

City Light Church Balmain Incorporated constitution
Under the Associations Incorporation Act 2009

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PREAMBLE

An incorporated association, The City Light Church Balmain Incorporated, has been established under the *Associations Incorporation Act 2009* of the State of New South Wales to run the affairs of The City Light Church Balmain. The church operates in fellowship with the Christian Community Churches of Australia

The following rules describe the way in which the incorporated association is governed.

Part 1 - Preliminary

1. Definitions

(1) In this constitution:

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

mission means the mission of the association set out in rule 4.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

pastor means the senior pastor and staff members who are appointed as pastors.

secretary means:

(a) the person holding office under this constitution as secretary of the association, or

(b) if no such person holds that office - the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

statement of beliefs means the beliefs set out in rule 3.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

the selection panel means the selection panel appointed in accordance with rule 22.

(2) In this constitution:

(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.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were 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 beliefs of the association are:

(1) About God

There is one unique and eternal 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, he is worthy of all glory, honour and praise.

(2) About humanity

Men and women together are created in the image of God, and therefore enjoy a unique dignity in creation and a unique relationship with God.

Men and women together have dominion over the created order.

Tragically, human nature is universally sinful since the Fall and all are guilty before God. This leaves us under the wrath and condemnation of God.

We are unable, without the prior regenerative work of God's Spirit, to turn ourselves to God.

(3) About the Bible

There is no other way to know God except that he reveals himself to us. The Bible is God's revelation to us. The words of the Bible are divinely inspired and infallible, as originally given, and have supreme authority in all matters of faith, conduct and experience.

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.

(4) About Jesus Christ

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

He is both fully God and truly human. He entered fully 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 from the dead bodily and is now exalted as ruler over all.

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

(5) About salvation

There is only one name under heaven by which we can be brought into relationship with God: the name 'Jesus Christ'.

It is only through the sacrificial death of Jesus Christ, as our representative and substitute, that the guilt, penalty and power of sin can be removed. In that death, God demonstrates his love to us most perfectly and establishes his victory over Satan and all his foes.

The work of the Holy Spirit is necessary to make the death of Jesus effective in an individual's life. The Spirit enables the sinner to repent and put their faith in Jesus Christ, so that salvation is entirely of God's grace and not of human merit or works.

Although we enjoy now 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 life with him eternally.

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

The Holy Spirit is co-equal with the Father and the Son, and indwells all true believers.

His role is to bring glory to Jesus Christ, thus making Jesus Christ central in all things.

The Spirit works to illuminate believers' minds to grasp the truth of the Bible, producing in them his fruit, granting them his gifts and empowering them for service.

He grants his gifts for the purpose of service, not self indulgence. Their use is determined - not by personal desire for fulfilment, or satisfaction - but by the principle of building the church. Not every gift of the Spirit is given to the church at every moment of its life, only those necessary for building Christ's body.

(7) *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.

Within its community both men and women are to seek proper expression of their gifts as they work to build the church in love.

The Bible makes clear that in church leadership, as in marriage, the roles of men and women are not interchangeable. We are committed to expressing the differences within relationships of mutual dependence.

4. *Statement of mission*

The mission of the association is to build Christ's church by proclaiming the gospel of Christ.

Part 2 - Membership

5. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 3.
 - (c) has been in attendance at meetings of the church for a period of not less than 3 months.
- (2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was a member of that unincorporated body immediately before the registration of the association
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 10 (1) (a) of the Act was made.

6. Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) Must include assurance by the nominee that they:
 - (i) profess faith in, and submission toward, Jesus Christ as Lord, Saviour and God, and
 - (ii) to agree to promote the mission of the association.
 - (c) and must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

7. Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 11 (2) within 3 months after the fee is due.

8. Membership entitlements not transferable

A right, privilege or obligation which 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.

9. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) 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 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 and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

12. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

14. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the

complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 15, whichever is the later.

15. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The Senior Pastor

16. Senior pastor

- (1) The senior 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.
- (2) The senior 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 senior pastor, by virtue of his office, is the chairman of:
 - (a) the committee (and he may delegate the right to preside at meetings of the committee to another member of the committee), 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 committee (and he may delegate the right to preside at meetings of the sub-committee to another member).
- (4) The senior pastor is authorised and has responsibility to appoint or remove other staff in agreement with the committee.
- (5) The senior pastor is to be employed by the association without specifying any length of tenure.
- (6) The terms of remuneration for the senior pastor are to be set by the committee.
- (7) On incorporation of the association, Gavin Mork is taken to have been appointed in accordance with these rules as the senior pastor.

17. Vacancy and appointment of senior pastor

- (1) For the purposes of these rules, a vacancy in the office of the senior pastor occurs (apart from death), if the senior pastor:
 - (a) resigns from office, or
 - (b) is removed from office pursuant to rule 18, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Law*.
- (2) A person, qualified in accordance with rule 16 (1), may be appointed as acting senior pastor:

- (a) by the senior pastor, during the temporary absence or incapacity of the senior pastor, or
- (b) by the selection panel, when the position of senior pastor is vacant because of:
 - (i) the death of the senior pastor, or
 - (ii) a circumstance referred to in subrule (1) (a), (b) or (c), or
 - (iii) the inability of the senior pastor, by illness or incapacity, to appoint an acting senior pastor.
- (3) An acting senior pastor, during the period in which he acts as senior pastor, has all the powers provided by these rules to the senior pastor (except the powers described in rule 16 (4)).
- (4) The position of senior pastor may be temporarily filled, for a period not exceeding 15 months, by any person qualified in accordance with rule 16 (1).

18. Functions of selection panel in appointing a senior pastor

- (1) When the position of senior pastor is vacant, or the existing senior pastor has given notice of his resignation, the selection panel is to seek the appointment of a new senior pastor.
- (2) The selection panel:
 - (a) is to conduct whatever discussions, investigations and interviews are necessary until a majority of the selection panel agree on one person to be approached, and
 - (b) must consult with the board of reference in accordance with rule 51 (3).
- (3) The selection panel is to communicate privately with the person to ascertain whether he would be willing for his name to be placed before the association.

19. Appointment of nominee

- (1) A person who is willing for his name to be placed before the association, in order to be appointed as the senior pastor, must receive a 70% majority vote of the members present and voting at a general meeting.
- (2) If the required majority vote is not obtained at any stage, the procedure under this rule is to be repeated until that vote is obtained.

20. Commissioning of senior pastor

- (1) As soon as practicable after his appointment, the senior pastor is to be commissioned as senior pastor at a meeting of the church.
- (2) At his commissioning, the senior pastor is to publicly declare his agreement:
 - (a) to teach and uphold the statement of beliefs, and
 - (b) to promote the mission of the association.

21. Removal and retirement of senior pastor

- (1) The grounds for removal of a senior pastor 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 him incapable of fulfilling his responsibilities, as certified by 2 suitably qualified medical practitioners who are not members of the association, or
 - (e) loss of confidence in the senior pastor by the association for any other reason.
- (2) The senior pastor cannot be removed except upon a 70% majority vote of the members present and voting at a general meeting.
- (3) Despite the other provisions of these rules, the chairman of a meeting at which a motion for the removal of the senior pastor is or is to be moved must be a member appointed by the members present at the general meeting.
- (4) If a decision has been reached to remove the senior pastor:
- (a) the chairman of the meeting must declare the position of senior pastor immediately vacant, and
 - (b) the selection panel may appoint an acting senior pastor in accordance with rule 17 (2) (b), and
 - (c) the association must:
 - (i) provide payment of any outstanding annual leave, any study leave and any long service leave, and
 - (ii) honour any relevant conditions prescribed in the senior pastor's contract of employment with the association.
- (5) If a decision has been reached to remove the senior pastor on the ground set out in subrule (1) (e), the association must, in addition to the provisions of subrule (4), provide a minimum payment of 12 weeks salary from the date the position is declared vacant, plus 2 weeks current salary for each year of service, to a maximum of 12 weeks.
- (6) On attaining the age of 65 years, the senior pastor must retire, but may remain in office from year to year, after that age, if he receives a majority of the votes cast by the members present and voting at the annual general meeting of the association.

Part 4 - The Selection Panel

22. Composition of selection panel

- (1) The selection panel is to comprise not less than 3 and not more than 5 men.
- (2) A man is qualified for election or appointment to the selection panel if he:
 - (a) qualifies as an overseer according to 1 Timothy 3:1-7 and is known for his maturity of faith and Christian character, and
 - (b) agrees to teach and uphold the statement of beliefs, and
 - (c) agrees to promote the mission of the association, and

- (d) has been a member of the association for at least 12 months, and
 - (e) is not a member of staff.
- (3) A duly qualified man may be elected to the selection panel at the annual general meeting or at any other general meeting of the association.
 - (4) Any member may nominate to the secretary, in writing, the name of a man who is qualified in accordance with subrule (2) for election to the selection panel.
 - (5) The names of all nominees must be submitted to the members at least 14 days before:
 - (a) the annual general meeting, or
 - (b) in the case of a general meeting called to constitute the selection panel, the general meeting called for the purpose, or
 - (c) in the case of a nominee who is nominated to fill a vacancy that occurs in the office of a member of the selection panel, the general meeting called for the purpose of filling the vacancy.
 - (6) A man becomes a member of the selection panel if his appointment is agreed to by a 70% majority vote of the members of the association present and voting at a general meeting.
 - (7) If there are more nominees than vacancies, each member of the association is to be asked to vote on the following question put separately in relation to each nominee in alphabetical order of surname:

"Do you agree to the nomination of (the name of the nominee) as a member of the selection panel?"

The nominee who receives, or the nominees who receive, the highest number of votes of not less than 70% of the votes of the members who cast a vote is, or are, to fill the vacancy or vacancies.
 - (8) If the requisite number of members of the selection panel is not agreed to, the secretary is to appoint the date of a subsequent general meeting and call for nominations in accordance with subrule (4). Subrules (5), (6) and (7) apply in relation to the subsequent general meeting.
 - (9) If after a subsequent general meeting the requisite number of members of the selection panel is not agreed to, the senior pastor may appoint a duly qualified man or duly qualified men to fill the vacancy or vacancies.

23. Term of office

- (1) A member of the selection panel holds office, subject to this rule, until the conclusion of the fourth annual general meeting following the date of his election or appointment as a member of the selection panel and, if otherwise qualified, is eligible to hold office for subsequent terms.
- (2) For the purposes of this rule, a vacancy in the selection panel occurs (apart from death) if the member:
 - (a) ceases to be a member of the association, or
 - (b) resigns from office, or
 - (c) is removed from office under this rule, or

- (e) becomes an insolvent under administration within the meaning of the *Corporations Law*.
- (3) The association in general meeting may by resolution remove a member of the selection panel from the office of such a member before the expiration of the member's term of office.
- (4) The only grounds for removal of a member of the selection panel 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 him incapable of fulfilling his responsibilities as a member of the committee, as certified by 2 suitably qualified medical practitioners who are not members of the association.
- (5) A member of the selection panel can not be removed before there has been a 70% majority vote of the members of the association present and voting at a general meeting.

24. Voting and decisions

- (1) Every effort should be made by the selection panel to reach significant consensus when making decisions.
- (2) When the selection panel is satisfied that such consensus cannot be reached, questions arising at the meeting of the selection panel are to be determined by a majority of the votes of members for the time being of the selection panel.
- (3) Each member present at a meeting of the selection panel (including the person presiding at the meeting) is entitled to one vote.

Part 5 - The Committee

25. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) 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 a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

26. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the senior pastor, and
 - (b) the other office-bearers of the association, and
 - (c) at least 1 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be 5.
- (3) The office-bearers of the association are as follows:
 - (a) the senior pastor (who is to hold the office of president under the Act)
 - (b) the treasurer,
 - (c) the secretary.
- (4) On incorporation the members of the committee are:
 - (a) Gavin Mork, as senior pastor, and
 - (b) Leah Davies, Jeremy Dunne, John Goudie, Andrew Mitchell
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

27. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

28. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

29. Treasurer

It is the duty of the treasurer of the association 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 books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

30. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 31, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

31. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

32. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) 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 which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president is to preside, or
 - (b) if the senior pastor is absent or unwilling to act, one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

33. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause 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 this clause 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 this clause, the committee 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 this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

34. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 32 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and

effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 6 - General meetings

35. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 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.

36. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 35, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

37. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special 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.
- (4) If the committee fails to convene a special general meeting to be held within 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 special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

38. Notice

- (1) Except if 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, give a notice to each member specifying 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 secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (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 which may be transacted under clause 36 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

39. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) 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.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

40. Presiding member

- (1) The senior pastor is to preside as chairperson at each general meeting of the association.
- (2) If the senior pastor is absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

41. Adjournment

- (1) The chairperson of 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.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

42. Making of decisions

- (1) A question arising 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 chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

43. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

44. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

45. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

46. *Postal ballots*

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 7 - Board of reference

47. Board of reference

There is to be a board of reference to support the association in pursuing the mission of the association.

48. Membership of the board

- (1) The founding members of the board of reference are to be John Best, Paul Dale, Malcolm Gill, LT Hopper and Steve Jeffrey.
- (2) The members of the board of reference for the time being may at any time appoint duly qualified persons to be members of the board so that the membership of the board is not less than 5 persons.
- (3) Each person on the board of reference must:
 - (a) be known for his or her maturity of faith and Christian character, and have demonstrated, in his or her own context, a commitment to pursuing the mission of the association, and
 - (b) agree to uphold the statement of beliefs of the association, and
 - (c) agree to support the association in pursuing the mission of the association, and
 - (d) not be a member of the association (except in the case of the founding members of the board).

49. Vacancies

A vacancy in the office of a member of the board of reference occurs (apart from death) if the member:

- (a) resigns from office, or
- (b) is absent without the consent of the board from 3 consecutive meetings of the board, or
- (c) attains the age of 70 years.

50. Notification of membership at annual general meeting

The names of all persons on the board of reference are to be provided to the association at each annual general meeting.

51. Matters on which the board must be consulted

- (1) The committee must consult with the board of reference when:
 - (a) the association is selecting a new senior pastor, or
 - (b) there is a dispute over the continuing employment of the senior pastor, or
 - (c) the committee proposes to remove the senior pastor from office, or

- (d) the association is considering changes to the statement of beliefs or the mission of the association, or
 - (e) the committee promotes or is aware of any proposal to alter these rules.
- (2) The committee may consult with the board of reference on other matters as it sees fit.
 - (3) The committee must consult with the board of reference when it is seeking a new senior pastor.

52. Consultation with senior pastor

Any member of the board of reference may consult with the senior pastor or committee, on matters relating to the association, as he or she sees fit.

53. Entitlement of the board to call a general meeting of the association

- (1) The committee must, on the requisition in writing of the board of reference, convene a general meeting of the association within one month.
- (2) A requisition of the board of reference for a general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be lodged with the secretary.

54. Annual meetings between the board and the committee

The board of reference, or members of the board, should meet with the committee at least once each year.

55. Meetings of the board

Meetings of the board of reference:

- (a) are to be held at such times as are determined by the members of the board, and
- (b) are to be presided over by a member of the board chosen by the members, and
- (c) are to be conducted in accordance with such procedures as the members of the board determine.

Part 8 - Miscellaneous

56. Staff members

- (1) In this rule, **staff member** means a person who is appointed as a member of the staff of the association (not being the senior pastor) and who is paid remuneration by the association.
- (2) A staff member must:
 - (a) agree to teach and uphold the statement of beliefs, and
 - (b) agree to promote the mission of the association.
- (3) A staff member is to work under the direction of the senior pastor in accordance with the mission of the association and statement of beliefs.
- (4) The terms of remuneration for all staff members are to be set by the committee.

57. Insurance

The association may effect and maintain insurance.

58. Funds - source

- (1) The funds of the association are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

59. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

60. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

61. Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

62. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

63. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (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, and
 - (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 a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

64. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the 31 December , and
- (b) 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.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

Appendix 1 Application for membership of association

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

City Light Church Balmain Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I,

[full name of applicant]

of

[address]

.....

[occupation]

hereby apply to become a member of the abovenamed incorporated association. In the event of my admission as a member,

- (a) I agree to be bound by the constitution of the association for the time being in force,
- (b) I profess faith in, and submission toward, Jesus Christ as Lord, Saviour and God, and
- (c) I to agree to promote the mission of the association.

.....

Signature of applicant

Date

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

.....

Signature of proposer

Date

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date