal of a Lead Pastor are:
- (a) gross misconduct that brings the Christian faith and the Church into disrepute; or
 - (b) persistent and wilful teaching which is contrary to the Statement of Beliefs; or
 - (c) persistent unwillingness to promote the Mission of the Association; or
 - (d) irreversible mental or physical incapacity leaving him incapable of fulfilling his responsibilities, as certified by two suitably qualified medical practitioners who are not Members of the Association; or
 - (e) loss of confidence in the Lead Pastor by the Association for any other reason.
- (2) Upon a majority of the Review Panel determining that sufficient grounds exist for the removal of the Lead Pastor:
- (a) a General Meeting of the Company will be convened for the purpose of approving the removal of the Lead Pastor;
 - (b) the chairman of the General Meeting must be a Member appointed by the Members present at the General Meeting; and

- (c) for the resolution to remove the Lead Pastor to be passed, the resolution must achieve a 70% majority vote of the Members present and voting in respect of that resolution at the General Meeting.
- (3) If the General Meeting resolves to remove the Lead Pastor, then:
 - (a) the position of Lead Pastor is declared immediately vacant and the Review Panel must appoint an acting Lead Pastor as expeditiously as practicable; and
 - (b) the Company must terminate the employment of the Lead Pastor, and
 - (i) provide payment of any outstanding annual leave, any study leave, any long service leave and other statutory entitlements (if any); and
 - (ii) honour any relevant conditions prescribed in the Lead Pastor's contract of employment with the Association; and
 - (iii) provide a minimum payment of twelve (12) weeks salary from the date the position is declared vacant, plus two (2) weeks current salary for each year of service, to a maximum of twenty four (24) weeks in total, if the decision to remove the Lead Pastor was on the grounds of irreversible mental or physical incapacity in clause 54(1)(d) or loss of confidence in clause 54(1)(e).

55 Confirmation of the ability of the Lead Pastor

- (1) Upon attaining the age of 67 years the Lead Pastor must retire at the following Annual General Meeting unless his appointment is extended by the Review Panel for period(s) of up to 5 years to the Annual General Meeting following him obtaining the age of 72.
- (2) In determining whether to extend the Lead Pastor's appointment, the Review Panel must consider such matters as:
 - (a) his physical and mental capability; and
 - (b) his passion for the Mission of the Association; and
 - (c) the quality of his leadership.
- (3) Should the Review Panel consider him to be failing in his ability, or unable to continue to lead the Church, then the Review Panel will commence the process to remove the Lead Pastor

56 Approval of changes to the Constitution

Any changes to this Constitution must be first approved by a majority of the Review Panel before a General Meeting of the Association is convened for the purpose of approving those changes as a special resolution in accordance with this Constitution.

57 Sub-committees and convening of General Meetings

- (1) The Review Panel may create a sub-committee to perform a specific task and bring recommendations to the Review Panel for their determination.
- (2) With a majority of the member's support, the Review Panel may convene a General Meeting of the Association by a written requisition to the Church Council, and in that regard;

- (a) the requisition must be lodged with the Secretary and must state the purpose or purposes of the meeting; and
- (b) upon receipt of the requisition, the Church Council must cause a General Meeting of the Company to be convened within one (1) month after receipt of the requisition.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

(Clause 35)

I, _____

of _____

being a Member of the Village Church Incorporated, hereby appoint

of _____

being a Member of that Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or General Meeting, as the case may be) to be held on the _____ day of _____, in the year _____, and at any adjournment of that meeting

(Add, if desired)

My proxy is authorised to vote in favour of/against *(delete as appropriate)* the motion *(insert details)*

Signature of Member appointing proxy _____

Date _____

NOTE: A proxy vote cannot be given to a person who is not a Member of the Association.