

Melbourne Church of Christ
ACN 111 933 325

Constitution v1.4

A company limited by guarantee

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1 Preliminary

1.1 Application of the Corporations Act

- (a) This Constitution is subject to the Corporations Act.
- (b) The replaceable rules for a company under the Corporations Act do not apply to the Church.
- (c) In this Constitution, unless the context otherwise requires:
 - (1) a term in a rule about a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act; and
 - (2) a term in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section, except as otherwise defined in this Constitution.

1.2 Definitions

“Accounting Standards” means the applicable Australian accounting standards and practices required by the Corporations Act or issued by or on behalf of the Australian Accounting Standards Board and, if and to the extent that any matter is not covered by such a standard or practice, generally accepted Australian accounting principles applied from time to time in the industry in which the Church operates;

“Baptism” means a ceremony where a person has been fully immersed in water;

“Church” means the Company;

“Clause” means rule which means an operative provision of this Constitution;

“Compensation” means a payment as contemplated by Clause 3.2 (a)(2);

“Constitution” means this document;

“Corporations Act” means the Corporations Act 2001 of the Commonwealth of Australia, or any subsequent act;

“Existing Trust Deed” means the Deed of Settlement dated the 2nd of December 1993, as amended from time to time, that makes provision for the fellowship of the Melbourne Church of Christ;

“Financial Officer” means a person appointed as contemplated by Clause 13.1 to primarily assist in the management of the financial affairs of the Church for which they receive a salary or other benefits from the Church;

“Governance Board Member” means a person who has been appointed to the Board of Governance by any means provided under this constitution, and has not since been removed as per Clause 10.1;

“Governance Deacon” means a person who has been appointed to the Board of Governance as per Clause 10.2, and has not since ceased to be a Governance Deacon;

“Immediate Family” means the brother, sister, children, and parents of a person, or any current spouses of the above;

“Lead Evangelist” means a person as contemplated by Clause 12.1 to be a Lead Evangelist. A Lead Evangelist is also a Staff Member;

“Ordinary Resolution” means:

- (a) in the case of the board of directors: a motion passed by a simple majority of valid votes cast at a meeting of directors;
- (b) in the case of the Board of Governance: a motion passed by a simple majority of valid votes cast at a meeting of Governance Board Members; or
- (c) in the case of the Church: a motion passed by a simple majority of valid votes cast at a General Meeting;

“Remuneration” means a payment as contemplated by Clause 3.2 (a)(1);

“Resolution” means an Ordinary Resolution, a Special Resolution, or an Unanimous Resolution as the context requires;

“Set of Accounts” means a Statement of Financial Performance and a Statement of Financial Position prepared in accordance with the Accounting Standards;

“Staff Member” means a person appointed as contemplated by Clause 12.1 to a role of evangelist (preacher), teacher, shepherd, or as an intern for any of those roles, for which they receive a salary or other benefits from the Church;

“Special Resolution” means:

- (a) in the case of the board of directors: a motion passed by a 75% majority of valid votes cast at a meeting of directors, and a simple majority of all directors approve the motion;
- (b) in the case of the Board of Governance: a motion passed by a 75% majority of valid votes cast at a meeting of Governance Board Members, and a simple majority of all Governance Board Members approve the motion; or
- (c) in the case of the Church: a motion passed by a 75% majority of valid votes cast at a General Meeting, and a simple majority of all Voting Members of the Church eligible to vote approve the motion.

A Special Resolution is deemed to also be an Ordinary Resolution;

“Terms of Appointment” means any financial conditions placed on the appointment of a Elder, Staff Member, or Financial Officer, including, but not limited to:

- (a) Remuneration;
- (b) Hours of paid employment; or
- (c) Compensation provided;

“Unanimous Resolution” means:

- (a) In the case of the directors: a motion passed where all directors approve the motion; or
- (b) in the case of the Board of Governance: a motion passed where all Governance Board Members approve the motion.

An Unanimous Resolution is deemed to also be both a Special Resolution and an Ordinary Resolution;

“Voting Member” means:

- (a) a Member is at least 18 years of age; and
- (b) the Member has been a Member for at least 6 months, except where the General Meeting is held less than 6 months after the incorporation of the Church; and

“Worship Meeting” means a meeting open to all Members and invited visitors held by the Church ordinarily, but not restricted to, Sundays and Wednesdays.

1.3 Interpretation

In this Constitution headings and bold typing are included for convenience only and do not affect interpretation and, unless the context otherwise requires:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture, a sovereign state, a government or a government department or agency;
- (e) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;

- (f) a reference to a recital, clause, paragraph, schedule, annexure or other part is a reference to an item of that type in this Constitution;
- (g) a reference to a statute or regulation or a provision of a statute or regulation is a reference to that statute, regulation or provision as amended or a statute, regulation or provision replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws made or issued under that statute;
- (h) a reference to a document is a reference to a document of any kind including but not limited to an agreement in writing, a certificate, a notice, or an instrument;
- (i) no provision of this Constitution will be construed adversely to a party solely on the ground that the party was responsible for the preparation of this Constitution or that provision;
- (j) an agreement, obligation or indemnity on the part of 2 or more persons binds them jointly and severally;
- (k) a reference to the liabilities of a person at any time is a reference to all liabilities and losses of or claims against the person of any nature direct or indirect whether accrued, absolute, contingent or otherwise at the relevant time due to acts or omissions on or before the relevant time;
- (l) a reference to a time is a reference to Melbourne time;
- (m) a monetary reference is a reference to Australian currency;
- (n) a reference to an entity, other than a party to this Constitution, which ceases to exist or whose powers or functions are transferred to another entity, is a reference to the entity which replaces it or which substantially succeeds to its powers or functions;
- (o) a word or term defined in the Corporations Act has the same meaning in this Constitution; and
- (p) a word or term defined in A New Tax System (Goods and Services Tax) Act 1999 of the Commonwealth of Australia has the same meaning in this Constitution where used in connection with the GST imposed under that Act.

2 Purpose

The Purpose of the Church is to promote the fellowship of the Christian religion.

3 No profits for Members

3.1 Use of Funds

- (a) The income and property of the Church must be applied solely towards the promotion of the Purpose of the Church.
- (b) No income or property of the Church may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member.

3.2 Allowed Payments

- (a) Nothing in this Clause 3 prevents the payment in good faith of:
 - (1) Remuneration to Elders, Staff Members, Company Secretaries or Financial Officers for services actually rendered to the Church;
 - (2) Compensation to Elders, Staff Members, Company Secretaries, Financial Officers or any Member for expenses incurred and agreed in advance by the Board of directors;
 - (3) An amount to any Member of the Church in return for any services actually rendered to the Church or for goods supplied in the ordinary and usual course of business; or
 - (4) Interest, but not at a rate that exceeds the Penalty Rate minus 300 basis points as Gazetted from time to time by the Victorian Government.
- (b) The Church may offer services to its Members on any terms that it sees fit.

4 No Payment to Directors

A director shall not be entitled to any payment except for any payment contemplated in Clause 3.

5 Liability of Members

The Liability of Members is limited. Every Member undertakes to contribute to the assets of the Church in the event that it is wound up during the time that he is a Member, or within one year afterwards, for payments of the debts and liabilities of the Church contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the Church, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one dollar (\$1).

6 Alteration of this Constitution

- (a) No addition, alteration or amendment may be made to, or in this Constitution, unless it is passed by Special Resolution of the Members of the Church at a General Meeting and by the Board of Directors by Special Resolution; and
- (b) Nothing in this Constitution shall permit any alteration to Clause 2, Clause 3, Clause 4, or Clause 7.

7 Surplus Assets on winding up or dissolution

- (a) If upon the winding up or dissolution of the Church there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to nor distributed amongst the Members, but shall be given or transferred to some other institution or body who has:
 - (1) a purpose similar to that of the Church; or
 - (2) is a charitable organization.
- (b) In no case shall any property be given or transferred to any organization whose constituent documents do not contain clauses similar in nature to Clauses 3, 4, and 7 of this Constitution.

8 Keeping of Accounts

- (a) True accounts must be kept of the sums of money received and expended by the Church, and of the property, credits and liabilities of the Church in accordance with the Accounting Standards.
- (b) The directors shall report to the Members of the Church the Set of Accounts once a year at the Annual General Meeting.
- (c) The financial year of the Church shall end on the 31st of March.

9 Board of Directors

9.1 Appointment and Removal

- (a) There must be, subject to the Corporations Act, at least 3 directors and not more than 6 directors.
- (b) If the Board of Governance is not currently suspended as provided by Clause 10.1 then:
 - (1) the Board of Governance may by Ordinary Resolution appoint a director; otherwise
 - (2) the Members of the Church may by Ordinary Resolution appoint a director.

The Members of the Church may appoint a director at an Annual General Meeting who nominates at that meeting where otherwise due to the retirement of directors as provided by Clause 9.1 (e)(6) there would be insufficient directors to meet the requirements of Clause 9.1 (a).

- (c) A director must be a Member of the Church, and may not be a Staff Member or Financial Officer.
- (d) If the Board of Governance is currently suspended as provided by Clause 10.1 then the directors may by Ordinary Resolution appoint additional directors where there are less directors than required by Clause 9.1 (a). Any such appointment shall require:
 - (1) an Ordinary Resolution of the members at the next Annual General Meeting; or
 - (2) an Ordinary Resolution by the Board of Governance that is reinstated before the next Annual General Meeting.
- (e) The office of a director becomes vacant:
 - (1) in the circumstances prescribed by the Corporations Act;
 - (2) if the director is of unsound mind;
 - (3) if the director is a person who, or whose estate is, liable to be dealt with in any way under the law about mental health;
 - (4) if the director resigns by notice in writing to the Church;
 - (5) where the Members of the Church remove the director by Ordinary Resolution;
 - (6) at the conclusion of the second or subsequent Annual General Meeting to their appointment. A director retiring due to the provisions of this Clause 9.1 (e)(6) shall be eligible for reappointment. The Board of Governance may reappoint a retiring director effective at the Annual General Meeting up to 6 months before the holding of that Annual General Meeting.
 - (7) where the Members of the Church or the Board of Governance fail to pass a motion where required under clause 9.1 (d); or
 - (8) where the director ceases to be a Member of the Church.

9.2 Voting Rights

- (a) At a meeting of the directors of the Church, a director present in person, or by electronic means, has 1 vote.

9.3 Quorum

- (a) The directors of the Church may transact business at a meeting of directors only if a quorum of directors is present at the time the business is dealt with. A quorum of directors consists of 66% of the appointed directors.
- (b) If a quorum is not present within 30 minutes after the time appointed for a meeting of directors, then the meeting stands adjourned to the same time and place on the 7th Calendar Day after the date appointed for the meeting provided that at least 3 Business Days notice of the adjourned meeting is given to directors.

9.4 Chair of directors

- (a) The directors must elect 1 of their number as chair of directors.
- (b) The chair of directors, if present within 10 minutes after the time appointed for holding of the meeting and willing to act, must preside as chair of each meeting of directors.

9.5 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise each authority, power and discretion vested in or exercisable by the directors of the Church under this Constitution, the Corporations Act or otherwise.
- (b) Notwithstanding the above, the directors delegate all authority, power and discretion vested in or exercisable by the directors of the Church to the Board of Governance, except:
 - (1) Where the Board of Governance is currently suspended as provided by Clause 10.1. While the Board of Governance is suspended, the directors may do anything that the Board of Governance may do by Resolution as provided by this Constitution, excluding the provisions of Clause 9.1;

- (2) For matters relating to financial or legal affairs of the Church, including but not limited, to solvency of the Church;
- (3) That no document can be executed other than by directors, or any person that the directors delegate authority to, or appoint as agent, by Resolution;
- (4) Any matter that this Constitution provides to be decided by directors;
- (5) Where the Board of Governance is unable to act; or
- (6) That nothing in this Constitution shall prevent the directors of the Church fulfilling their obligations under any law.

Where the directors are unable to act, the Board of Governance may act. If the Board of Governance is also unable to act, any Governance Board Member or director may call a General Meeting of the Church to deal with the matter, or may approach the Australian Securities and Investment Commission for relief.

- (c) Except where this Constitution or any applicable law otherwise provides, the directors must decide questions arising at a meeting of directors by an Ordinary Resolution.
- (d) In the case of an equality of votes on any proposed Resolution, the chair of the meeting does not have a second or casting vote. The proposed Resolution is lost.

9.6 Frequency of board meetings

There will be a minimum of 4 regular meetings of directors of the Church each year taking place every 3 months.

9.7 Notice of board meetings

- (a) At least 7 Calendar Days written notice of a meeting of directors of the Church must be given to each director of the Church specifying the time and place of the meeting and the general nature of the business to be transacted at the meeting. The directors may waive the requirements of this Clause 9.7 by Unanimous Resolution for any meeting then in progress.
- (b) Notice of meetings may be given as per Clause 17, or by email or fax to each director's email address or fax number notified to the Church.

9.8 Execution of Documents

- (a) A document may be executed where the document:
 - (1) In part, or whole, implements a Resolution of the directors, or the Board of Governance, or an agent operating under authorised authority; and
 - (2) Is signed by
 - (i) 2 directors, or a director and a secretary, who may also witness the affixation of the Common Seal; or
 - (ii) persons authorised by the directors as contemplated by Clause 9.5(b)(3).
- (b) If a Common Seal has been obtained by the Church, it may be affixed to any document at the discretion of the directors. It shall not be required for the execution of any document.

9.9 Initial Directors

Any person who is a Trustee of the trust governed by the Existing Trust Deed on the 17th of November 2004 shall be an initial director of the Church provided that the Trustee is a natural person.

9.10 Alternate Directors

A director may not appoint any person to be an Alternate Director of the Church.

9.11 Director and Governance Board Member Interests

- (a) Directors or Governance Board Members are not disqualified by their office from contracting with or holding any other office under the Church, except as otherwise provided by this Constitution.
- (b) A contract entered into or on behalf of the Church in which a director or Governance Board Member is in any way interested cannot be avoided because of that interest.
- (c) A director or Governance Board Member contracting with the Church or being interested in a contract is not liable to account to the Church for any profit realised by the contract for reason only of the directorship or Governance Board membership.
- (d) The provisions of Clause 9.11(a), (b) and (c) are subject to qualification that the nature of the director's or Governance Board Member's interest must be disclosed at a meeting of directors in a similar manner to the obligations of a director under s191 or s192 of the Corporations Act.
- (e) Provided that the directors agree in a similar manner as provided in s195(2) of the Corporations Act, or the Australian Securities and Investment Commission gives declaration or order under s195(3) of the Corporations Act, the director may be present or vote at a meeting of directors, or a Governance Board Member may be present or vote at a meeting of Governance Board Members, as the case may be, that is considering the contract or arrangement that the director or Governance Board Member is interested.
- (f) The director or Governance Board Member may be counted in ascertaining whether a quorum is present at the meeting where the contract or arrangement is considered, even if having to be absent as provided by Clause 9.11(e).
- (g) A director may participate in the execution of any instrument by or on behalf of the Church concerning a transaction in which the director is interested.

10 Board of Governance

10.1 Appointment and Removal

- (a) There must be no more than 10 Governance Board Members.
- (b) The Board of Governance may be suspended and reinstated.
 - (1) The Board of Governance shall be suspended when:
 - (i) there are less than two Governance Board Members;
 - (ii) no Governance Board Member is a Staff Member; or
 - (iii) each Governance Board Member is a:
 - (A) Staff Member; or
 - (B) Financial Officer.
 - (2) The Board of Governance shall be reinstated when the conditions leading to its suspension as provided by Clause 10.1 (b)(1) are no longer met.
 - (3) Resolutions made by the Board of Governance that has been suspended as a result of this Clause 10.1 (b), remain in force until amended or cancelled by:
 - (i) the directors, if acting during a period where the Board of Governance is suspended; or
 - (ii) the Board of Governance, once reinstated.
- (c) A person holding the office of Elder, or Lead Evangelist, is deemed to be a Governance Board Member while he holds that office.
- (d) A person holding the office of Governance Deacon is deemed to be a Governance Board Member while he holds that office, and
 - (1) there are less than 2 currently appointed Elders; otherwise

- (2) there are 2 or more currently appointed Elders and Clause 10 (b)(1) would otherwise be active. If this would cause the Board of Governance to have more members than permitted by Clause 10.1 (a) then the number of Governance Deacons deemed to be a Governance Board Member shall be limited so to not exceed the requirements of Clause 10 (a), seniority determined by length of continuous service.
- (e) A male Member of the Church may be appointed, or reappointed, as a Governance Deacon by:
- (1) Unanimous Resolution of the Board of Governance, where the Governance Deacon is not required to excuse himself from the consideration of the motion or voting if applicable; or
 - (2) Ordinary Resolution of the Members of the Church.
- (f) A Governance Deacon shall cease to hold that office if he:
- (1) retires. A Governance Deacon shall retire from his appointment no later than 26 months after his appointment. A Governance Deacon due for retirement shall be eligible for reappointment under Clause 10.1 (e);
 - (2) becomes an Elder or a Lead Evangelist, however he shall remain a Governance Board Member as provided by Clause 10.1 (c);
 - (3) is removed by Special Resolution of the Members of the Church at a General Meeting;
 - (4) is of unsound mind;
 - (5) is, or his estate is, liable to be dealt with in any way under the law about mental health;
 - (6) resigns by notice in writing to the Church; or
 - (7) ceases to be a Member of the Church.

10.2 Voting Rights

At a meeting of Governance Board Members, a Governance Board Member present in person, or by electronic means, has 1 vote.

10.3 Quorum

- (a) The Board of Governance may transact business at a meeting of Governance Board Members only if a quorum of Governance Board Members is present at the time the business is dealt with. A quorum of Governance Board Members consists of 70% of the current Governance Board Members.
- (b) If a quorum is not present within 30 minutes after the time appointed for a meeting of Governance Board Members, then the meeting stands adjourned to the same time and place on the 7th Calendar Day after the date appointed for the meeting provided that at least 3 Business Days notice of the adjourned meeting is given to Governance Board Members.

10.4 Chair of Governance Board Members

- (a) The Governance Board Members may elect 1 of their number as chair of the Board of Governance.
- (b) The chair of the Board of Governance, if present within 10 minutes after the time appointed for holding of the meeting and willing to act, must preside as chair of each meeting of Governance Board Members.

10.5 Decisions of Governance Board Members

- (a) A meeting of Governance Board Members at which a quorum is present is competent to exercise each authority, power and discretion vested in or exercisable by the Governance Board Members of the Church under this Constitution as delegated by the directors in Clause 9.5 (b).
- (b) Except where this Constitution otherwise provides, the Governance Board Members must decide questions arising at a meeting of Governance Board Members by an Ordinary Resolution.
- (c) In the case of an equality of votes on any proposed Resolution, the chair of the meeting does not have a second or casting vote. The proposed Resolution is lost.

10.6 Frequency of meetings of Governance Board Members

There will be a minimum of 8 regular meetings of Governance Board Members each year taking place at a minimum of every 2 months.

10.7 Notice of meetings of Governance Board Members

- (a) At least 7 Calendar Days written notice of a meeting of Governance Board Members must be given to each Governance Board Member specifying the time and place of the meeting and the general nature of the business to be transacted at the meeting. The Board of Governance may waive the requirements of this Clause 10.7 by Unanimous Resolution for any meeting then in progress.
- (b) Notice of meetings may be given as per Clause 17, or by email or fax to each Governance Board Member's email address or fax number notified to the Church.

10.8 Initial Governance Deacons

Brett Alan Bennie of 14 Hadley Cct, Narre Warren shall be deemed to be a Governance Deacon appointed on the date that this Constitution comes into effect.

10.9 Alternate Governance Board Members

A Governance Board Member may not appoint an alternate to act as a Governance Board Member.

11 Elders

11.1 Appointment and Removal

- (a) There may be no more than 6 Elders.
- (b) An Elder shall cease to be an Elder where:
 - (1) the Elder resigns by notice in writing to the Church;
 - (2) the Members of the Church remove the Elder by Special Resolution at a General Meeting of the Church;
 - (3) the Elder is of unsound mind;
 - (4) the person is, or whose estate is, liable to be dealt with in any way under the law about mental health; or
 - (5) the Elder ceases to be a Member of the Church.
- (c) An Elder shall be appointed by:
 - (1) Special Resolution at a General Meeting of Members; or
 - (2) Unanimous Resolution of the Board of Governance.
- (d) An Elder must be male and be a Member of the Church.

11.2 Remuneration and Compensation of Elders

- (a) Elders may receive Remuneration:
 - (1) as provided under this Constitution as a Staff Member or Financial Officer; or
 - (2) where the Members of the Church approve that the Elder may receive Remuneration by Ordinary Resolution, and the directors approve the Terms of Appointment by Ordinary Resolution.
- (b) Where an Elder receives Remuneration as contemplated by Clause 11.2 (a)(2), the Terms of Appointment of an Elder may be varied by Ordinary Resolution of the directors.

12 Staff Members

12.1 Appointment of a Staff Member

A Staff Member shall be appointed where:

- (a) they are a Member of the Church;
- (b) the Board of Governance approves the appointment by way of Special Resolution;
- (c) the board of directors approves the Terms of Appointment by Ordinary Resolution;
- (d) in the case of the appointment of a Staff Member other than the Lead Evangelist, and where a Lead Evangelist is currently appointed, the Lead Evangelist approves; and
- (e) in the case of the appointment of the Lead Evangelist, the candidate is male, and there is no currently appointed Lead Evangelist, and
 - (1) the Members of the Church approve the appointment by way of Special Resolution at a General Meeting;
or
 - (2) the Board of Governance approves the appointment by way of Unanimous Resolution.

12.2 Alteration to the Appointment of a Staff Member

- (a) The appointment of a Staff Member may be altered where:
 - (1) the Board of Governance approves the alteration by way of Ordinary Resolution; and
 - (2) the board of directors approves any alteration to the Terms of Appointment by Ordinary Resolution.
- (b) If the Staff Member is a Governance Board Member, they shall excuse themselves from the consideration and voting on any motion relating to their appointment or any alteration to such appointment. If any quorum shall no longer be met by the Staff Member's absence during the consideration or voting, then notwithstanding anything in this Constitution the quorum shall continue to be met during the consideration and voting of the relevant motion.

12.3 Removal of a Staff Member

A Staff Member shall be removed from their appointment as a Staff Member where:

- (a) the Staff Member resigns by notice in writing to the Church;
- (b) the Board of Governance removes the Staff Member by way of Special Resolution, except in the case of the Lead Evangelist;
- (c) the Members of the Church remove the Staff Member by way of Special Resolution at a General Meeting; or
- (d) the Staff Member ceases to be a Member of the Church.

12.4 Accountability of Staff Members

- (a) Staff Members shall report to and be accountable to the Lead Evangelist; and
- (b) The Lead Evangelist shall report to and be accountable to the Board of Governance.

12.5 Initial Lead Evangelist

Michael Albert Vassallo of 54 Centre Dandenong Rd, Cheltenham shall be deemed to be the Lead Evangelist appointed on the date that this Constitution comes into effect. This appointment date shall not override any contract of employment appointment date(s) regarding calculation of employee entitlements.

12.6 Initial Staff Member

Caron Louise Vassallo of 54 Centre Dandenong Rd, Cheltenham shall be deemed to be a Staff Member appointed on the date that this Constitution comes into effect. This appointment date shall not override any contract of employment appointment date(s) regarding calculation of employee entitlements.

13 Financial Officers and Company Secretaries

13.1 Appointment of a Financial Officer or Company Secretary

- (a) A Financial Officer or Company Secretary shall be appointed where the board of directors approves the appointment by way of Special Resolution.
- (b) A Company Secretary who is also a director who receives remuneration may only receive such for an initial maximum of 12 months after the associated resolution.

13.2 Alteration to the Appointment of a Financial Officer or Company Secretary

- (a) The appointment of a Financial Officer or Company Secretary may be altered where the board of directors approves the alteration by Ordinary Resolution.
- (b) Where an appointment of a remunerated Company Secretary, who is also a director, is being altered, such alteration may only provide for remuneration for a maximum of 12 months after the associated resolution, but the the directors may subsequently resolve any number of times to further extend remuneration subject to this provision.

13.3 Removal of a Financial Officer

A Financial Officer or Company Secretary shall be removed from their appointment where:

- (a) the Financial Officer or Company Secretary resigns by notice in writing to the Church; or
- (b) the directors remove the Financial Officer or Company Secretary by way of Ordinary Resolution.;

13.4 Accountability of Financial Officers

- (a) A Financial Officer or Company Secretary shall report to and be accountable to the directors.
- (b) Any written report of a Financial Officer or Company Secretary to the directors shall be made available to the Board of Governance.

13.5 Initial Financial Officer

Steven Wayne Gelsi of 26 Miller St, Highett shall be deemed to be a Financial Officer appointed on the date that this Constitution comes into effect. This appointment date shall not override any contract of employment appointment date(s) regarding calculation of employee entitlements.

14 Membership

14.1 Initial Membership

The Initial Members of the Church shall be the persons named in the Schedule.

14.2 Becoming a Member

A person shall become a Member where:

- (a) they apply to the Church in writing to become a member; and
- (b) they have undergone a Baptism:

- (1) in the last 60 days and
 - (i) where that Baptism has not been objected to in writing within 30 days of the Baptism by an Elder or Staff Member, and the person's name is tabled at a meeting of the Board of Governance; or
 - (ii) where that Baptism was objected to in writing, the Board of Governance approves the person's application for membership; or
- (2) before the last 60 days and
 - (i) the Baptism is considered to be valid in writing by an Elder, or Staff Member, and
 - (A) the person's name is tabled at a meeting of the Board of Governance; and
 - (B) at that meeting, the Board of Governance fails to pass a motion objecting to the Baptism;
 - (ii) or the Baptism is approved by the Board of Governance.

14.3 Ceasing Membership

A Member shall cease to be a Member where:

- (a) they indicate to the Church in writing that that they no longer wish to be a Member;
- (b) they become deceased;
- (c) in the opinion of an Elder or Staff Member, fails to attend any Worship Meetings for a continuous period of 2 months, and:
 - (1) the Member has not indicated that they will be absent for an extended time which was deemed reasonable by an Elder or Staff Member;
 - (2) the Church has made a reasonable attempt to contact the Member;
 - (3) the Member has failed to object to the aforementioned opinion of the Elder or Staff Member within 30 days of the opinion being formed, or could not be contacted within 30 days of the opinion being formed; and
 - (4) the Member's name is tabled at a meeting of the Board of Governance, subsequent to the provisions of Clauses 14.3 (c)(1) through (c)(3) being met;
- (d) they become a member of any organization that has a purpose similar to that of the Church; or
- (e) by Special Resolution of the Board of Governance, the Member has been considered to be acting in a manner that is contrary to the purpose of the Church. A currently serving director, Elder, Governance Deacon, Staff Member, or Financial Officer is exempted from the provisions of this Clause 14.3 (e).

14.4 Operation of this Constitution

By giving consent to be a Member either by Clause 14.1 or Clause 14.2, the person agrees to abide by the terms and provisions of this Constitution. The obligation provided by this Clause 14.4 on the Member is a continuing obligation in the event that the Member ceases to be a Member.

15 General Meetings

15.1 Voting Rights

At a General Meeting, a Voting Member represented as provided in Clause 15.8 has 1 vote.

15.2 Admission to General Meetings

The chair of a General Meeting may expel or refuse admission to a person who:

- (a) has a pictorial-recording or sound-recording device;
- (b) has a placard or banner;
- (c) has an article considered by the chair to be dangerous, offensive or liable to cause disruption;

- (d) refuses to produce or to permit examination of any article or the contents of any article, in the person's possession;
- (e) behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) is not:
 - (1) a Member or proxy, attorney or representative of a Member; or
 - (2) a director or an auditor of the Church.

15.3 Quorum

- (a) The Church may transact business at a General Meeting only if a quorum of Members is present at the time the business is dealt with. A quorum of a General Meeting consists of 50% of the current Voting Members.
- (b) If a quorum is not present within 30 minutes after the time appointed for a General Meeting, then the meeting stands adjourned to the same time and place on the 7th Calendar Day after the date appointed for the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for an adjourned General Meeting as per Clause 15.3 (b), then the meeting stands adjourned indefinitely.

15.4 Chair of General Meetings

- (a) The chair of the Board of Directors, or a director nominated in writing by the chair of the Board of Directors, if present within 10 minutes after the time appointed for holding of the meeting and willing to act, must preside as chair of a General Meeting.
- (b) If the chair of the Board of Directors, or a nominated director is unwilling or unable to act then any other director may act. If no directors is willing or able to act or two or more directors insist on acting, then the chair of the Board of Governance shall act. If the chair of the Board of Governance is unwilling or unable to act, then any Governance Board Member may act. If no Governance Board Member is willing or able to act, or two or more Governance Board Members insist on acting, then the Members may elect a chair for the meeting.

15.5 Conduct of General Meetings

- (a) A person must refer any question arising at a General Meeting about the order of business, procedure or conduct of the meeting to the chair.
- (b) The chair's decision is final.
- (c) The chair may adjourn the meeting from time to time and from place to place.
- (d) The meeting may direct the chair to adjourn a meeting.
- (e) An adjourned meeting may only transact business unfinished at the meeting from which the adjournment took place.
- (f) If a meeting is adjourned for 30 days or more, then the Church must give notice of the adjourned meeting as if it is an original meeting.
- (g) Subject to Clause 15.5 (f), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15.6 Decisions of a General Meeting

- (a) A General Meeting at which a quorum is present is competent to exercise any business put forward for consideration with notice as per Clause 15.7 or nominations for appointment as a director as provided by Clause 9.1 (e)(6) or Clause 9.1 (b).
- (b) Except where this Constitution otherwise provides, the Members must decide questions arising at a General Meeting by an Ordinary Resolution.

- (c) In the case of an equality of votes on any proposed Resolution, the chair of the meeting does not have a second or casting vote. The proposed Resolution is lost.
- (d) Subject to Clause 15.6(e), a Resolution put to the vote of a General Meeting must be decided on a show of hands.
- (e) Either the chair or a member who is present and can vote on the Resolution, may demand a poll:
 - (1) before the vote is taken; or
 - (2) before or immediately after the declaration of the result of the show of hands.
- (f) A demand for a poll does not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- (g) The chair may declare the result of a vote decided on a show of hands.
- (h) Unless a poll is duly demanded:
 - (1) the chair's declaration and an entry to that effect into the minute book is conclusive evidence of the result; and
 - (2) further proof of the number or proportion of the votes recorded in favour of or against the resolution is not required.
- (i) If a poll is duly demanded at a General Meeting, the meeting must conduct the poll as the chair directs.
- (j) Subject to Clause 15.6 (k), the chair may direct that the poll be taken in any manner and either at once or after an interval.
- (k) A poll demanded at a General Meeting on the election of a chair or on a question of adjournment must be taken immediately.
 - (l) The result of the poll is a Resolution of the meeting at which the poll was demanded.
- (m) The demand for a poll may be withdrawn.

15.7 Calling and Notice of a General Meeting

A General Meeting shall be called by:

- (a) the Board of Governance where oral notice is given at a Worship Meeting giving at least 21 Calendar Days specifying the time and place of the meeting. Written notice of the general nature of the business to be transacted at the meeting shall be made available to each Member as provided by Clause 17;
- (b) a Governance Board Member, where a request in writing to conduct business at a General Meeting has been received by the Board of Governance from the Governance Board Member and:
 - (1) the request is signed by at least 20% of the Members of the Church;
 - (2) the Governance Board Member continues to require a General Meeting to be called after 30 days from the receipt of the request; and
 - (3) notice of the meeting is given as per Clause 15.7 (a) either by the Governance Board Member or by the Board of Governance. The meeting shall only consider the business raised by the request; or
- (c) the Board of Directors where:
 - (1) oral notice is given at a Worship Meeting giving at least 21 Calendar Days specifying the time and place of the meeting;
 - (2) the meeting shall be limited to contemplate or transact business related to the financial or legal matters of the Church, except as this Constitution elsewhere provides. The Board of Directors may not call a General Meeting that will transact business related to the appointment or removal of Elders, the Lead Evangelist, Staff Members or Governance Deacons, or changes to this Constitution, except as this Constitution elsewhere provides; and

- (3) written notice of the general nature of the business to be transacted at the meeting shall be made available to each Member as provided by Clause 17.
- (d) any person as provided elsewhere in this Constitution or in the Corporations Act, with written notice of the specified business to be transacted at the meeting made available to each Member as provided by Clause 17. The meeting shall only consider the business that is authorised by the relevant provision allowing the meeting to be called. The directors must give oral notice at a Worship Meeting no less than 21 Calendar Days before the meeting specifying the time and place of the meeting.

15.8 Representation at a General Meeting

- (a) Subject to this Constitution, each Voting Member entitled to vote at a meeting of members may vote:
 - (1) in person; or
 - (2) by not more than one proxy.
- (b) A proxy must be a Voting Member.
- (c) A proxy may be appointed for:
 - (1) all or any number of General Meetings; or
 - (2) a particular General Meeting.
- (d) Subject to the Corporations Act and to the terms of an appointment, an appointment confers authority on a proxy:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (2) to speak to any proposed resolution on which the person may vote; and
 - (3) to demand or join in demanding a poll on any resolution on which the person may vote.
- (e) Subject to the Corporations Act and to the terms of appointment, if the instrument refers to specific resolutions and directs the proxy on how to vote on those resolutions, then the appointment confers authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (f) Subject to the Corporations Act and to the terms of appointment, if the instrument refers to a specific meeting to be held at a specified time or venue and the meeting is rescheduled or adjourned or changed to another venue, then the appointment confers authority:
 - (1) to attend and vote at the rescheduled or adjourned meeting; or
 - (2) at the new venue.
- (g) An instrument appointing a proxy may direct the manner in which the proxy is to vote for a particular resolution.
- (h) If an instrument directs the proxy, then the person must vote as directed.
- (i) An instrument appointing a proxy:
 - (1) must be in writing, legally valid and signed by the appointor or the appointor's attorney;
 - (2) is not required to be in a particular format.
- (j) A proxy may vote only if the instrument appointing the person and any authority under which the instrument is signed are received by the Church before the commencement of the meeting.

- (k) The instrument and the authority may be delivered either to the registered office of the Church or to an address stated on the notice of meeting by:
 - (1) hand delivery (including through the post);
 - (2) fax using the number on the notice; or
 - (3) any electronic means using the electronic address (if any) stated in the notice.
- (l) If the appointor revokes the instrument or the authority under which the instrument was executed, and the Church does not receive written notice before a meeting commences, then a vote by a proxy is valid.
- (m) The appointment of a proxy is not revoked by the appointor attending and taking part in the General Meeting.
- (n) The proxy must not vote, as the appointor's proxy, if the appointor votes on a resolution.
- (o) A proxy shall be received prior to the commencement of a meeting of members that it relates to, but the chair may choose to waive this provision.

15.9 Annual General Meetings

- (a) An Annual General Meeting shall be called by the Board of Governance or Board of Directors once per year, and no later than the 31st of October to meet no later than the 30th of November.
- (b) The business of an Annual General Meeting shall include:
 - (1) the receiving of reports from the Staff Members currently appointed by the Church;
 - (2) the receiving of the Set of Accounts for the financial year most recently completed as contemplated by Clause 8 (b); and
 - (3) any other business that the Board of Governance or Board of directors may include, as provided elsewhere by this Constitution, in a call for a General Meeting of the Church.
- (c) Except as provided in this Constitution, an Annual General Meeting shall be in all respects a General Meeting.

16 Resolution of Disputes

16.1 Jurisdiction

The Church will be competent to exercise jurisdiction in disputes or difference of opinion where:

- (a) all parties to the dispute are Members, former Members, or the Church itself, and the dispute is in relation to:
 - (1) the Church, including any ministry under the auspices of the Church;
 - (2) this Constitution; or
 - (3) any director, Staff Member, Financial Officer, Governance Deacon, or Elder in relation to their duties as required by the Church or this Constitution;
- (b) all parties to the dispute consent to the jurisdiction of the Church; or
- (c) the dispute is in relation to a matter arising out of a breach of a document, where that document requires the parties to the dispute to submit to the dispute resolution mechanism of the Church.

16.2 No proceedings

- (a) A party in dispute must not commence court proceedings (except proceedings seeking interlocutory relief) in respect of a dispute between the party and any of the other parties regarding the construction of this Constitution or the rights and obligations of the parties under this Constitution unless it has complied with this Clause 16.
- (b) If a party in dispute commences court proceedings in contravention of Clause 16.2 (a) , the other parties need not comply with their obligations under Clause 16 in respect of the relevant dispute.

16.3 Reasonable endeavours to resolve

- (a) If a dispute arises, the parties in dispute must use their respective reasonable endeavours to resolve it by mediation.
- (b) The Board of Governance may appoint a Member to assist the parties in dispute in mediation.

16.4 Referral to arbitration

- (a) If the parties in dispute are unable to resolve the dispute, any party in dispute may refer the dispute to arbitration by three arbitrators appointed as provided by Clause 16.5. At least one arbitrator shall be a director of the Church unless all the directors are ineligible to be appointed as an arbitrator.
- (b) A person is eligible to be appointed as an arbitrator if:
 - (1) they are a Member of the Church;
 - (2) they were not appointed to mediate the dispute as per Clause 16.3 (b), unless all of the parties in dispute agree otherwise; and
 - (3) they are not a party to the dispute, nor any person in their Immediate Family a party to the dispute.
- (c) No party may refer any dispute to arbitration until the expiration of 30 calendar days from the commencement of the mediation, except where interlocutory relief is sought.
- (d) The arbitrators' majority decision will be final and binding on the parties in dispute except to the extent of any error of fact or law.
- (e) Each party (whether or not in dispute) may appear before and make submissions to the arbitrators, but may not be represented by a qualified legal practitioner. Any such submission shall be made in good faith and not, with the reasonable knowledge of the party making the submission, be deceptive or misleading or likely to deceive or mislead.
- (f) Each party must bear its own costs in relation to the arbitration.

16.5 Body to appoint Arbitrators

If a dispute is referred to arbitration then:

- (a) If the Church is not a party to the dispute, then the Board of Governance may appoint arbitrators; or
- (b) If the Church is party to the dispute, then:
 - (1) if the dispute relates to a director and the performance of his or her duties, then the uninterested directors together with the Board of Governance may together appoint arbitrators, with the rules of their meeting as per a meeting of directors; otherwise
 - (2) if the dispute relates to a Governance Board Member and the performance of his duties, then the uninterested Governance Board Members together with the directors may together appoint arbitrators, with the rules of their meeting as per a meeting of directors; otherwise
 - (3) the directors may appoint arbitrators.

17 Notices

Any notice or demand to be given to the receiving party by the sending party will be deemed to be duly given or made if it is:

- (a) In case of notice for any reason other than to give notice of General Meeting:
 - (1) in writing;
 - (i) signed by an authorised person or attorney of the sending party; and
 - (ii) left at or sent through the post in a prepaid envelope addressed to the receiving party at its address:

- (A) in the case of the Church, its registered business address;
 - (B) in the case of a Member, the address of the Member last notified to the Church;
 - (C) in the case of the board of directors or the Board of Governance, the address of the Church; and
 - (D) in the case of any other person, the usual place of abode or business of the receiving party last known as such to the sending party.
- (iii) A notice will be deemed to be received:
- (A) when left at an address specified above; or
 - (B) two Business Days after being put in the post if sent by post.
- (b) In case of notice of General Meeting:
- (1) notice in writing is made available to Members of the Church at that Worship Meeting and on the Church web site; or
 - (2) written notice sent by email to the last email address given in any manner to any director, Elder or Governance Deacon of the Church.