



# **LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**

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## **CONSTITUTION**

of the Lutheran Church of Australia Queensland District

**This is a document of the Lutheran Church of Australia and may be altered only by Resolution of the General Synod of the LCA or by the method outlined in Article XIII of this Constitution**

# LCAQD CONSTITUTION

## INDEX

CONSTITUTION –	Interpretation .....	2
I	Name .....	3
II	Confession .....	3
III	Objects .....	4
IV	Membership .....	5
V	The Ministry .....	6
VI	Authority and Powers .....	7
VII	The Synod .....	8
VIII	Officers and Administration .....	9
IX	Zones .....	10
X	Discipline, Adjudication and Appeals .....	11
XI	Dissolution.....	12
XII	By Laws .....	13
XIII	Alteration of the Constitution .....	14
	Appendix 1.....	15

VERSION CONTROL				
Version	Author	Date		Comments
2010.2	V. Kuhl	May 2010		Reviewed by LCAQD constitutions committee

# LCAQD CONSTITUTION

## LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION INTERPRETATION

In this Constitution and the By-laws made thereunder, unless the context or subject matter otherwise requires:-

- (a) "the Church" means the Lutheran Church of Australia Incorporated;
- (b) "church worker" means any person within the District whose name is listed on the Register of Church Workers provided for in the By-laws of the Church;
- (c) "congregation" means a group of persons within the assigned area of the District adhering to the Lutheran Faith who regularly meet for the administration of the Means of Grace and who have constituted themselves as an organised body by the adoption of a constitution;
- (d) "lay member" means any member of a congregation of the District other than a pastor;
- (e) "parish" means a congregation or a group of congregations forming an entity which is served by one or more pastors;
- (f) "pastor" or "member of the Ministry" means any person ordained to the Holy Ministry according to the rites and practice of the Evangelical Lutheran Church who has been received into the Ministry according to Article V Clause 1;
- (g) "teacher" means any pastor or lay member called or appointed by the District or any of its congregations to serve on the teaching staff or a school or educational institution-established and maintained by the District or congregation;
- (h) words importing the singular number shall be deemed to include the plural number.

# LCAQD CONSTITUTION

## LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION

### I. NAME

The name of the District is: LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT, hereinafter called "the District".

### II. CONFESSION

The District accepts the Confession of the Lutheran Church of Australia Incorporated, viz:

1. It accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm for all matters of faith, doctrine and life;
2. It acknowledges and accepts as true expositions of the Word of God and as its own confession all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580, namely, the three Ecumenical Creeds: the Apostles' Creed, the Nicene Creed, and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.

## LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION III. OBJECTS

The District accepts the Objects of the Church, and shall promote them within its assigned area. These Objects are to:

- (a) fulfil the mission of the Christian Church in the world by proclaiming the Word of God and administering the Sacraments in accordance with the Confession of the Church laid down in Article II;
- (b) unite in one body Evangelical Lutheran congregations in Australia and New Zealand for the more effective work of the Church;
- (c) promote and maintain true Christian unity in the bond of peace;
- (d) ensure that preaching, teaching, and practice in the Church are in conformity with the Confession of the Church;
- (e) provide pastors and teachers and other church workers for service in the Church and its congregations, and for this purpose to establish and maintain institutions for their training;
- (f) encourage every congregation to carry out its mission to its local community;
- (g) establish , develop and support new congregations where it is not possible for individual congregations to do so;
- (h) support and cooperate with selected churches in other lands as they seek to carry out their mission;
- (i) dialogue with other Christian church bodies;
- (j) establish and maintain schools and other institutions and to foster all other means whereby the members of the congregations receive Christian education;
- (k) cultivate uniformity in worship, ecclesiastical practice and customs in accord with the principles laid down in Article X of the Formula of Concord;
- (l) publish, procure, and distribute literature compatible with the Confession and principles of the Church;
- (m) minister to human need in the name of Jesus Christ our Lord and provide institutions and agencies for this purpose;
- (n) take such action as is necessary for the protection of the congregations, pastors, teachers, and other church workers in the performance of their duties and the maintenance of their rights.

# LCAQD CONSTITUTION

## LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION IV. MEMBERSHIP

- 1) The membership of the District shall consist of baptised members of congregations within its assigned area which
  - a) accept and hold the Confession of the Church;
  - b) accept the Constitution and By-laws of the Church and the District;
  - c) submit a Constitution and By-laws acceptable to the Church and the District;
  - d) undertake to participate in the work of the Church and the District, and to promote their Objects.

Such member congregations shall be recorded in the official Roll of Congregations of the District and shall exercise their membership rights in accordance with the representation requirements outlined in the following Article VII. 2. (a).

- 2) The District shall consist of the congregations which are members of the Church in the area of the District.
- 3) Membership in the Church may be terminated by action of the congregation or by action of the Church, as prescribed by the By-laws of the Church.
- 4) A congregation which terminates its membership, or whose membership is terminated by action of the Church, shall have no claim upon the Church or District or the property or funds of the Church and of the District; but nothing herein contained prevents the Church from giving effect to any decision, award or recommendation made by any Church tribunal in accordance with the By-laws in consequence of any such termination of membership.

**LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**  
**CONSTITUTION**  
**V. THE MINISTRY**

1. The District recognises and upholds the Office of the Ministry as the office divinely instituted for the public administration of the Means of Grace. The members of the Ministry are the pastors of the Church, including the pastors emeriti, resident within the District, whose names are recorded on the Roll of Pastors.
2. A conference of the members of the Ministry, called the Pastors' Conference, shall be held in conjunction with the regular convention of the Synod of the District, and at such other times as may be determined by the Synod or the Church Council.

**LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**  
**CONSTITUTION**  
**VI. AUTHORITY AND POWERS**

1. The District consists of congregations voluntarily joined together to establish a wider fellowship in the Faith and to promote and do work which congregations could not undertake and do effectively alone and therefore has power and authority to carry out its Objects as set forth in this Constitution, and to perform such other acts as may be incidental thereto.
2. The District, in accordance with the provisions of the Constitution and By-laws of the Church and this Constitution, shall have authority and power to make rules and regulations for the administration of its affairs.
3. The District shall have power to delegate the exercise of its authority to such persons and in such manner as it may deem advisable.
4. The District shall have power to acquire, accept, hold, dispose of, lease, let, mortgage or otherwise deal with real and personal property and any estate or interest in real and personal property and to give guarantees as it may deem necessary for the effective promotion of any or all its activities.
5. The District shall have power to do all such things as the District may think incidental or conducive to the attainment of the Objects of the District or any of them.
6. The jurisdiction of the District over the congregation shall, subject to this Constitution and the By-laws, include the following rights:
  - (a) to ensure faithful adherence to the Confession of the Church;
  - (b) to apply discipline when departure from the doctrine of the Church is evident;
  - (c) to enlist wholehearted cooperation in the program approved by the Church or the District in the fulfilment of its Objects;
  - (d) to take action when persistent disregard of the resolutions of the Church or the District is evident;but it shall not include power over the purely internal administration of a congregation, or power over the property of a congregation, except to the extent that the District has granted or lent money to such congregation or otherwise holds any interest in the property of such congregation.



# LCAQD CONSTITUTION

## LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION VII. THE SYNOD

1. The power of the District shall be exercised through the Synod, which shall be the highest constitutional authority of the District, with power to direct and control those to whom it has entrusted tasks or has delegated authority.
2. The Synod shall consist of the following:
  - (a) the lay delegates of the congregations who are elected by their respective congregations according to the representation prescribed by the By-laws Part B;
  - (b) the members of the Ministry of the District;
  - (c) the members of the Church Council;
  - (d) the principals of Secondary Schools in the District;
  - (e) *Chairpersons of Standing Committees of the District*, and
  - (f) the Treasurer/Administrator/Executive Secretarywho shall comprise the voting members, known as "*delegates*".
3.
  - (a) Lay delegates shall serve from the commencement of the regular convention of the Synod to the commencement of the regular convention of the next Synod, and shall be eligible for re-election or re-appointment.
  - (b) The members of the Ministry shall serve for such time as their names are recorded on the Roll of Pastors
  - (c) The Members of the Church Council shall serve from the conclusion of the regular convention of the Synod at which they were elected to the conclusion of the regular convention of the Synod at which their prescribed term of office expires, and shall be eligible for re-election or re-appointment, subject to any limitations hereinafter contained.
4. Casual vacancies may be filled by the body having the right of election or appointment to the position in respect of which the vacancy arises. The person elected or appointed to fill a vacancy shall hold office for the balance of the term of the member whose place need to be filled.
5. Such other persons as may be prescribed by the By-laws Part B shall be entitled to attend meetings of the Synod as consultants without any right to vote.
6. In absence of a delegate at a convention of the Synod the right to vote may be accorded to an alternate appointed in a manner laid down in the By-laws to exercise that right.
7. The length of the synodical term shall be one year or such other period as may from time to time be prescribed by the By-laws Part B.
8. The Synod shall convene and be constituted at the beginning of the synodical term in a regular convention at a time and place determined by the Church Council. Notice of such regular convention shall be given to the members of the District by the Secretary as laid down in the By-laws Part B.
9. A special convention of the Synod
  - (a) may be convened by the President with the consent of the Church Council;
  - (b) shall be convened by the President at the request of the Church Council.Notice of a special convention stating its purpose shall be given to the members of the Synod by the Secretary as laid down in the By-laws Part B.
10. When the Synod is not in session, matters of urgency may be referred by the Church Council to the voting members of the Synod for determination in the manner prescribed by the By-laws Part B.
11. Subject to this constitution and the By-laws, the Synod may determine its own procedure.
12. The Synod may delegate all or any of its powers, authorities, and duties to such persons or bodies and in such manner as it may see fit.

# LCAQD CONSTITUTION

## **LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION**

### **VIII. OFFICERS AND ADMINISTRATION**

1. The Officials of the District shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. They shall be elected for a term of office determined by the District. The President and Vice-Presidents shall be pastors of the Church in the District.
2. The District shall have a Church Council, which shall consist of the President, Vice-President or Vice-Presidents, Secretary, and as many other members as it may determine in By-Laws Part B. The Church Council shall have authority between the Synods to make decisions within the limits prescribed in the By-laws.
3. The District shall have a Finance Council, which shall consist of the Treasurer, and as many other members, including at least one pastor, as the District may determine in its By-laws Part B.
4. The District shall appoint as many Standing Committees as it may deem necessary for the carrying out of its Objects. The rights and duties of such Standing Committee shall be as defined in the By-laws.
5. The District may establish as many full-time executive offices for committees of the District as it may deem necessary. The manner of their establishment and of appointment of personnel to such offices and the duties of such personnel shall be as prescribed by the By-laws.
6. The District shall appoint such commissions, tribunals and other bodies and officers as it may deem necessary, and shall prescribe their duties.
7. All Officials, Boards, Standing Committees, and appointees of the District shall have such rights only as have been expressly conferred upon them by the District, or by this Constitution or by the By-laws, and in everything pertaining to their rights and the performance of their duties they are responsible to the Synod, and between conventions of the Synod to the Church Council.
8. Auxiliaries approved by the Church may establish a branch in the District. Any constitution of a District Auxiliary and any amendments thereto shall be subject to the approval of the Synod or Church Council of the District.

**LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**  
**CONSTITUTION**  
**IX. ZONES**

1. The District shall be divided into Zones, whose territorial boundaries shall be fixed by the District and it may be altered by it.
2. For each Zone which may be established the Church Council shall appoint a pastor as the Zone Counsellor from nominations made by the pastors of the respective Zone.
3. A meeting of the congregations and the pastors in each Zone, called the "Zone Conference", shall be held as determined from time to time by the District or the Zone. Zone Conferences shall be chaired by the Zone Counsellor or the Zone Counsellor's representative.

**LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**  
**CONSTITUTION**  
**X. DISCIPLINE, ADJUDICATION, AND APPEALS**

1. Ecclesiastical discipline shall be exercised in the District:
  - (a) by a congregation against any one of its members who evidently departs from the Confession of the Church, or who manifestly leads an ungodly life;
  - (b) by those to whom such authority is given in the By-laws of the Church against a pastor, teacher, or other church worker if the said pastor, teacher, or church worker
    - (i) departs from the Confession of the Church; or
    - (ii) is manifestly guilty of ungodly actions or life; or
    - (iii) persistently disregards the Constitution, rules and resolutions of the Church;
  - (c) by those to whom such authority is given by the Church against a congregation
    - (i) if it departs from the Confession of the Church; or
    - (ii) if it refuses to exercise discipline against its members, or pastor, or teacher, or other church worker; or
    - (iii) if it persistently disregards the Constitution, rules, and resolutions of the Church or of the District.

The manner in which such ecclesiastical discipline shall be instituted, the action to be taken, and the rights of appeal, shall be governed by the Word of God and Christian principles, and shall be as laid down in the By-laws and rules adopted by the Church.

2. The District shall have the authority within its area to adjudicate upon matters
  - (a) which pertain to the interpretation of its Constitution, rules, or regulations;
  - (b) which are in dispute between congregations of the Church and the Districts or the Church, or between congregations, or between pastors, or between pastors and congregations, or between pastors, teachers or other church workers and standing committees;
  - (c) which are submitted to the District and accepted by it for adjudication.
3. The Church and the District together shall establish a judicial system to deal with discipline and adjudication. The rules governing such judicial system shall be laid down in the By-laws of the Church.

## LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT CONSTITUTION

### Article XI. DISSOLUTION

1. For dissolution initiated by
  - a) the Church: The Church in consultation with the District Church Council and/or its Synod shall outline the reasons and purposes for such a proposal to a General Synod for approval.
  - b) the District: The District through its Synod shall outline the reasons and purposes for its dissolution to the General Church Council. Upon agreement, the General Church Council shall present a proposal and subject to the agreement as required in the Constitution of the Church, Article IX. 1, submit the proposal to a General Synod for approval.
2. Any resolution for dissolution shall be made according to the following procedure:
  - (1) Notice of a motion to dissolve the District shall be given to the delegates of the General Synod.
  - (2) At least thirty [30] days written notice of a General Synod, specifying the intention to dissolve as a special motion, shall be given to the delegates of the General Synod.
  - (3) The motion must be passed at a duly constituted General Synod, and shall require a majority of three-quarters of all the registered delegates of the General Synod.
3. In the event of such dissolution, the District shall recommend to General Synod the use or disposal of the assets.

**LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**  
**CONSTITUTION**  
**XII. BY-LAWS**

1. The District through its Synod may petition the Church or its General Church Council to amend, alter, add to, or repeal any of the By-laws of the District Part A.
2. The District shall have the power at a convention of the Synod to make By-laws Part B not inconsistent with the Constitution and By-laws of the Church, and not inconsistent with these or any amended rules for the regulation of its proceedings and the management of its business and affairs, and for giving effect to the rules, and it may amend, alter, add to or repeal such By-laws from time to time.
3. Where a convention determines, without prior notice on the agenda of a motion to amend, alter, add to or repeal a By-law, to deal with any such matter, the President has absolute discretion to defer consideration thereof and voting thereon until the next day.

**LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT**  
**CONSTITUTION**  
**XIII. ALTERATION OF THE CONSTITUTION**

1. The District, through its Synod, in accordance with the procedure laid down in the By-laws of the Church may petition the Church, or its General Church Council, to amend, alter, add to, or repeal any of the rules, except Article II and Article XIII Clause 1, which shall be considered fundamental and unalterable in their intent and meaning.
2. Notice of any motion to amend, alter, add to or repeal any of the rules shall be given on the agenda of the convention, and any such motion shall require a two-thirds majority of all the registered delegates at the Convention, unless the motion relates to an amendment, alteration, addition or repeal already approved or recommended by General Synod or General Church Council of the Church, in which case the motion shall require a majority of those voting.

## Appendix 1

Notations for tracking purposes

Version 2010.2:

- inserts Constitution Article XI (Dissolution), in accordance with the Resolution of General Synod 2003 and re-numbers Constitution Article XI (By-laws) and Article XII (Alteration of the Constitution) as Article XII and Article XIII respectively (District Synod 2010 approval)
- makes minor changes to formatting and wording of the Constitution to give consistency with the LCA Model Constitution of the Districts. (District Synod 2010 approval)





**LUTHERAN CHURCH OF AUSTRALIA  
QUEENSLAND DISTRICT**

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**BY-LAWS PART A**

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## INDEX

### BY-LAWS PART A

IV	Membership .....	2
V	The Ministry .....	3
VII	The Synod – Nominations and Elections .....	4
VIII	Officers and Administration-	
	The President .....	8
	The First Vice President .....	8
	The Second Vice President .....	8
	The Secretary .....	8
	The Treasurer .....	8
	The Church Council .....	8
	The Finance Council .....	9
	Executive Officers of Committees .....	9
IX	Zones .....	10
X	Discipline, Adjudication and Appeal .....	11

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**LUTHERAN CHURCH OF AUSTRALIAN QUEENSLAND DISTRICT**  
**BY-LAWS PART A**  
**IV. MEMBERSHIP**

**RECEPTION INTO MEMBERSHIP**

1. A congregation seeking membership in the Church shall make application to the President of the District in which it will hold such membership. Its application shall be accompanied by a duly attested copy of its Constitution in which it
  - (a) accepts and holds the Confession of the Church;
  - (b) accepts the Constitution and By-laws of the Church and of the District;
  - (c) undertakes to participate in the program and work of the Church and of the District;
  - (d) agrees that where it cannot reach an amicable settlement on question of ownership or control of any of its property, it shall in keeping with 1 Corinthians 6 make every effort to avoid action in the civil courts by first seriously seeking to settle any differences through the mediation and adjudication of the judicial system of the Church;
  - (e) agrees to submit to the President of the District any amendments, alterations, additions, and repeals which it may make from time to time to its constitution, for determination by the Church Council of the District that the amended constitution remains in conformity with Article IV. 1. of the Constitution of the Church.
  
2. Upon receipt of an acceptable application for membership the President of the District with the approval of the Church Council shall admit the congregation into membership in the Church subject to ratification by the Synod. The President shall notify the Secretary of the Church, whereupon the congregation shall be added to the official Roll of Congregations.

**WITHDRAWAL FROM MEMBERSHIP**

3. A congregation may withdraw from membership in the Church by adopting the following procedure:
  - a) The resolution of a congregation indicating desire to withdraw must be adopted at a legally constituted meeting of the congregation by a two-thirds majority of all the voting members of the Congregation, and shall be submitted to the President of the District within fourteen [14] days of adoption.
  - b) The President of the District or the President's appointed representative shall negotiate with the congregation for at least ninety [90] days after receipt of the resolution.
  - c) After such negotiation the formal and final vote shall be taken at a legally constituted meeting of the congregation, the purpose of which has been published and at which the President of the District or the President's representative shall be present.
  - d) The final motion to withdraw shall require a majority of two-thirds of all the voting members of the Congregation. If it is resolved in the affirmative, a copy of the resolution shall be forwarded to the President of the District, and upon its receipt the membership of the congregation in the Church shall terminate. The President shall forward notice of withdrawal to the Secretary of the Church, who shall publish it in the official publication of the Church. In the event of a group of members of the congregation resolving to remain in membership with the Church, the question of any equitable distribution of property rights shall be referred to the judicial system of the Church.
  - e) In the event of a group of members of the congregation resolving to remain in membership with the Church, the question of any equitable distribution of property rights shall be referred to the judicial system of the Church.

**PREACHING CENTRES**

4. The District recognises the existence of groups of persons adhering to the Lutheran Faith who regularly meet for the administration of the Means of Grace but who have not constituted themselves as an organised body by the adoption of a constitution. Such a group of persons has the status of being a preaching centre. The District recognises that a preaching centre has the same spiritual privileges and responsibilities as a congregation, and those who belong to a preaching centre are regarded as persons belonging to the District. However, a preaching centre does not hold membership in the District as defined in Article IV. 1. of the Constitution.

**LUTHERAN CHURCH OF AUSTRALIAN QUEENSLAND DISTRICT**  
**BY-LAWS PART A**  
**Section V. THE MINISTRY**

**GENERAL**

1. The By-laws of the Church regarding the Ministry shall be applicable within the District.

**PASTORS' CONFERENCE**

2. The duties of the Pastors' Conference shall be to
  - (a) give guidance in matters of doctrine and confession;
  - (b) foster theological studies by all members of the Ministry;
  - (c) stimulate and give guidance to the members of the Ministry in the work of their calling;
  - (d) foster fellowship between the members of the Ministry;
  - (e) consider matters relating to the well-being of the Church and of the District in particular;  
and
  - (f) make nominations for the position of President and Vice-President(s).

**LUTHERAN CHURCH OF AUSTRALIAN QUEENSLAND DISTRICT**  
**BY-LAWS PART A**  
**Section VII. THE SYNOD**

1. Lay delegates shall be voting members of the congregation.
2. The following shall be entitled to submit matters for discussion at the convention of the Synod of the District:
  - (a) any congregation;
  - (b) any parish;
  - (c) any Standing Committee, Council, and Commission of the District, provided the matter is within its terms of reference;
  - (d) the Pastors' Conference;
  - (e) the Church Council, or its Executive;
  - (f) the General Church Council of the Church, or its Executive.

**Procedure In Transacting Business**

3.
  - (1) The business of a convention of the District Synod shall be chaired by the President, or at the President's request, the Vice-President. If they are unable to act, the convention shall elect its own Chairperson.
  - (2) The Chairperson shall ensure that a quorum is present at all times.
  - (3) In addition to the voting members and the consultants, the right to speak may be exercised by recognised official visitors, by any additional members of the teaching staff of Australian Lutheran College present, and, when the reports of a board are before the convention, by any member of the respective board. Any other member of the District present who desires to speak may do so at the discretion of the Chairperson.
  - (4) Persons entitled to speak and desiring to exercise such right shall ask for the floor by raising their hand or otherwise indicating to the Chairperson their desire to speak, and when called upon to speak they shall stand and address themselves to the chair. No interruption to speech shall be permitted, except upon a question of order.
  - (5) All proposals on the Agenda shall be placed before the convention for discussion and decision, unless withdrawn.
  - (6) All reports published in the official book of reports or in supplements thereto shall be regarded as received by the convention by virtue of that fact.
  - (7) A motion or amendment, including any proposal stemming from the reports of councils or boards, may be discussed and voted on only after it has been moved and seconded by a delegate.
  - (8) At the request of the mover and seconder, and with the consent of the convention, a motion or an amendment may be withdrawn.
  - (9) A proposal which has not been moved may be withdrawn by the body from which it originated. A proposal which has been printed in the agenda of the convention, but which has not been moved, may be withdrawn by the body from which it originated, with the consent of the convention.
  - (10) Only one amendment to a motion shall be before the chair at any time. After the same has been agreed to or rejected another amendment may be moved. Notice of further amendment may be given at any time.
  - (11) Every amendment shall be relevant to the motion to which it refers.
  - (12) Proposers of amendments and of any motions not previously printed shall submit them to the Chairperson in writing either in advance, whenever possible, or when requested to do so by the Chairperson.

## LCAQD BY-LAWS PART A

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- (13) Those taking part in a debate shall be limited to one [1] speech on a motion or amendment, except to clear up misunderstanding or in exercising the right of reply, or except the meeting grant permission.
- (14) A right of reply is only allowed to the mover of the original motion. It concludes the debate unless there are one or more amendments, in which case it may be exercised at the conclusion of the debate on the first amendment.
- (15) Seconded amendments are new questions and persons who have spoken to the motion shall be permitted to speak again.
- (16) The mover of any motion shall be permitted to speak for five [5] minutes, and three [3] minutes shall be the limit for all other speakers unless a resolution granting extension of time be granted by the convention.
- (17) The Chairperson shall give ample opportunity for speakers for and against a motion or an amendment to be heard. If there are no speakers against it shall be put without right of reply.
- (18) As a general rule motions and amendments shall be read before a vote is taken, and the Chairperson shall if necessary briefly explain their meaning.
- (19) No motion may be brought forward which is the same in substance as a matter which has already been resolved by the convention unless a motion calling for a reconsideration of the matter previously decided is moved and seconded by persons who voted with the majority when the matter was originally put. If the motion to reconsider is carried the previous vote is thereby cancelled, and the original motion is again before the convention in the form in which it was put to the vote. A matter may be reconsidered only once at the same convention.
- (20) A motion shall be decided by a show of hands unless a ballot is required by the Chairperson or demanded by a delegate and granted by resolution of the convention. In the event of a disagreement as to the result of the vote, a recount or second vote may be demanded.
- (21) If in the opinion of any delegate an irregularity of procedure occurs the delegate may immediately without asking permission from the chair rise to a 'point of order' and shall be heard forthwith. The delegate shall explain the point of order clearly and briefly without introducing new matter. The Chairperson shall decide either to uphold or disallow the point raised, and it shall not be debated unless an appeal be made against the ruling of the Chairperson.
- (22) Deference shall be paid to the Chairperson's authority. All present shall be seated whenever the Chairperson rises to speak, and the Chairperson shall be heard without interruption, except when a point of order is raised.
- (23) The Chairperson may call attention to continued irrelevance or tedious repetition on the part of a speaker, and may direct the speaker to cease speaking.
- (24) If disorder should arise the Chairperson may announce an adjournment of the convention and leave the chair, and by that action the convention is immediately adjourned for a period that shall not exceed one-half hour.
- (25) The Chairperson may speak briefly for the purpose of giving some desired or necessary information. If, however, the Chairperson wishes to take an active part in a debate, a Vice-President or some other appointed person shall take the chair.
- (26)
  - (1) Unless otherwise stipulated, a majority of those delegates voting shall decide the motion, and in the event of an equality of votes, the Chairperson shall in addition to a deliberative vote have a casting vote, or refer the motion for further discussion.
  - (2) A non-delegate chairperson has neither a deliberative nor a casting vote at a District Convention of Synod. Only the President or Vice-President acting as Chairperson has the right to exercise a casting vote.

## LCAQD BY-LAWS PART A

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- (27) No formal motion may be moved or seconded by anyone who has moved, seconded or spoken to the motion or any amendment. The following formal motions may be moved and seconded and are not debatable:
- (a) A motion may be superseded for that particular convention by the acceptance of either of the following motions:
    - 'That the debate be adjourned';
    - 'That Synod proceed to the next business'.
  - (b) A motion may be superseded for the time being by the motion 'That the question lie on the table'. There can be a subsequent motion either at the same or a later convention to take the motion from the table.
  - (c) The convention may be adjourned by the motion 'That the convention adjourn'. Debate may take place if the motion or amendment states time, date and place of the adjourned convention.
  - (d) Debate on a motion or an amendment may be closed by the motion 'That the motion be now put'. If in the opinion of the Chairperson the motion has not been sufficiently discussed, such motion may be refused.
- (28) [This clause of the By-laws of the Church is not applicable to the District.]
- (29) Any of the By-laws in Section VII. 3. may, if the need arises, be suspended in respect to any business of the convention by a two-thirds majority of those delegates present.
- (30) Any motions coming before the convention may be referred by the Executive of the District Church Council prior to the sessions, or by the convention during the sessions, for study and for report to the convention.
- (31) All proceedings shall be entered into a minute book, with the exception of unseconded motions or amendments.
- (32) The District shall not be bound by any statements or plans contained in a report, but only by specific resolutions on matters arising from such report and carried by the District Synod.

### **NOMINATIONS**

4. The method of nominating the President and thereafter in their order the Vice-Presidents of the District shall be as follows:
- (1) A Nominations Committee consisting of three [3] pastors shall be appointed by the Pastors' Conference Program Committee not less than six [6] months prior to the convention of the Synod at which the election for the office of President falls due.
  - (2) All pastors whose names are recorded on the Roll of Pastors of the Church are eligible for the position of President; only pastors of the District are eligible for the position of Vice-President(s) in the District.
  - (3) Nomination of President
    - (a) For the nomination of President, the Nominations Committee shall invite all pastors of the District to submit the names of up to three [3] pastors in their order of preference on the form provided to be returned by a date specified by the committee, the date being not less than two [2] months prior to the meeting of the Pastors' Conference held immediately prior to the regular convention of the Synod. The first preference on each ballot paper shall be used to establish a list of nominees who shall then be approached by the committee to ascertain whether they are willing to stand for election. The committee may confidentially make known to any such nominee the number of votes cast in favour of that nominee.
    - (b) If the withdrawal of proposed nominees involves twenty-five [25] per cent or more of the votes cast, the next preferences on the ballot papers shall be used to establish the list of nominees.
    - (c) The list of nominees shall be presented to the Pastors' Conference held immediately prior to the regular convention of the Synod.
    - (d) By preferential ballot, the list of nominees shall be reduced until there remain only those who have received at least twenty-five [25] per cent of the total votes cast, and these shall be declared to be the nominees of the Pastors' Conference for the office of President.
  - (4) Nomination of First Vice-President and Second Vice-President
    - (a) Any pastors of the District nominated for the office of President, if not elected to such office, shall with their consent automatically be nominees for the office of First Vice-

## LCAQD BY-LAWS PART A

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- President. Any pastors of the District nominated for the office of First Vice-President, if not elected to such office, shall with their consent automatically be nominees for the office of Second Vice-President.
- (b) Separate nominations for the offices of First Vice-President and Second Vice-President, if applicable, shall be made by ballot at the Pastors' Conference held immediately prior to the regular convention of the Synod.
  - (c) The first ballot shall be a ballot to establish a list of nominees. Before publication of the results of the ballot the committee conducting the election shall privately ascertain from all nominees whether they are willing to stand for election, and may confidentially make known to any such nominee the number of votes cast in favour of that nominee. The committee thereupon, without divulging the number of votes cast, shall publish to the Pastors' Conference the names of those willing to stand for election and the names of those who declined to stand.
  - (d) If the withdrawal of proposed nominees involves twenty-five [25] per cent or more of the votes cast by those present and voting, another ballot shall be held to establish the list of nominees. The names of all persons who were not willing to stand for election shall be made known prior to such ballot.
  - (e) By preferential ballot the list of nominees shall be reduced until there remain only those who have received at least twenty-five [25] per cent of the total votes cast, and these shall be declared to be the nominees of the Pastors' Conference for the office.

### **ELECTIONS**

5. The method of electing the President and thereafter in their order the Vice-Presidents of the District shall be as follows:
  - (1) The names of the nominees of the Pastors' Conference shall be submitted to the convention of the Synod at which such elections are to take place, and shall stand as the list of nominees unless the convention determines by resolution after the reading of the relevant nominations that additional nomination or nominations may be made. For inclusion on the list each proposed additional nomination shall separately require a majority of those delegates present, the vote being taken by show of hands.
  - (2) The provisions of the preceding Section VII. 3.(4) (a) shall apply to any nominee whose name was added to the ballot paper by action of the convention.
  - (3) The elections shall be conducted by preferential ballot prior to the reading of nominations for all other elective offices in the District.



**LUTHERAN CHURCH OF AUSTRALIAN QUEENSLAND DISTRICT**  
**BY-LAWS PART A**  
**Section VIII. OFFICERS AND ADMINISTRATION**

**1. The President shall**

- (1)
  - (a) serve as the spiritual leader of the District and shall strive to preserve peace and order;
  - (b) have the general oversight of all congregations, pastors and lay workers in the District, and in fulfilment thereof shall make or arrange for official visits to congregations and parishes;
  - (c) have the general oversight of all elected or appointed church bodies or auxiliaries of the District and shall have official right to attend the meetings of any committee or auxiliary of the District or of its Executive;
  - (d) promote the general well-being of the Church in the District;
  - (e) receive, as the chief administrative officer of the District, direction, guidance and counsel from the Church Council; and
  - (f) perform such other duties as are prescribed in the By-laws Part B.
- (2)
  - (a) a President-elect shall normally assume office three [3] months after being elected;
  - (b) before a President-elect assumes office, the outgoing President shall
    - (i) continue as President;
    - (ii) use the intervening period to settle the affairs of the administration; and
    - (iii) assist the President-elect to become acquainted with the duties and responsibilities of the office.

**2. The First Vice-President**

- (a) shall, in the event of the death or resignation of the President, automatically assume the office of President until the next Synod, but shall not terminate parish or other duties unless elected by the Synod;
- (b) shall, by direction of the Church Council, assume office as Acting President during the President's sickness, absence or inability to carry out the Presidential duties; and
- (c) may be requested by the President to act as the President's deputy whenever and wherever deemed necessary.

**3. The Second Vice-President shall**

- (a) assume the office of First Vice-President in the event of the latter becoming President, or upon the death or resignation of the First Vice-President;
- (b) carry out such duties as may be directed by the Church Council; and
- (c) may be requested by the President to act as the President's deputy whenever and wherever deemed necessary.

**4. The Secretary shall**

- (a) perform those duties generally incumbent upon such an office, and as prescribed in the By-laws Part B; and
- (b) inform the Secretary of the Church of any changes in or additions to the Roll of Congregations and the Roll of Pastors.

The Executive Secretary, where appointed, shall perform these duties.

**5. The Treasurer shall**

- (a) perform those duties generally incumbent upon such an office, and as prescribed in the By-laws Part B;
- (b) forward to the Secretary of the Church at such times as shall be determined by the General Church Council, all moneys for the Treasury of the Church; and
- (c) forward annually to the Secretary of the Church a financial statement of all receipts and expenditure of the District.

The Executive Secretary, where appointed, shall perform these duties.

**6. The Church Council shall**

- (a) ensure that the program and policies of the Church are carried out in the District;
- (b) require annual reports to be submitted to it by all Standing Committees, commissions and other appointed bodies, and shall make a careful study of these reports with a view to making recommendations for action by the Synod;
- (c) refrain from interfering with the administration of any particular Standing Committee as long as the respective committee is functioning within established policy;

## LCAQD BY-LAWS PART A

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- (d) initiate research into any sphere of activity in the District with a view to achieving greater efficiency in the promotion of the Objects of the District;
- (e) recommend to the Synod the budget of the District for the current year, including recommended action on the budget of the committees of the District submitted to it through the Finance Council;
- (f) submit to the Synod a proposed budget for the following synodical period;
- (g) recommend to the Synod projects involving provision for major capital expenditure on the basis of the recommendations made to it by the Finance Council;
- (h) recommend to the Synod a proposed program of projects involving major capital expenditure for the following synodical period or periods;
- (i) take action in matters involving expenditure not covered by the budget or provided for by the Synod; and
- (j) have power between conventions of the Synod to deal with matters of urgency submitted to it by any of the persons or parties entitled to submit proposals to the Synod, reporting on its actions to the next convention, or to submit any proposal to the voting members of the Synod.

### **7. The Finance Council shall**

- (a) review the general financial policy, study the relation of the budget and proposals for projects involving the provision of major amounts of capital to the estimated financial resources of the District, study the ratio of borrowed and gift money as used by the District, and make recommendations accordingly to the Church Council;
- (b) examine the financial position of the District during the year and make any necessary recommendations to the Church Council;
- (c) receive from the Standing Committees their proposed current budget and proposed budget for the following synodical period, have authority to negotiate with any committee if necessary and make recommendations regarding their adoption to the Church Council;
- (d) review proposals of committees for projects involving major capital expenditure and make recommendations to the Church Council regarding their financial feasibility and viability, their priority of importance and the amount of capital to be granted;
- (e) receive financial statements from any committees which administer moneys allotted to them by the District;
- (f) ensure that effective accounting procedures are used in the finances of the District, and shall arrange for the auditing of the financial records of the District and for this purpose submit nominations to the Church Council for the position of Auditor of the District;
- (g) prescribe the accounting procedures to be followed by any committee which keeps its own books of account, and appoint an auditor of such books upon the nomination of the committee;
- (h) manage such funds as are assigned to it and exercise general oversight over other funds and finances of the District;
- (i) with the approval of the Church Council and in consultation with the committee responsible for the promotion of congregational life, arrange for visits to congregations for the purpose of sharing and imparting information on the finances of the Church and the promotion of mission projects and Christian stewardship.

### **8. Executive Offices of Committees**

- (a) Any full-time executive office for a committee of the District shall be established by the Synod of the District. Recommendations regarding the establishment of any such office may be made by the relevant committee and shall be made through the Church Council.
- (b) The term 'executive officer' in the By-laws shall mean the person filling any full-time executive office. The title given to any executive officer shall be determined by the Church Council.
- (c) An executive officer shall be appointed for .....[...] years, unless otherwise determined by the Synod, and shall be eligible for re-appointment.
- (d) The duties of the executive officer shall be defined by the relevant committee and be approved by the Church Council.
- (e) An executive officer shall work within the policies and under the direction of the relevant committee.

**LUTHERAN CHURCH OF AUSTRALIAN QUEENSLAND DISTRICT**  
**BY-LAWS PART A**  
**Section IX. ZONES**

1. The purposes of a Zone Conference shall be to
  - (a) strengthen the ties of fellowship between the congregations;
  - (b) stimulate interest in spiritual matters by joint study;
  - (c) receive information regarding the program and work of the Church; and
  - (d) discuss important matters of Zone, District or Church interest.
  
2. The functions of the Zone Counsellor shall be to
  - (a) exercise general oversight over the spiritual well-being of the pastors and congregations in the Zone;
  - (b) promote the program of the Church in the Zone; and
  - (c) advise the President of the District regarding the progress of the work of the Church in the Zone.

**LUTHERAN CHURCH OF AUSTRALIAN QUEENSLAND DISTRICT**  
**BY-LAWS PART A**  
**Section X. DISCIPLINE, ADJUDICATION AND APPEALS**

1. The By-laws of the Church regarding discipline, adjudication and appeals shall be applicable within the District.

Constitutions and By-Laws, Part A of the Districts  
Approved by LCA General Synod 5 September 2006

## Appendix 1

Notations for tracking purposes

Version 2010.2:

- makes minor changes to formatting and wording of the By-laws Part A to give consistency with the LCA Model Constitution of the Districts. (District Synod 2010 approval)
- inserts into Section VII (The Synod) a new clause 3 (Procedure in Transacting Business), and re-numbers existing clauses 3 (Nominations) and 4 (Elections) as clauses 4 and 5 respectively. [This change was necessary in order to bring the District By-laws into line with the requirements of the Church in its Constitution and By-laws. (District Synod 2010 approval)]



# LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT

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## BY-LAWS PART B

**This is a document of the Queensland District of the Lutheran Church of Australia and may be altered only by Resolution of the District Synod**

This is an interim document which is currently under review. Coloured segments indicate some (but not all) segments which may be altered during the review process. The document currently indicates the position accepted "in principle" by the 2011 Synod, and is subject to further changes proposed at the 2012 Synod.

**INDEX** [Page references await the completion of the current review]

BY-LAWS PART B

Section 1- Definition and Interpretation .....  
Section 2- Synod and its Conventions .....  
Section 3- Nominations and Elections .....  
Section 4- Procedures in Transacting Business .....  
Section 5- Late Proposals and Unfinished Business .....  
Section 6- Postal Voting .....  
Section 7- Administration and Structure .....

BY-LAWS PART B SCHEDULE I: OFFICIALS OF THE DISTRICT

A The President .....  
B The First Vice President .....  
C The Second Vice President .....  
D The Secretary .....  
E The Treasurer .....

BY-LAWS PART B SCHEDULE II

A The Church Council .....  
B The Executive of Church Council .....

BY-LAWS PART B SCHEDULE III: DEPARTMENTS OF THE DISTRICT

A The Department for Ministry and Mission .....  
B The Department for Lutheran Youth Queensland.....  
C The Department for Lutheran Community Care .....  
D The Department for Lutheran Education Queensland.....  
    [Councils of the Schools of the District].....  
    [Queensland Lutheran early Childhood Services].....

BY-LAWS PART B SCHEDULE IV: ADVISORY COMMITTEES OF THE DISTRICT

A Constitutions Committee .....  
B Nominations Committee .....  
C The Statistics Committee .....

BY-LAWS PART B SCHEDULE V: STANDING COMMITTEES OF THE DISTRICT  
CHURCH COUNCIL

A The Risk Audit and Finance Committee .....  
.....  
B The Steering Committee .....  
C The Worship Committee .....  
D The Queensland Lutheran Foundation Trust Fund Committee .....

BY-LAWS PART B SCHEDULE VI: OFFICERS APPOINTED BY CHURCH COUNCIL

A The Advisory Pastors .....  
B The Auditor .....  
C Sealholders .....  
D The Electoral Officer .....  
E The Archives Liaison Officer .....

BY-LAWS PART B SCHEDULE VII: DISTRICT EXECUTIVE OFFICER.....

## **LUTHERAN CHURCH OF AUSTRALIA QUEENSLAND DISTRICT** **BY LAWS PART B**

The By-Laws Part B of the Lutheran Church of Australia, Queensland District shall be:

- Section 1. Definitions and Interpretation
- Section 2. Synod and Its Conventions
- Section 3. Nominations and Elections
- Section 4. Procedure in Transacting Business
- Section 5. Late Proposals and Unfinished Business
- Section 6. Postal Voting
- Section 7. Administration and Structure

### Terms of Reference etc

Schedule I Officials

Schedule II The Church Council and Its Executive

Schedule III Departments of the District

Schedule IV Advisory Committees of the District

Schedule V Standing Committees of the District Church Council

Schedule VI Officers Appointed by Church Council

Schedule VII District Executive Officer

Commissions of the District



## Section 1. Definitions and Interpretation

1.1 In these By-Laws unless the context or subject matter otherwise requires:-

- "Active Communicant Member" means a member of a Congregation who in the opinion of the Pastor of that Congregation or of the Congregation is:
  - (a) worshipping frequently; and
  - (b) communing frequently; and
  - (c) adhering to the Confessions of the District;
- "Book of Reports" means the agenda for Convention and the reports published with the agenda;
- "Chairperson of the Committee" means where the COMMITTEE consists of one person, that one person;
- "Church" means the Lutheran Church of Australia;
- "Church Council" means the Church Council of the District;
- "COMMITTEE" includes all Officials, Full-time Executive Officers, Officers, Appointees, Councils, Standing Committees, Committees, Commissions, Tribunals, Boards, Schools, Rest Homes, Auxiliaries, and other bodies elected, appointed or created by the constitution or By-Laws of the District;

Any committee or council established under the Constitution and By-laws, except a disciplinary or adjudication tribunal or an ad hoc committee or temporary task force, is by definition a Standing Committee. Standing committees are committees of some other entity, on the basis of "by whom appointed" and "to whom reporting".

- "Congregation" means a congregation which is a member of the District;
- "Convention" means a convention of the Synod of the District;
- "District" means the Lutheran Church of Australia, Queensland District;
- "District Delegate" means each of the persons referred to in the Constitution Article VII.2
- "First Vice-President" means the First Vice-President of the District;
- "Official Organ" means "The Lutheran" or such other publication as the Church Council may for a particular purpose determine;
- "President" means the President of the District;
- "Reporting Committee" means a COMMITTEE required or permitted by its terms of reference or by the Church Council to submit a report to the regular Convention;
- "Second Vice-President" means the Second Vice-President of the District;
- "Secretary" means the Secretary of the District;
- "Treasurer" means the Treasurer of the District;
- "Term of Service" means the period commencing at the close of one regular Convention and terminating at the close of the next regular Convention, or, in the case of an appointee, the period commencing at the date of the appointment and terminating at the close of the next regular Convention. In the case of an appointment for two (2) Terms of Service, the termination date shall be the close of the second regular Convention after the date of the appointment.

1.2 The definitions in the constitution of the Church and of the District shall apply to these By-Laws.

1.3 Words of singular number include the plural and vice-versa.

## **Section 2. Synod and Its Conventions**

- 2.1. The synodical term shall be from the commencement of one regular Convention to the commencement of the next succeeding regular Convention.
- 2.2. The regular Convention shall be held during the first weekend in May or at such other time as may be determined by the Church Council.
- 2.3. Any special Convention shall be held at a time and place to be determined by the Church Council.
- 2.4. Notice of a Convention shall be published by the Secretary in the Official Organ at least twelve (12) weeks before the appointed date in the case of a regular Convention and at least four (4) weeks before the appointed date in the case of a special Convention.
- 2.5. The following are entitled to place proposals on the agenda for a Convention:
  - (a) each Congregation;
  - (b) the Standing Committees, Councils and Commissions of the District, provided the proposal is within the respective terms of reference;
  - (c) the Pastors' Conference;
  - (d) the Church Councils of the Church and District and their Executives.
- 2.6. Proposals to be placed on the agenda for a regular Convention shall be forwarded to the Secretary at least 10 weeks before the appointed date in the case of a regular Convention.
- 2.7. Reporting Committees shall submit to the Secretary their reports to the regular Convention with proposals arising therefrom attached at least ten (10) weeks before the appointed date in the case of a regular Convention.
- 2.8. The Secretary shall forward to the Steering Committee all reports and proposals regularly received. The Steering Committee shall (where necessary) collate, group and reformulate the proposals in accordance with the terms of reference of the Steering Committee.
- 2.9. The Book of Reports shall be forwarded by the Secretary to all Congregations at least three (3) weeks before the date of a regular Convention. The Book of Reports shall include the agenda setting out details of the nature of the matters to be dealt with at the regular Convention, and the reports to Convention of the Reporting Committees.
- 2.10. The agenda for a special Convention shall be forwarded by the Secretary to all Congregations at least two weeks before the date of the special Convention.
- 2.11. Each Congregation shall be entitled to elect lay representatives as follows:-
  - (a) One (1) lay representative for up to 75 communicant members;
  - (b) Two (2) lay representatives for 76 to 200 communicant members;
  - (c) Three (3) lay representatives for 201 to 300 communicant members;
  - (d) Four (4) lay representatives for more than 300 communicant members.

Each lay representative shall be a voting member of the Congregation.

- 2.12. The secretary of each Congregation shall notify the Secretary of the District in writing of the name and address of each lay representative so elected.
- 2.13. When an elected lay representative cannot attend a Convention and the Congregation cannot find a substitute from its midst, the Congregation may appoint an Active Communicant Member of another Congregation (not otherwise a District Delegate) to act as the alternate for its elected lay representative at such Convention, provided such appointment is approved by the President.
  - 2.13.1. If a lay representative for reasonable cause cannot continue to attend a Convention, he/she may request that an Active Communicant Member (not otherwise a District Delegate) be appointed as his/her alternate by the President for the remainder of the Convention.

## LCAQD BY-LAWS PART B

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- 2.13.2. In each case the lay representative shall upon the appointment of the alternate cease to be a District Delegate until the conclusion of the Convention.
- 2.14. An alternate shall have authority to represent only one (1) lay representative at any one time.
- 2.15. The President of the Church, the members of the faculties of the Luther Seminary and Lutheran Teachers College, the executive officers of the Church, the Chairmen of the Committees and other such persons as the Church Council may deem advisable may be invited to attend as consultants.
- 2.16. Members of Congregations which are members of the Church, may take part in discussions. The Auditor shall have the right to take part in any discussions arising out of his/her report.
- 2.17. Unless otherwise determined by Convention, other visitors may attend but may in any event speak only with the permission of the chairperson.

## **Section 3. Nominations and Elections**

- 3.1 Nominations for positions other than President or the Vice-Presidents may be made by the Nominations Committee or by District Delegates or alternates in accordance with these By-Laws. Any nominee for a position shall be an Active Communicant Member of a Congregation.
- 3.2 The Nominations Committee shall circularise all Congregations and COMMITTEES at the end of each year asking for recommendations for nominations and, where known, pointing out any vacancies.
- 3.2.1 The Nominations Committee shall request each Congregation and COMMITTEE to furnish personal details concerning each person recommended including his/her occupation, Congregation, service rendered to and positions held in the Church, District, Congregations and community.
- 3.3 The Nominations Committee may also contact any member of a Congregation to ascertain whether that member would be willing to accept nomination.
- 3.4 Recommendations for nomination from Congregations shall be in the hands of the Nominations Committee or the Secretary ten (10) weeks prior to the date appointed for the regular Convention.
- 3.5 The Nominations Committee shall examine all recommendations and shall draw up a list of nominations which shall be published in the Book of Reports.
- 3.5.1 Such list of nominations shall include the occupation of the nominee, the Congregation to which he/she belongs, and any service which he/she has undertaken in the work of the Church, District, Congregations and community.
- 3.5.2 The Nominations Committee shall not be bound to accept all recommendations received.
- 3.6 The Nominations Committee shall ensure that each nominee on the list of nominations has consented to the nomination.
- 3.7 (a) The elections for President and/or Vice-President(s) shall be held as early as possible on the first day of Convention
- (b) The first reading of nominations for all other elective offices in the District shall take place as early as possible after the election of President and/or Vice-President(s), unless the Steering Committee determines otherwise.
- 3.7.1 The first reading shall consist of an announcement of alterations to the published list of nominations.
- 3.8 District Delegates or alternates may make additional nominations provided the nomination is in writing and has the consent of the nominee and is in the hands of the Nominations Committee and the Electoral Officer prior to the time determined by the Convention. The first reading of the nominations shall take place on the first day of Convention unless the Steering Committee determines otherwise.
- 3.9 The Nominations Committee shall prepare a final list of nominations consisting of the names submitted at the first reading together with the additional nominations received from District Delegates or alternates.
- 3.10 The second and final reading of the list of nominations shall be given when the final list of nominations has been prepared.
- 3.10.1 At or prior to the second reading a list of nominees whose nominations were not published in the Book of Reports shall be provided to each District Delegate and alternate if an election is necessary. Such list of nominees shall include the occupation of the nominee, the Congregation to which he/she belongs, and any

service which he/she has undertaken in the work of the Church, District, Congregations and community.

- 3.10.2 The second reading shall consist of a further announcement of alterations to the published list.
- 3.11 Upon completion of the second reading, the Electoral Officer shall prepare ballot papers where elections are necessary.
- 3.12 In preparing any ballot paper:
- (a) the names submitted by the Nominations Committee shall appear first on the ballot paper;
  - (b) all names shall appear in the order drawn by the Electoral Officer; and
  - (c) the ballot paper shall indicate which nominees are sitting members.
- 3.13 All elections shall be conducted according to the preferential system of voting unless otherwise decided by Convention.
- 3.14 The Electoral Officer shall direct the Convention with regard to voting procedure, whenever he/she deems it necessary.
- 3.15 The Electoral Officer shall be responsible for the distribution and collection of ballot papers.
- 3.16 The Electoral Officer shall be responsible for the counting of votes.
- 3.17 The Electoral Officer shall retain all ballot papers. The ballot papers shall be re-checked if the result of any election is challenged. The ballot papers shall be destroyed at the direction of the Convention or, if no direction is given, at the conclusion of the Convention.
- 3.18 The Electoral Officer shall keep a good record of the result of all elections, including the name of the candidate next in preference to those elected.
- 3.19 The Electoral Officer shall inform the chairperson of the result of the election as soon as practicable after counting is concluded.

## **Section 4. Procedure in Transacting Business**

The procedure to be followed in transacting the business of Synod shall be as stipulated in Part A Section VII "Procedure in Transacting Business", with the addition of the following:

- 1 The quorum shall be 50 percent of delegates, plus 1.
- 2 All reports published with the agenda shall be taken as read unless the Convention otherwise requires.
- 3 For the discussion of each report of a COMMITTEE, the Chairperson of the Committee concerned or his/her nominee shall be given a brief time to draw the attention of the Convention to matters of importance, and corrections/updates to the written report.
- 4 Before the proposals stemming from the report are debated, District delegates or alternates may seek information concerning the matters raised in the report or within the COMMITTEE's terms of reference.
- 5 The proposals stemming from the report shall be debated one by one.
- 6 The chairperson may refuse to accept any formal motion if, in his/her opinion, the question has not been sufficiently discussed. In any event, those who have signified their intention to speak to the question prior to the moving of the formal motion shall have the right to speak and the mover of the substantive motion before Convention shall have the right of reply notwithstanding the carrying of the formal motion.
- 7 Where a resolution of Convention necessitates, either directly or by implication, an alteration to By-laws Part B, the Church Council may make such alterations to By-laws Part B as are necessary to implement the resolution of Convention. Such amendment shall operate as if passed by a resolution of Convention until the next succeeding regular Convention. Such amendments shall be printed in the agenda for the next succeeding regular Convention for ratification (or otherwise).

### **Section 5 Late Proposals and Unfinished Business**

- 5.1. All unfinished business shall be referred to the Church Council without the necessity for a formal resolution to that effect.
- 5.2. The report of Convention shall list the items of unfinished business so referred.
- 5.3. Late proposals, in writing and handed to the Secretary before the first business session of Convention may be accepted by Convention. At its discretion, Convention may admit new business during its sessions.
- 5.4. Unless Convention resolves otherwise, all late proposals shall be deferred until the completion of all other business unless they are of an urgent nature or are related to other matters on the agenda.
- 5.5. If a late proposal is not dealt with by Convention, the proposing body may request that it be placed on the agenda for the next regular Convention.
- 5.6. If no such request is made, the matter shall be dealt with by the Church Council.
- 5.7. The report of Convention shall contain a list of late proposals so referred to the Church Council.
- 5.8. Unfinished business and late proposals referred to the Church Council shall be dealt with as follows:
  - a) the proposing body shall be given the opportunity either to send representatives to discuss the proposal with the Church Council or to send to the Church Council a written submission on the proposal;
  - b) the Church Council may deal with the matter or may defer the same to the next regular Convention.

## Section 6 Postal Voting

- 6.1 When pursuant to Article VII Clause 9 of the Constitution, the Church Council decides that a matter of urgency shall be referred to voting members of the Synod for determination, the following procedure shall apply;
- (a) the Church Council shall formulate a resolution on the matter in question in a suitable form;
  - (b) the Church Council shall appoint a time of closing of the ballot. The Church Council may from time to time before the opening of the ballot box extend the time of closing of the ballot;
  - (c) the arguments for and against the resolution shall be stated concisely by the President or his/her appointed representative;
  - (d) voting shall be by ballot on the ballot paper provided;
  - (e) the Secretary shall forward to each Congregation the ballot papers and the copies of the arguments for that Congregation's voting members of the Synod;
  - (f) each Congregation shall upon receipt of the ballot papers ensure that the ballot papers are completed and returned to the Secretary before the time of closing of the ballot;
  - (g) the ballot papers shall be forwarded without scrutiny, sealed in an envelope provided to the Secretary who shall place all envelopes unopened in a locked ballot box for safe keeping;
  - (h) the Church Council shall appoint a committee of three members to count the votes. The committee shall meet at the time of the closing of the ballot to place all ballot papers without scrutiny into a pile, after which all votes shall be counted;
  - (i) the result of the ballot shall be conveyed by the committee to the President, who shall announce the result in the Official Organ indicating the number of votes cast in the affirmative and in the negative.



## **Section 7 Administration and Structure**

7.1 The Officials of the District, elected by Synod, are the President, the Vice-Presidents, and the Secretary. The terms of office, terms of reference and duties of these officials are set out hereto in Schedule I.

7.2 The Church Council is elected by Synod and reports to it. The composition, term of office, terms of reference, rights and duties of the Council and its Executive are set out hereto in Schedule II.

7.3 The Standing Committees of the District are of two types:

a) Governance Councils of Departments of the District which act for and on behalf of the District Synod within the limits set out in their By-laws. They report directly to Synod.

These Councils are as follows:

- a) The Council of the Department for Ministry and Mission
- b) The Council of the Department of Lutheran Youth Queensland
- c) The Council of the Department for Lutheran Community Care
- d) The Council of the Department of Lutheran Education Queensland

The composition, terms of reference, rights and duties of these Councils are set out hereto in Schedule III.

b) Advisory Committees, elected at least in part by Synod and report directly to Synod

These Committees are as follows:

- a) The Constitutions Committee
- b) The Nominations Committee
- c) The Statistics Committee

The composition, terms of reference, rights and duties of these Committees are set out hereto in Schedule IV.

7.4 Standing Committees of the District Church Council are appointed by the Church Council and report to the Church Council.

These Committees are as follows:

- a) The Risk Audit and Finance Committee
- b) The Steering Committee
- c) The Worship Committee
- d) The Queensland Lutheran Foundation Trust Fund Committee

The composition, terms of reference, rights and duties of these Committees are set out hereto in Schedule V.

7.5 Officers appointed by Church Council These officers report to Church Council and comprise the following:

- a) The Advisory Pastors
- b) The Auditor
- c) The Seal-holders
- d) The Electoral Officer
- e) The Archives Liaison Officer.

The terms of reference, rights and duties of these Officers are set out hereto in Schedule VI.

7.6 The District Executive Officer

The District Executive Officer is appointed by the District Church Council. The terms of reference, rights and duties of this Officer are set out hereto in Schedule VI.

7.7 A Commission of the District is a taskforce established until its function is completed. It is by nature a short term taskforce set up by Synod to whom it reports. The composition, terms of reference, rights and duties of a commission shall be presented to the Synod that appoints it.

Commissions should not be confused with working parties or taskforces set up from time to time for any particular ad hoc purpose by the District Church Council

**BY-LAWS, PART B, SCHEDULE I**  
**OFFICIALS OF THE DISTRICT**  
**A. THE PRESIDENT**

- 1) The term of office of the President shall be three (3) Terms of Service provided that, if the President ceases to be an Active Communicant Member of a Congregation, the term of office shall terminate on the day of such cessation.
- 2) The resignation of the President shall take effect at the close of the regular Convention next following the date upon which the resignation is submitted, unless the Church Council determines that exceptional circumstances require that the resignation take effect at an earlier time.
- 3) Upon the election of a new President, the former President shall act, if so requested by the new President, in an advisory capacity for a period of three (3) months.
- 4) In addition to the duties laid down in the By-laws Part A, the duties and rights of the President shall include the following:-
  - (a) in conjunction with the Secretary to make the necessary arrangements for all Conventions;
  - (b) to preside at Conventions and at meetings of the Church Council, or to appoint a deputy;
  - (c) to present his presidential report to the regular Convention;
  - (d) to see that all resolutions of Synod are carried out;
  - (e) to represent the District in his official capacity whenever and wherever necessary, or to appoint a deputy;
  - (f) in consultation with the parishes concerned to arrange for the serving of vacant parishes;
  - (g) to consult with the Church Council on pastors to be recommended to call meetings;
  - (h) to attend meetings of Congregations or parishes convened for the purpose of calling a pastor, or to appoint a deputy;
  - (i) in consultation with the parish concerned to provide for the induction of pastors into new charges;
  - (j) to arrange for the ordination of candidates for the Ministry who have been called to serve in the District;
  - (k) to exercise at his discretion his official right to attend the meetings of any COMMITTEE or auxiliary of the District;
  - (l) to convene at his discretion the first meeting of a newly appointed special COMMITTEE, or, for special reasons, a meeting of any COMMITTEE;
  - (m) to keep members of the Church Council and pastors of the District informed of developments within the District and the Church;
  - (n) to receive reports from Zone Counsellors, to advise them in their duties, and to enlist their co-operation in the promotion of the work of the Church and the District;
  - (o) to make official visits of inspection to Congregations and parishes;
  - (p) to receive copies of the annual reports of Congregations and parishes;
  - (q) to veto any resolution or action of a COMMITTEE or auxiliary which contravenes the Constitution, By-laws or directions of Synod or the Confession of the Church or of the District.

**BY-LAWS, PART B, SCHEDULE I**  
**OFFICIALS OF THE DISTRICT**  
**B. THE FIRST VICE-PRESIDENT**

1. The term of office of the First Vice-President shall be two (2) years.
2. If the First Vice-President ceases to be an Active Communicant Member of a Congregation he shall automatically cease to be the First Vice-President.
3. The retiring First Vice-President shall be eligible for re-election.
4. In addition to the duties laid down in the By-laws Part A, the duties of the First Vice-President shall include the following:
  - (a) to be chairperson of the Pastors' Conference.

**BY-LAWS, PART B, SCHEDULE I**  
**OFFICIALS OF THE DISTRICT**  
**C. THE SECOND VICE-PRESIDENT**

1. The term of office of the Second Vice-President shall be two (2) years.
2. If the Second Vice-President ceases to be an Active Communicant Member of a Congregation he shall automatically cease to be Second Vice-President.
3. The retiring Second Vice-President shall be eligible for re-election.
4. The duties of the Second Vice-President shall include the following:-
  - (a) In the event of the death or resignation of the First Vice-President or his assuming the office of President, automatically assume the office of First Vice-President until the next regular Convention;
  - (b) by direction of the Church Council, assume office as acting First Vice-President during the sickness or absence of the First Vice-President, or his inability to carry out his duties;
  - (c) carry out such duties as may be directed by the Church Council;
  - (d) if requested by the President, act as his deputy wherever and whenever deemed necessary.

**BY-LAWS, PART B, SCHEDULE I**  
**OFFICIALS OF THE DISTRICT**  
**D. THE SECRETARY**

1. The Secretary shall be elected at a regular Convention.
2. The term of office of the Secretary shall be two (2) years
3. If the Secretary ceases to be an Active Communicant member of a Congregation he/she shall automatically cease to be the Secretary.
4. The retiring Secretary shall be eligible for re-election.
5. In addition to the duties laid down in the By-laws Part A, the duties of the Secretary shall include the following:-
  - (a) to keep an accurate record of the minutes of Conventions and of meetings of the Church Council and Pastors' Conferences in the respective Minute Books;
  - (b) to publish the notice of the regular and special Conventions;
  - (c) to receive and in conjunction with the President to publish the agenda and the reports for any Convention;
  - (d) to prepare and publish the official report of each Convention;
  - (e) to inform responsible COMMITTEES, bodies or individuals as soon as possible after a Convention of the resolutions affecting them;
  - (f) to keep an accurate Roll of Pastors of the District, a Roll of church workers working as such in the assigned area of the District and the official Roll of Congregations;
  - (g) to attend to such other duties as the District may determine from time to time.

**BY-LAWS, PART B, SCHEDULE I**  
**OFFICIALS OF THE DISTRICT**  
**E. THE TREASURER**

1. The Treasurer shall be elected at a regular Convention.
2. The term of office shall be one (1) Term of Service
3. If the Treasurer ceases to be an Active Communicant Member of a Congregation he/she shall automatically cease to be the Treasurer.
4. The retiring Treasurer shall be eligible for re-election.
5. In addition to the duties laid down in the By-laws Part A, the duties of the Treasurer shall include the following:
  - (a) while retaining the oversight over the financial affairs and records of the District, to delegate, with approval from Church Council, to the District Executive Officer and other employees of the District such duties and functions as he/she deems fit to enable the day to day financial transactions of the District to be carried out in the most effective manner;
  - (b) to ensure financial reports of the District are presented regularly to the Church Council;
  - (c) to ensure that the financial records of the District are properly kept in the form and manner required by the Church Council;
  - (d) to ensure that the financial records of the District are audited as required by the Church Council;
  - (e) to offer assistance and oversight to the relevant staff in the carrying out of duties and expectations of their roles in accord with the written role descriptions
  - (f) to consult regularly with the District Executive Officer
  - (g) to report to Church Council personally or through a nominated delegate.

## **BY-LAWS, PART B, SCHEDULE II** **A. THE CHURCH COUNCIL**

1. The Church Council shall support congregations and pastors in their fulfilment of the Objects of the Church.
2. The Church Council shall consist of the President, the two Vice-P residents, the Secretary and additional members (elected at a regular Convention) to a total of five (5) pastors and eight (8) lay people.
3. The Church Council may appoint advisers from time to time. Advisers may participate in debate but have no right to vote.
4. The term of office of each additional member shall be one (1) Term of Service.
5. Any member of the Church Council who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Church Council.
6. If any additional member of the Church Council is absent from two (2) consecutive meetings without good reason, his/her position shall become vacant.
7. If a vacancy occurring for any reason among the members of the Church Council, the Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member whom they replace.
8. The Church Council shall meet as called by the President and Secretary whenever they deem such meeting necessary, or when three (3) members of the Church Council request a meeting. In the latter case the meeting shall be held within three (3) weeks.
9. The quorum shall be seven (7) members. No business shall be transacted except in the presence of a quorum. Decision-making shall be by simple majority vote.
10. The Church Council shall facilitate the holding of Conventions in accordance with the Constitution and ensure that participation in decision making is maximised, and
  - a) ensure that the resolutions of Synod are carried out
  - b) receive, between Conventions, an incoming pastor as a pastor of the District and instruct the Secretary to record his name on the Roll of Pastors of the District;
  - c) be sensitive to the collective views of the Congregations of the District;
  - d) shall recommend to the Synod the budget of the District for the current year, including recommended action on the budget of the Standing Committees, Councils, Commissions, and other bodies of the District submitted to it through the **Risk Audit and Finance Committee**;
  - e) shall submit to the Synod a proposed budget for the following synodical term;
  - f) shall recommend to the Synod projects involving provision for major capital expenditure on the basis of the recommendations made to it by the **Risk Audit and Finance Committee**;
  - g) shall recommend to the Synod a proposed program of projects involving major capital expenditure for the following synodical term or terms;
  - h) shall take action in matters involving expenditure not covered by the budget or provided for by the Synod.
11. The Church Council shall ensure effective administration practices are observed by the District and the Standing Committees, Councils, Commissions, and other bodies of the District, and
  - (a) fill any vacancies in any office or on any Standing Committees, Councils, Commissions, and other bodies of the District, except when such vacancy occurs within two (2) months of the next regular Convention;
  - (b) remove from office any member of any Standing Committees, Councils, Commissions, and other bodies of the District (excluding the President and Vice-Presidents) during their term of office if, in its considered judgement, the said member becomes incapable or unworthy of their office and fill the vacancy thus created for the remainder of that term of office;
  - (c) make arrangements for the payment of all relieving pastors either through the parish treasurer or the Treasurer;
  - (d) ensure that all records are kept up to date and are freely accessible by member Congregations and their voting members,
  - (e) delegate specific tasks to officers and departments.
12. The Church Council shall ensure Standing Committees, Councils, Commissions, and other bodies of the District act transparently in accordance with the policies of the District.
13. The Church Council shall ensure that at all times there is clear open communication at all levels of the District.
14. The Church Council shall provide guidance and counsel to the President in relation to his role in the District.
15. The Church Council shall receive general oversight from the President.
16. The Church Council shall determine the duties from time to time of members of Church Council where duties are not specified in the By-laws Part B and shall determine additional duties for all members of Church Council not inconsistent with duties specified in By-laws Part B.

**BY-LAWS, PART B, SCHEDULE II**  
**B. THE EXECUTIVE OF CHURCH COUNCIL**

1. The Executive of the Church Council (the Executive) shall consist of the President, the two Vice-Presidents and the Secretary.
2. The Executive shall meet as often as necessary.
3. A meeting shall be called by the Secretary if requested by any member of the Executive. Such meeting shall be held within four (4) days of such request.
4. The quorum shall be two (2) members. No business shall be transacted except in the presence of a quorum.
5. The Executive shall exercise the powers of the Church Council between meetings of the Church Council, reporting on its actions to the next meeting of the Church Council.

**BY-LAWS, PART B, SCHEDULE III**  
**DEPARTMENTS OF THE DISTRICT**  
**A. THE DEPARTMENT FOR MINISTRY AND MISSION**

**NAME**

1. The Department shall be called the DEPARTMENT FOR MINISTRY AND MISSION. (hereinafter called "the Department").

**OBJECTIVES**

1. The objectives of the department shall be:
  - (a) to help and encourage all Pastors and Congregations to carry out Christ's Ministry and Mission in their local communities and in ever-widening circles.
  - (b) in co-operation with the Church, to provide policy, direction and support in mission development to Pastors, Congregations and the District.

**STRUCTURE AND MEMBERSHIP**

1. The Department shall consist of a Director for Ministry and Mission, a Council for Ministry and Mission ("the Council"), the Committee for Far North Queensland Mission, the Faith and Life Institute and such committees and working groups as the Council may determine from time to time.

1.1 The Council shall be a Standing Committee of the District.

2. The Committee for Far North Queensland Mission shall consist of normally not less than two (2) pastors elected at a regular convention, and ten (10) laypeople appointed as follows: Three (3) of whom are appointed by the Parish of Cairns from the members of the parish; one (1) by the Hope Vale congregation and who shall be a person who worships regularly at Coen; four (4) by the congregation of Hope Vale from the members of the congregation, and three (3) by the congregation of Wujal Wujal from the members of the congregation.

2.1 The term of office of each member shall be two (2) Terms of Service.

3. The Council shall comprise (13) members, five (5) or six (6) of whom shall be pastors.

Six (6) shall be elected at a regular Convention, as follows:

Council Executive (3), comprising a chair, vice-chair and secretary; three (3) additional members, including a pastor, a lay worker and a lay member.

One (1) shall be nominated by the Lutheran Youth of Queensland Executive and ratified by Synod.

The District Church Council shall appoint the remaining six (6) members, within the specified ratio of pastor/lay membership, so as to provide for the following skills/experience:

- financial/business
- management/leadership
- teaching/education
- tertiary education
- multi-cultural experience

3.1 The term of office on the Council shall be two (2) Terms of Service.

4. The President or his/her nominee, and the Director for Ministry and Mission shall be advisory, non-voting members of the committees and the Council.

**DUTIES OF THE COUNCIL**

1. The Council shall determine policy and plan general strategies:
  - (a) to help and encourage all Pastors, and Congregations to carry out Christ's Ministry and Mission in their local communities and in ever widening circles,
  - (b) in co-operation with the Church, to provide policy, direction and support in mission development to Pastors, congregations and the District.

1.1. The Council shall:

- (a) promote and publicise the department's programme of ministry and mission;

## LCAQD BY-LAWS PART B

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- (b) appoint task forces, sub-committees and working committees for specific areas of work as appropriate;
  - (c) ensure that all Pastors who accept calls to the District are familiarised with the work of the Department;
  - (d) undertake whatever other tasks may be needed to fulfil its objects.
- 1.2. The Council shall:-
- (a) submit to the Church Council nominations for the position of Director for Ministry and Mission;
  - (b) support, supervise and direct the work of the Director for Ministry and Mission and work with him to further the objects of the Department;
  - (c) nominate to the Church Council District representatives to serve on committees of the Church as required.
- 1.3. The Council shall:
- (a) report to regular District Conventions on the activities of the Department, and, where appropriate, submit recommendations for the development of ministry and mission within the District;
  - (b) prepare accounts and financial reports in the form determined by the **Risk Audit and Finance Committee** for inclusion in the reports so prepared;
  - (c) prepare annually an estimate of the expenditure of the Department and submit this to the **Risk Audit and Finance Committee**;
  - (d) report to the Church Council at such time and in such manner as may be determined from time to time by the Church Council;
  - (e) carry out decisions of the District appropriate to the objects of the Department;
  - (f) submit accounts and financial reports to the **Risk Audit and Finance Committee** as requested.

### **DUTIES OF THE COMMITTEE FOR FAR NORTH QUEENSLAND MISSION**

1. OBJECT: The committee shall foster proclamation of the Gospel of Jesus Christ in Far North Queensland

#### 1.1. DUTIES:

- (a) to co-ordinate the mission of the District in Far North Queensland.
- (b) to assist Congregations in Far North Queensland to administer their affairs when and as requested by those Congregations.
- (c) to gather and analyse accurate information on developments which have a bearing on the ministry and mission of the church.
- (d) to encourage and establish ways to equip lay people in all forms of Christian leadership and ministry.
- (e) to receive requests and submissions from the Congregations in Far North Queensland and to make recommendations to the District through the Council for the commencement of new mission endeavours.
- (f) to ensure the best use of the resources of the Church and the District in both existing and new programmes.
- (g) to keep the council informed of developments.
- (h) to advise the Council when special assistance is required, including advice concerning priorities.
- (i) to assist and advise Congregations in Far North Queensland in the calling of pastoral personnel when requested.
- (j) in consultation with the Council, to administer any subsidies provided by the Church or the District
- (k) to supervise and administer any properties entrusted to the committee's care
- (l) to act as advocate to government departments on behalf of Congregations in Far North Queensland as requested.
- (m) to submit reports, statements and details to the Council annually and as requested.

1.2 MEETINGS: The Committee shall meet at least twice a year.

### **DUTIES OF OTHER COMMITTEES AND WORK GROUPS**

1. The duties of all committees and work groups appointed by the Council shall be determined by the Council and provided in writing to the group concerned, including any time limit that may be involved.



## **REGULATIONS AND ADMINISTRATIVE PROCEDURES**

1. Advisors
  - (a) The Church Council, the Council or a committee of the Department may appoint advisors to that committee from time to time. Such appointments may be terminated by the District Church Council, the Council or the committee at any time. Advisors may participate in debate but have no right to vote.
  - (b) The District Church Council or the Council may appoint advisors to the Council from time to time. Such appointments may be terminated by the District Church Council or the Council at any time. Advisors may participate in debate but have no right to vote.
2. Eligibility for Council or Committee Membership
  - (a) Retiring members of the Council or a committee shall be eligible for re-election.
  - (b) Any member of the Council or a committee who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Council or the committee.
  - (c) If any elected member of the Council or committee is absent for two consecutive meetings of the Council or committee without good reason, his/her position shall become vacant.
3. Vacancy Replacement

In the event of a vacancy occurring for any reason among the members of the Council, the District Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member whom he/she replaces.

In the event of a vacancy occurring for any reason among the members of a committee, the Council may, at its discretion, appoint a replacement member.
4. Internal Organisation
  - 4.1. The Executive:
    - (a) The chairperson, secretary and vice-chairperson of the Council and the Director for Ministry and Mission as a non-voting member, shall constitute the executive.
    - (b) The executive shall meet as often as is necessary.
  - 4.2. Office-bearers of committees:
    - (a) The committees shall each elect a chairperson and any other office deemed appropriate, or as directed by the Council.
5. The chairperson of the Council or a committee shall preside at each meeting thereof. In his/her absence the vice-chairperson shall preside. If there is no vice-chairperson, the committee or Council shall appoint a chairperson for the meeting.
6. The quorum:
  - (a) The quorum for the Council shall be at least half of the voting members.
  - (b) The quorum for a committee shall be at least half of the voting members.
  - (c) No business shall be transacted by the Council or a Committee except in the presence of a quorum.
7. Frequency of meetings:
  - 7.1. The Council shall normally meet monthly.
  - 7.2. Committees shall meet as often as needed.
  - 7.3 A meeting shall be called by the chairperson of the Council or the chairperson of a committee if requested by at least one quarter of the voting members thereof or by the President. Such meeting shall be held within fourteen (14) days of such request.

## **DUTIES OF OFFICER BEARERS**

1. The duties of the Chairperson of the Council include:
  - (a) to call all meetings of the Council or executive,
  - (b) to ensure that all resolutions of the Council and of the executive (or the committee) are carried out,
  - (c) to draw up the Annual Report of the Council and upon approval by the Council to submit it as required by the District.

## LCAQD BY-LAWS PART B

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- (d) to attend the regular Convention and to present the Annual Report of the Council at that Convention or to appoint a nominee for that purpose,
- (e) to attend all other Conventions and, to present a special report of the Council or to appoint a nominee for such purpose.
- (f) such other duties as may be prescribed from time to time by the District Church Council or by the Council.

1.1. The duties of the Chairperson of a committee include:

- (a) to call all meetings of the committee,
- (b) to ensure that all resolutions of the committee are carried out,
- (c) to report to the Council as required by the Council.
- (d) such other duties as may be prescribed from time to time by the Council or committee.

1.2. The duties of the secretary of the Council (or a committee) include:

- (a) to arrange meetings called by the chairperson and to notify members of such meetings,
- (b) to ensure that accurate minutes of all meetings are recorded,
- (c) to receive and to attend to all correspondence, unless otherwise determined,
- (d) to draw up an agenda for all meetings,
- (e) such other duties as may be prescribed from time to time.

2. Administrative Duties of Committees

The committees shall:

- (a) attend to all tasks assigned to them by the Council,
- (b) report to the Council as required,
- (c) submit projected expenses and account for monies expended to the Council as required.

### **DIRECTOR FOR MINISTRY AND MISSION**

The Director shall be responsible to the council of the Department for Ministry and Mission and shall:

1. Coordinate the work of the department council and the department committees attending meetings and working with them in their areas of responsibility.
2. Arrange and oversee visits to congregations
3. Engage in an ongoing study of congregational ministry and mission to help resources of the department.
4. Arrange orientation for new pastors to the district regarding the operations and resources of the department.
5. Liaise with other departments and councils of the district including reporting to District Church Council and **District Risk Audit and Finance Committee** on behalf of the department.
6. As requested, represent the district on LCA and ecumenical bodies.

### **CO-ORDINATOR OF THE FAR NORTH QUEENSLAND MISSION COMMITTEE**

The duty of the Co-ordinator will be to assist the Far North Queensland Mission Committee (FNQMC) in carrying out its duties; primarily fostering the proclamation of the Gospel of the Lord Jesus Christ, according to the directions of the Committee. The position operates on a three year renewable term. The appointment of the co-ordinator shall be made by FNQMC and ratified by the District Church Council.

#### **ACCORDINGLY THE CO-ORDINATOR SHALL -**

- a) Co-ordinate the mission of the Church in Far North Queensland.
- b) Work In co-operation with the congregations assisting in the carrying out of their Ministry and Mission as requested by those congregations.

## LCAQD BY-LAWS PART B

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- c) Assist pastors and lay leaders in the congregation to fulfil their God-given calling of developing and implementing strategies for their ministry and mission in their communities, equipping lay people in whatever ways possible.
- d) Lead lay reading worship services when required.
- e) Gather and analyse information on developments which have a bearing on church expansion.
- f) Ensure the best use of the resources of the Church in both existing and new programmes.
- g) Normally attend meetings of the Committee to report to the Committee and keep it informed of all developments and attend to the duties of secretary.
- h) Inform the Committee when special assistance is required, seeking advice on priorities.
- i) Assist and advise congregations in Far North Queensland in the calling and appointing of pastoral personnel when requested.
- j) In consultation with the Committee, assist in the administration of subsidies provided by the Church or other organisations.
- k) Administer any properties entrusted to the Committee's care.
- l) Act as advocate to Church and Government on behalf of congregations in Far North Queensland, as requested.
- m) Assist in the development of initiatives and programmes which are instigated by the Committee.
- n) Co-ordinate the Committee report to Conventions of the District.
- o) Arrange orientation for all who are appointed to work in the mission of the FNQMC.
- p) Liaise between the Committee, the Department for Ministry and Mission, District Church Council and other bodies of the District and the Church as required.

**BY-LAWS, PART B, SCHEDULE III**  
**DEPARTMENTS OF THE DISTRICT**  
**B. DEPARTMENT FOR LUTHERAN YOUTH QUEENSLAND**

## **Section 1 – ORGANIZATION**

### **1.1 Definitions and Interpretations**

- a. "LCA" means Lutheran Church of Australia;
- b. "LCAQD" means Lutheran Church of Australia Queensland District;
- c. "LYQ" means the Department for Lutheran Youth of Queensland;
- d. "Active Communicant Member" means a member of a Congregation who in the opinion of the Pastor of that Congregation or of the Congregation is:
  - I. Worshipping frequently; and
  - II. Communing frequently; and
  - III. Adhering to the Confessions of the District;
- e. "Church" means the Lutheran Church of Australia;
- f. "Church Council" means the Church Council of the District;
- g. "Congregation" means a congregation which is a member of the District;
- h. "Convention" means a convention of the Synod of the District;
- i. "Council" means the Lutheran Youth of Queensland Council;
- j. "Department" means the Department for Lutheran Youth of Queensland;
- k. "District" means the Lutheran Church of Australia, Queensland District;
- l. "Finance Advisory Council" means the Finance Advisory Council of the District;
- m. "Manager" means a person appointed to manage, with direct responsibility to the Director for the performance and operation of the Service, whether designated as Manager, General Manager, Administrator, Volunteer Manager, or any other title;
- n. "MSC" means the Ministry Support Centre which is the Department office and the personnel employed to assist the Director in carrying out the duties and responsibilities of that role;
- o. "Non-paid LYQ Employee" means an individual who is trained and equipped, and employed in a voluntary capacity by LYQ to perform a skilled ministry function on its behalf.
- p. "Term of Service" means the period commencing at the close of one regular Convention and terminating at the close of the next regular Convention, or in the case of an appointee, the period commencing at the date of the appointment and terminating at the close of the next regular Convention. In the case of an appointment for two (2) Terms of Service, the termination date shall be the close of the second regular Convention after the date of the appointment;
- q. "LHYC" means Luther Heights Youth Camp;
- r. "LHYC management" means the person or persons appointed by the Council to manage the Luther Heights Youth Camp.

### **1.2 Name**

The Department shall be called the Department for Lutheran Youth of Queensland, (hereinafter called "LYQ")

### **1.3 Vision Statement**

Alive in Christ; Passionate in Service

### **1.4 Mission Statement**

Lutheran Youth Queensland exists to encourage, empower, equip and involve young people in opportunities to grow and serve in the love of Jesus Christ

### **1.5 Objectives**

As a Department of the LCAQD, LYQ will promote the objectives of the LCA and the LCAQD as they pertain to the ministry directives of LYQ. Further to this, LYQ Objectives are:

#### **1.5.1 Objectives:**

- a. to bring the Gospel of Jesus Christ to young people;
- b. to help young people to draw closer to their Lord and Saviour Jesus Christ through the study of God's Word;

- c. to encourage and assist young people to be faithful to God, the Church and the Lutheran Confessions;
- d. to encourage and assist young people to be disciples of Jesus Christ;
- e. to encourage young people to be involved and serve in the ministry of a congregation;
- f. to support and encourage congregations in their nurture of young people;
- g. to create and maintain interest in mission, and to assist in training young people for this responsibility;
- h. to encourage and assist young people to fulfil their Christian responsibilities as members of the home and community;
- i. to foster the bond of Christian fellowship among young people.

### **1.5 Ministry Support Centre**

- 1.5.1 The MSC provides the Council's secretariat, the Director function, the coordination and organisation function for camping programs, the coordination and organization function for youth ministry programs across the District, and business and administrative service functions which support the Council in maintaining and operating the Department as a whole. The MSC operates under the direction and management of the Director. The staff in the MSC are directly accountable to the Director and operate by delegation from the Director. The secretariat supports the Council's meeting and deliberation processes, correspondence, communication and inter-council liaison requirements and responsibilities.
- 1.5.2 The Director provides leadership in the development and implementation of policy, processes and systems to enhance the Department's capacity to achieve the direction and strategy of the Council. The Director acts as the agent of the Council and the Director function gives effect to the Council's governance role.
- 1.5.3 The Director uses the MSC to carry out the responsibilities of the Director's role. Business and administrative personnel in the MSC provide advice and support to the Director and the ministry of LYQ in the areas of:
  - a. Policy, planning and research
  - b. The Department's ministry strategy and performance
  - c. Financial policy, procurement and Departmental contracts
  - d. People and learning and training
  - e. Workplace environment
  - f. Budget and financial analysis
  - g. Finance and accounting
  - h. Information management
  - i. Asset management and capital works programs
  - j. Project management
  - k. Government policy and legislation
  - l. Government and industry liaison
  - m. Departmental (corporate) systems
  - n. Public relations

## **Section 2 – GOVERNANCE STRUCTURE**

### **2.1 The Church**

- a. The District operates the Department as an integrated organisation in which each part has the support and protection of the whole and each part contributes to the good of the whole while retaining and developing its own individual character.
- b. The District accepts ultimate legal, financial and ecclesiastical liability for the Department (i.e. all ministry services and the MSC).
- c. The District delegates responsibility for the effective governance of the Department to the Council.

### **2.2 The Council**

The Council is a Standing Committee of the District

#### **2.2.1 MEMBERSHIP AND TERM OF OFFICE**

- a. The Council shall consist of:
  - I. Seven (7) members elected at a regular Convention of the District, of whom only one (1) shall be a pastor AND
  - II. One (1) representative of the Council of Ministry and Mission

- b. The term of office of each member of the Council shall be two (2) Terms of Service. Approximately half of the members shall retire at each regular Convention.
- c. The Church Council may, if it thinks fit, appoint one (1) additional voting member to the Council.
- d. In addition, the following shall be eligible to attend meetings of the Council in an advisory, non-voting capacity:
  - I. The President of LCAQD or his nominee;
  - II. A representative of the Church Council (if appointed by it);
  - III. The Director of the Department.
- e. The Church Council or the Council may appoint advisors to the Council and to any standing committees, which may be constituted from time to time. Such appointments may be terminated by the Church Council or the Council at any time. Advisors may participate in debate but have no right to vote.
- f. Retiring members of the Council shall be eligible for re-election.
- g. If any member of the Council ceases to be an Active Communicant Member of a Lutheran congregation, the Church Council shall declare that person ineligible for membership of the Council and the position on the Council vacant.
- h. If any elected member of the Council is, in the opinion of the Council, absent without good reason for two consecutive meetings of the Council, the member's position on the Council shall be declared vacant. The Church Council may suspend or terminate a member's appointment in the event of failure to carry out responsibilities.
- i. In the event of a vacancy occurring for any reason among the elected members of the Council, the Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member whom the new member replaces.

### 2.2.2 RESPONSIBILITY AND AUTHORITY

- a. The Council is responsible to District for the effective governance of the Department and for ensuring that the Department operates in accordance with the principles of ethical decision-making, natural justice, effective risk management and respect for the mission and values of the Church.
- b. The Council shall ensure that the Department is a sign of the Church's concern for young people, and that LYQ promote the Lord of the Church through word and action.
- c. The Council shall be sensitive to the collective views of the congregations of the District.
- d. The Council shall deal in any of the following ways with all matters referred to it:
  - I. discuss and resolve them at its meeting;
  - II. refer them to a standing committee of the Department;
  - III. refer them to the Director;
  - IV. refer them to another committee of the District for advice;
  - V. refer them to a later meeting of the Council.
- e. The Council shall:
  - I. plan the strategic direction of the Department and approve the Department's plan in relation to its implementation;
  - II. approve the annual budget for the Department
  - III. oversee and evaluate the success of the plan:
    - i. review the Department's performance in achieving its mission and goals;
    - ii. annually assess the Department's culture and environment;
    - iii. annually review and approve the Department's operational plan;
    - iv. review and approve the Department's longer term financial goals;
    - v. review the Department's budget to ensure that it reflects and facilitates the achievement of the strategic plan and the Department's priorities;
  - IV. establish governance and management policies;
  - V. appoint the Director and provide adequate supervision and support to that person;
  - VI. have the authority to terminate the appointment of the Director;

- VII. ensure through the Director the effective operation of Luther Heights Youth Camp;
  - VIII. approve the annual budget for Luther Heights Youth Camp;
  - IX. annually approve the Performance Review of the Director and establish the Director's remuneration based on recommendations of the appropriate Committee and chairperson of the Council;
  - X. ensure that succession in the Department is being properly planned;
  - XI. ensure that the status of organisational strength and workforce planning is equal to the requirements of the long-term goals;
  - XII. ensure that the financial structure of the Department is adequate for its current needs and future direction;
  - XIII. approve major actions of the Department, such as capital expenditures and major program and service changes, including closures, and make recommendations to other District Councils as necessary;
  - XIV. receive and respond to the reports and recommendations of Luther Heights Youth Camp and standing committees of the Council;
  - XV. annually review the performance of the Council and take steps to improve its performance;
  - XVI. provide candid advice and feedback about the operation of the Department to the District; ensure that Church Council and its committees are adequately and currently informed, through reports and other methods, of the condition of the Department and its operations;
  - XVII. ensure that published reports properly reflect the operating results and financial condition of the Department;
  - XVIII. approve the appointment of independent auditors for the Department on the recommendation of the Risk Audit and Finance Committee;
  - XIX. ensure that an effective program is in place for compliance with relevant material laws affecting the Department;
  - XX. report to the Church Council with such frequency, in such a format and on such issues as the Church Council may from time to time require;
  - XXI. recommend to Synod ongoing programs for the Youth of the District;
  - XXII. arrange forums and seminars where these affect the work of the Department;
  - XXIII. convene an annual assembly of paid and non-paid LYQ employees, to report on the activities, achievements and strategic direction of the Department and to receive input on issues of common interest;
- f. The Council shall:
- I. ensure that the Chairman prepares and forwards to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention a report on the activities of the Department together with the Council's recommendations;
  - II. prepare accounts and financial reports in the form determined by the **Risk Audit and Finance Committee** for inclusion in the reports so prepared;
  - III. prepare annually the budget of LYQ and submit this to Synod via the **Risk Audit and Finance Committee** and the Church Council.
  - IV. submit accounts, records and financial reports in the form determined by the **Risk Audit and Finance Committee to the Risk Audit and Finance Committee** at its request from time to time;
  - V. recommend to the **Risk Audit and Finance Committee** the names of auditors for the financial statements of the Department;
  - VI. appoint the signatories for the audited statements of Luther Heights Youth Camp;
  - VII. carry out such decisions of the District and of such committees and boards of the Church as may from time to time be prescribed by the District.
- g. The Council shall:
- I. approve nominations for membership to standing committees.

### 2.2.3 INTERNAL OPERATION

- a. The Council shall elect from among its members a chairperson, a vice chairperson and a secretary annually at the first meeting of the Council after the annual Synod of the District.
- b. The executive of the Council:
  - I. shall consist of the chairperson, the vice chairperson and the secretary, with the Director of the Department as a non-voting member;
  - II. shall meet as often as is necessary. Two voting members of the executive shall constitute a quorum. Minutes shall be kept of its meetings and shall be presented at the next meeting of the Council.
  - III. may make decisions on behalf of the Council between meetings of the Council.
- c. The chairperson of the Council shall preside at each meeting. In the absence of the chairperson the vice-chairperson shall preside. If the vice chairperson is also absent, the Council shall appoint a chairperson for the meeting.
- d. The quorum for the Council shall be five; one more than half of all voting members.
- e. No business shall be transacted by the Council except in the presence of a quorum.
- f. The Council shall meet as often as necessary but at least six times a year.
- g. A meeting shall be called by the chairperson of the Council if requested by any two (2) voting members or by the President. Notice of a meeting shall be given to all members in writing and the meeting shall be held within fourteen days (14) days of such notice being given.

### 2.2.4 RESPONSIBILITY AND AUTHORITY OF THE CHAIRPERSON

- a) The chairperson shall:
  - I. ensure that the Council fulfils its responsibilities for the governance of the Department;
  - II. act as a sounding-board partner to the Director, helping the Director to achieve the mission of the Department;
  - III. optimise the relationship between the Council, the Director and any standing committees.
- b) The duties of the chairperson of the Council shall include:
  - I. calling all meetings of the Council and its Executive;
  - II. ensuring that all resolutions of the Council and of the executive (as the case may be) are carried out;
  - III. chairing meetings of the Council, seeing that it functions effectively, interacts with management optimally, and fulfils all of its duties;
  - IV. developing agendas with the secretary and the Director;
  - V. receiving recommendations regarding the composition of standing committees and recommending future chairpersons with a view to succession;
  - VI. assisting the Director in recruiting other talent to standing committees or for whatever volunteer assignments are needed;
  - VII. reflecting any concerns the Director has in regard to the role of the Council or individual members;
  - VIII. reflecting to the Director the concerns of the Council and other constituencies;
  - IX. preparing a review of the Director's performance and remuneration;
  - X. ensuring that Council activity is focused on governance and stewardship and avoids involvement in management;
  - XI. annually focusing the Council's attention on matters of Departmental governance that relate to its own structure, role, and relationship to management;
  - XII. fostering a strategic focus for the Department and clarifying the context of its operations;
  - XIII. drawing up the annual Synod report of the Council and, upon approval by the Council, submitting it to the Secretary of the District at least ten



- (10) weeks before the appointed date in the case of a regular Convention;
- XIV. present the Synod report to convention;
- XV. attending the regular Convention and presenting the Annual Report of the Council at that Convention, or appointing a nominee for that purpose;
- XVI. fulfilling such other assignments as are appropriate and desirable for the chairperson to perform;
- XVII. fulfilling such other duties as may be prescribed from time to time by the Church Council or by the Council.

### **2.2.5 RESPONSIBILITY AND AUTHORITY OF THE VICE CHAIRPERSON**

The Vice-Chairperson shall assist the Chairperson and shall perform the duties of the Chairperson in the absence of the Chairperson.

### **2.2.6 RESPONSIBILITY AND AUTHORITY OF THE SECRETARY**

The duties of the secretary of the Council include:

- a. arranging meetings called by the chairperson and notifying members of such meetings;
- b. arranging executive meetings called by the chairperson and notifying members of the executive of such meetings;
- c. keeping accurate minutes of all meetings of the Council and its executive;
- d. receiving and attending to all Council correspondence, unless otherwise determined by the Council;
- e. drawing up an agenda for all meetings of the Council and its executive in co-ordination with chairperson and the Director;
- f. such other duties as may be prescribed from time to time by the Church Council or by the Council.

### **2.2.7 STANDING COMMITTEES OF THE COUNCIL**

The duties of all committees and work groups appointed by the Council shall be determined by the Council and provided in writing to the group concerned, including any time limit that may be involved.

## **2.3 Director of LYQ**

The Director is responsible to the Council for the strategic leadership and coordination of the Department and for ensuring that the Department operates within the Constitution and By-Laws of the District and in accordance with the mission and values of the District. The Director is required to provide regular written reports to the Council, and to be available to provide advice and further information. The Director is responsible for the Departmental outcomes listed below, as defined in the Director's position description.

The Director shall:

### **2.3.1 Governance Support**

- a. support the Council and in particular the chairperson and the secretary in performing their roles;
- b. attend all meetings of the Council and the Executive Committee except where the Director's performance or remuneration is to be discussed or at the discretion of the chairperson;
- c. bring forward recommendations regarding the composition of special committees;
- d. recruit talent for whatever volunteer assignments are needed;
- e. support the Council in arranging forums and seminars where these affect the work of the Department as a whole;

### **2.3.2 Strategy and structure**

- a. recommend strategic direction and priorities of the Department to the Council and support the Council in the development and implementation of strategic plans;
- b. implement, monitor, evaluate and report on progress and the success of the strategic plan;
- c. present proposals to the Council for funding its strategy;
- d. develop and implement a succession and business continuity plan;
- e. recommend structure and resource requirements to meet current and future objectives;

- f. evaluate and report on the status of organisational strength and workforce planning in relation to immediate and long-term objectives;

### **2.3.3 Financial Management**

- a. develop and recommend the Department's longer-term financial goals to the Council;
- b. annually develop, review and recommend the Department's budgets to the Council and monitor and report on implementation of the approved budgets;
- c. ensure the viable operation of LYQ resources including Luther Heights Youth Camp through the LHYC management;
- d. recommend to the Council and, on approval of the Council, implement a suitable financial structure for the Department in order to meet its current needs and future direction;
- e. provide timely audit reports to the Council (by the end of the first quarter of the new financial year);

### **2.3.4 Policy & Compliance**

- a. ensure that all reasonable orders and resolutions of the Council are carried into effect;
- b. develop and, on approval of the Council, implement a fair system of policies and procedures for human resource management and ensure that these are reflective of the needs and requirements of a modern workforce and of the values of the District;
- c. recommend to the Council and, on approval of the Council, implement other major policies;
- d. establish appropriate policies to define and identify conflicts of interest throughout the Department and, on approval of the Council, diligently administer and enforce those policies;
- e. develop, recommend to the Council and on approval of the Council, implement appropriate remuneration and benefit policies and practices;
- f. ensure compliance with relevant material laws and professional standards affecting the Department;

### **2.3.5 Performance Management and Development**

- a. continuously review the performance of the Department and take steps to improve its performance;
- b. provide candid and constructive feedback, advice and development support to Department staff;
- c. in consultation with any appropriate and relevant standing committees, (as determined by their terms of reference), appoint and terminate the appointment of all direct reports and monitor and review their performance;
- d. establish and review the remuneration for employees in accordance and within the approved remuneration policy and/or any legislative requirements

### **2.3.6 Coordinated infrastructure and resourcing**

- a. determine eligibility for operational committees and make appointments to such Committees and receive the Committees' reports and recommendations;
- b. recommend to the Council the best possible coordinating mechanisms and resourcing to achieve the Department's plans;
- c. review, recommend and fine-tune an appropriate structure to achieve the Department's mission and goals;

### **2.3.7 *An Informed Organisation***

- a. keep the Council informed, through reports and other methods, of the condition of the Department and its operations. Ensure that published reports properly reflect the operating results and financial condition of the Department;
- b. report to the Council with such frequency and on such issues as the Council may from time to time require;

### **2.3.8 *Mission & Outreach***

- a. listen and respond to the community and congregations as represented by the Council;
- b. evaluate and recommend proposals for new ministries and mission and provide guidance and support for their implementation;

### **2.3.9 *Leadership***

- a. facilitate and support the Department through changing and ambiguous circumstances;
- b. foster the Department's culture and environment in keeping with its mission and values, with a particular emphasis on helping congregations of the District better facilitate youth programs;
- c. provide a challenging climate, which offers opportunities for personal and professional growth and development for Department staff;
- d. foster a safe and healthy workplace environment;

- e. foster supportive and enabling work practices;
- f. ensure access to fair and appropriate avenues for redress;
- g. foster effective leadership that operates with integrity;
- h. ensure that staff of the Department have terms and conditions of employment compliant with the applicable legislation, industrial agreements, and the Department's policies within considerations of viability;

### **2.3.10 Other Duties**

- a. be available for consultation with and advice to Standing Committees of the Department;
- b. carry out such other duties as may be prescribed from time to time by the Church Council or by the Council;
- c. manage the MSC.

2.3.11 In carrying out these responsibilities, the Director has the delegated authority to act on behalf of Council in the following areas:

- a. to develop a cohesive organization run in a spirit of Christian love and mutual care;
- b. to lead and support the Services;
- c. to ensure that District policies, guidelines and standards of governance and other statutory bodies are known and followed;
- d. to determine the need for operational committees and to establish or disband as circumstances dictate;
- e. to receive and review recommendations from operational committees and to act on this advice, as appropriate;
- f. to manage the processing of applications and make submission on behalf of the District for government and other funding;
- g. to provide advice and direction and relevant information, and as necessary, arrange assistance from elsewhere in the Department;
- h. to monitor and investigate operational performance issues and to take corrective action as required;
- i. to make appropriate recommendations to the Council;
- j. to investigate new directions and continue the development of LYQ

## **Section 3 – MAJOR MINISTRY RESOURCE**

### **1.1 Luther Heights Youth Camp**

#### **1.1.1 Purpose**

The purpose of LHYC is to facilitate and support the ministry of LYQ as determined by the Council.

#### **1.1.2 Accountability**

- a. LHYC, as a ministry resource of LYQ will have a management function called LHYC management.
- b. LHYC management may be performed either by a person appointed by the LYQ Director or a committee. In the event that Council determines that the LHYC management is a standing committee, this appointment will be made by the Council.
- c. The function of LHYC management with respect to role and responsibilities will be determined by the LYQ Director except that in the event that this function is performed by a standing committee it will be determined by the Council in the Terms of Reference of the standing committee.
- d. LHYC management will report to the Council via the LYQ Director, or as otherwise determined by the Council.
- e. LHYC management's practical application and function will be determined by the LYQ Director for endorsement by the Council.
- f. All LHYC staff shall directly or indirectly report to LHYC management through an approved management structure. This management structure will be approved by the LYQ Director after recommendation from LHYC management.

## **Section 4 - CESSATION OF OPERATION**

### **4.1 The Council**

- a. In the event that either the Council or the Church Council determine that LYQ cannot or is no longer operating as a Department and is no longer able to facilitate the ministry and mission and objectives of the Department then it can request a special combined meeting of the Council and Church Council to discuss the situation. The Secretary of the Church Council will

issue a notice in writing of the pending meeting to all members at least 14 days prior to the meeting. The meeting will be chaired by the District President or his delegate.

- b. If at this specially convened meeting of Council and Church Council it is mutually determined that the Department is defunct and is no longer effectively operating then Church Council must determine by resolution how to proceed.
- c. In the event that Church Council determines by resolution that LYQ should cease as a Department of the District then a recommendation that LYQ be disbanded as a Department of the District would be tabled at the next Synodical convention. Any other outcome as to the status of the department as determined by a two thirds majority vote of Church Council must include instruction as to how the Department is to continue and under what circumstance.
- d. If Synod accepts Church Council's recommendation and resolves to disband LYQ as a Department of the District then at the enactment of this resolution all real and other assets will immediately transfer to the control and ownership of the District.

**BY-LAWS, PART B, SCHEDULE III**  
**DEPARTMENTS OF THE DISTRICT**  
**C. DEPARTMENT FOR LUTHERAN COMMUNITY CARE**

## **1. DEFINITIONS AND INTERPRETATION**

1.1 In these by-laws, unless the text or subject matter otherwise requires:

- “Active Communicant Member” means a member of a Congregation who in the opinion of the Pastor of that Congregation or of the Congregation is:
  - (a) worshipping frequently; and
  - (b) communing frequently; and
  - (c) adhering to the Confessions of the District;
- “CEO” means the Chief Executive Officer of Lutheran Community Care, by whatever title that office may from time to time be designated;
- “Church” means the Lutheran Church of Australia;
- “Church Council” means the Church Council of the District;
- “COMMITTEE” includes all Officials, Full-time Executive Officers, Appointees, Councils, Standing Committees, Committees, Commissions, Tribunals, Boards, Schools, Rest Homes, Auxiliaries, and other bodies elected, appointed or created by the constitution or By-laws of the District;
- “Congregation” means a congregation which is a member of the District;
- “Convention” means a convention of the Synod of the District;
- “Council” means the Lutheran Community Care Council;
- “District” means the Lutheran Church of Australia, Queensland District;
- “Risk Audit and Finance Committee” means the Risk Audit and Finance Committee of the District;
- “LCC” means the Department for Lutheran Community Care;
- “Manager” means the person appointed to manage the Service, with responsibility to the CEO for the performance and operation of the Service, whether designated as Manager, General Manager, Executive DON, Administrator, Volunteer Manager, or any other title;
- “Services” means the community care services prescribed pursuant to Clause 3.3
- “Support Centre” means LCC office and the personnel employed to assist the CEO in carrying out the duties and responsibilities of that role;
- “Term of Service” means the period commencing at the close of one regular Convention and terminating at the close of the next regular Convention, or in the case of an appointee, the period commencing at the date of the appointment and terminating at the close of the next regular Convention. In the case of an appointment for two (2) Terms of Service, the termination date shall be the close of the second regular Convention after the date of the appointment.

1.2 Words of singular number include the plural and vice versa.

## **2. MISSION AND OBJECTIVES**

### **2.1 Mission statement**

We share Christian love with people, encouraging them on their life's journey, and offering them appropriate care in a community of hope.

### **2.2 Objective**

In furtherance of the objects of the District, LCC will seek to witness to God's love in Jesus Christ for all people, and especially for frail and disadvantaged people who are in need of care.

### **2.3 Non-profit character**

The assets and income of the District which, pursuant to the By-laws, are under the management of LCC shall be applied solely in furtherance of LCC's objects as set out in these By-laws and no portion shall be distributed directly or indirectly to members of the District except as bona fide compensation for services rendered or expenses incurred on behalf of the LCC.

### **3. THE DEPARTMENT FOR LUTHERAN COMMUNITY CARE**

3.1 LCC is a Department of the District. The Department is established by the District, for the purpose of administering the SERVICES of the District, for and on behalf of the District. LCC comprises:

- a) the Council
- b) the Services; and
- c) the Support Centre.

3.2 It is the express intention of the District to foster the development of close links, in terms of cooperation and support among local congregations, Committees of Service groups and the Support Centre. All of the Services need the close support and involvement of local congregations. The Council has a governance and stewardship responsibility to act in the interests of the District. Local congregations are encouraged to offer wholehearted support to the Services of the District.

3.3 LCC provides Christian care in aged care services, disability services, family support services, youth support services and hospital chaplaincy. The Services which are included in Lutheran Community Care are those which are prescribed by the Church Council from time to time. The list of services will be published on the LCC internet site.

### **4. CESSATION OF OPERATIONS**

4.1 Should any Service at any time cease to operate, any surplus assets remaining after the payment of the Service's liabilities shall be transferred to another public benevolent institution of the District which has been approved by the District and which is a public benevolent institution for any Commonwealth Taxation Act.

4.2 If the Gift Fund of LCC or of any Service is wound up, or if the endorsement (if any) of a Service is revoked, any surplus assets of the relevant Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which tax deductible gifts can be made.

4.3 If the responsibility for the operation and management of a Service is transferred from LCC to a Congregation, the assets of the Service and the Gift Fund shall be held in trust by LCC pending application by the new management authority for independent registration for public benevolent institution and deductible gift recipient status. If the application is not successful the provisions of Clauses 4.1 and 4.2 shall be applied.

### **5. SERVICES IN ASSOCIATION WITH LUTHERAN COMMUNITY CARE**

5.1 The District accepts that there are community care services which are owned and operated by congregations and which are governed by the constitution and by-laws of their respective congregations. The relationships between each of these community care services and LCC are regulated and described by a separate Memorandum of Understanding (MOU) which reflect the constitution and by-laws of the respective congregations. The MOUs clarify the working relationship established in order to facilitate communication, cooperation and accountability between those community care services and LCC.

5.2 The District and the Council acknowledge that in some cases a separately incorporated congregation is the approved care or service provider, unless the responsibility for service provision and management has been formally transferred to LCC, or where the relevant licences are held in the name of the District or LCC.

### **6. THE SUPPORT CENTRE**

6.1 The Support Centre provides the Council's secretariat, the CEO function, the program coordination function for chaplaincy programs and community services programs, and business and administrative services functions which support the District in maintaining and operating LCC as a whole.

6.2 The Support Centre operates under the direction and management of the CEO. The staff in the Support Centre are accountable to the CEO and operate by delegation from the CEO. The secretariat supports the Council's meeting and deliberation processes, correspondence, communication and inter-council liaison requirements and responsibilities.

### **7. GOVERNANCE STRUCTURE**

7.1 The District operates LCC as an integrated organisation in which each part has the support and protection of the whole and each part contributes to the good of the whole while retaining and developing its own individual character.

7.2 The District delegates responsibility for the effective governance of LCC to the Council.

7.3 The Council is a Standing COMMITTEE of the District.

### **8. COUNCIL**

#### **Council membership and term of office**

8.1 The Council shall consist of ten (10) members elected at a regular Convention, of whom only two (2) shall be pastors. At least eight (8) of these positions shall be reserved for people who are Active Communicant Members. Up to two (2) Council members may be non-Lutheran but shall be active members of other Christian denominations.

8.2 The election of each member of the Council shall be for two (2) Terms of Service. Approximately half of the members shall retire at each regular Convention.

8.3 The Church Council may, if it thinks fit, appoint one (1) additional voting member to the Council. In addition, the following shall be eligible to attend meetings of the Council in an advisory, non-voting capacity:

- a) the President or his nominee;
- b) the CEO of LCC.

8.4 The Church Council or the Council may appoint advisors to the Council and to any Council committees which may be constituted from time to time. Such appointments made by the Church Council may be terminated by the Church Council at any time. Appointments made by the Council may be terminated by the Council at any time. Advisors may participate in debate but have no right to vote.

8.5 Retiring members of the Council shall be eligible for re-election.

8.6 If any member of the Council ceases to be an Active Communicant Member, the Church Council shall declare that person ineligible for membership of the Council and the position on the Council vacant.

8.7 If any elected member of the Council is, in the opinion of the Council, absent without good reason for two consecutive meetings of the Council, the member's position on the Council shall be declared vacant. The Church Council may suspend or terminate a member's appointment in the event of failure to carry out responsibilities.

8.8 In the event of a vacancy occurring for any reason among the elected members of the Council, the Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member whom the new member replaces.

#### **Council responsibility and authority**

8.9 The Council is responsible to the District for the effective governance of LCC and for ensuring that LCC's resources are dedicated to the achievement of the mission statement and objective in Clause 2.

8.10 The Council shall:

- a) Appoint the CEO and have the authority to terminate the appointment of the CEO;
- b) Develop a strategic plan for LCC's development in conjunction with the CEO;
- c) Prepare and approve the financial plans and annual budgets for all LCC services except the Support Centre budget;
- d) Prepare and recommend the Support Centre budget to the Church Council for its approval;

- e) Approve expenditure within the limits delegated to it by Church Council;
- f) Recommend to Church Council the appointment of auditors for LCC;
- g) Establish policies for the effective management of LCC;
- h) Ensure that LCC conforms to all applicable laws and meets the requirements of funding bodies;
- i) Ensure that LCC operates consistently with the Church's confession and objects;
- j) Provide reports to the Convention, Church Council and **Risk Audit and Finance Committee** in a format, manner and timeframe as required by any of them or by any relevant by-law;
- k) Monitor and review the performance of –
  - LCC in achieving its mission, objective and plans
  - the Council itself
  - the CEO;
- l) Undertake other actions not inconsistent with these by-laws that are necessary and convenient for the effective operation of the Council or LCC;
- m) Carry out such decisions of the District and as such COMMITTEES as may from time to time be prescribed by the District.

8.11 The Council may:

- a) make recommendations to Church Council about expenditure in excess of the Council's delegated expenditure limit;
- b) make recommendations to Church Council about the inclusion of additional services as LCC services, the transfer of services to congregational management or the establishment or termination of services for the purposes of clause 3.3;
- c) make recommendations to Church Council about other matters affecting LCC requiring a decision by Church Council;
- d) delegate any of its powers under clauses 8.10 to a Council committee established under clause 8.25;
- e) delegate any of its powers under clauses 8.10 (e), (g), (h), (i), (j), and (l) to the CEO or an employee or class of employees of the organisation.

### **Council internal operation**

8.12 The Council shall elect from among its members a chairperson, a vice chairperson and a secretary. These positions must be held by Active Communicant Members.

8.13 The executive of the Council:

- a) shall consist of the chairperson, the vice chairperson and the secretary, with the CEO as a non-voting member.
- b) shall meet as often as is necessary. Two voting members of the executive shall constitute a quorum. Minutes shall be kept of its meetings and shall be presented at the next meeting of the Council.
- c) may make decisions on issues delegated to it by Council
- d) may discuss and progress issues to the extent authorised by the Council between meetings of the Council.

8.14 The chairperson of the Council shall preside at each meeting. In the absence of the chairperson the vice chairperson shall preside. If the vice chairperson is also absent, the Council shall appoint a chairperson for the meeting.

8.15 The quorum for the Council shall be half of the elected Council members plus one (1). No business shall be transacted by the Council except in the presence of a quorum.

8.16 The Council shall meet as often as necessary but at least four times per year.

8.17 A meeting shall be called by the chairperson of the Council if requested by any two (2) voting members or by the President. The meeting shall be held within fourteen days (14) days of such notice being given.

8.18 Notice of all meetings must be sent to each member of the Council at least three business days before the date of the meeting by post, facsimile or email to the most recent address (postal, facsimile or email) of the member notified in writing to the secretary.

8.19 A meeting of the Council shall mean:



- a) a meeting of members of the Council assembled in person on the same day at the same time and place; and/or
  - b) a meeting of members of the Council who are not all co-located but who can communicate with each other by any technological means which enables them to simultaneously hear one another and participate freely in discussion.
- 8.20 Resolutions will be passed if they receive a majority of votes of the members of the Council present in accordance with Clause 8.19 (a) or (b). In the case of an equal number of votes, the motion will be lost. The Chairperson may participate in the voting but the Chairperson will not have a second or casting vote in the case of a tied vote.
- 8.21 A resolution in writing signed or otherwise agreed to by reliable and visible means by all the members of the Council who are in Australia at the time shall be as valid as if it has been passed at a meeting of the Council. Any written resolution may consist of several documents or electronic communication in like form, each signed or otherwise agreed to by reliable and visible means by one or more members of the Council.

### **Roles of executive members**

- 8.22 The chairperson shall:
- c) ensure that the Council fulfils its responsibilities for the governance of LCC;
  - d) chair meetings of the Council, seeing that it functions effectively, interacts with management optimally, and fulfils all of its duties;
  - c) attend the regular Convention and present the Annual Report of the Council at that Convention, or appoint a nominee for that purpose;
  - d) undertake other duties contained in these by-laws;
  - e) fulfil such other duties as may be prescribed from time to time by the Church Council or by the Council.
- 8.23 The vice-chairperson shall:
- a) undertake the chairperson's responsibilities if and when the chairperson is unable to undertake his or her role;
  - b) fulfil such other duties as may be prescribed from time to time by the Church Council or by the Council.
- 8.24 The duties of the secretary of the Council include:
- a) keeping accurate minutes of all meetings of the Council and its executive;
  - b) such other duties as may be prescribed from time to time by the Church Council or by the Council.

### **Committees of the Council**

- 8.25 The Council may from time to time establish Council committees to meet the needs of LCC and to facilitate decision making by the Council. The Council may dissolve any Council committee that it has established.
- 8.26 The Council will determine the terms of reference, structure, internal operations, responsibility and authority of each Council committee that it establishes.
- 8.27 The Council will appoint the members of any Council committees and may terminate the appointment of any or all members of the committee as it sees fit. The Committee members may include Council members, employees of LCC or any other person whom the Council considers has the skills and expertise required to serve on the Committee.
- 8.28 The Council Committees report to full Council and do not direct the work of the CEO or LCC.
- 8.29 The CEO, together with other appropriate members of staff of LCC, may attend meetings of the Council committees.

## **9. COMMITTEES OF SERVICE**

### **Establishment of Committees of Service**

- 9.1 Where the Council has resolved, after consultation with the relevant local Congregation(s), that an avenue of care within the District should be recognised separately as a Service, the Council shall establish a Committee of Service in relation to that Service.

- 9.2 The Committee of Service represents the interests of the local Congregation(s), providing a link between the Service and its supporting Congregation(s) and community, and support for the work of the Service. It will therefore be involved in developing church and community relationships, including fundraising and public relations activities. The Committee of Service has no responsibility for the management and operation of the Service.
- 9.3 The ultimate fiscal and legal responsibility for the Services rests with the Council and the District. The Committee of Service, while relating primarily to the Manager and the local church and community, is responsible to the Council.
- 9.4 Members of Committees of Service are required to comply with the policies and by-laws of LCC and the District. Any Committee of Service or its member(s) acting outside such policies will not be afforded the legal protection of the District.

### **Membership of Committees of Service**

- 9.5 The Council shall appoint the members of a Committee of Service. The local Congregation(s) and community may submit nominations for membership of a Committee of Service to the Council through the Committee of Service.
- 9.6 Membership of the Committee of Service should reflect, as far as possible, a wide range of relevant occupational and personal skills and experience.
- 9.7 Members of a Committee of Service shall be appointed for two (2) years and shall be eligible for re-appointment if endorsed by the Committee of Service.
- 9.8 The Council may appoint advisors to a Committee of Service from time to time.
- 9.9 Committees of Service shall normally consist of 8-10 members, but no fewer than five (5). Smaller volunteer operated Services may apply to the Council for a variation to the size of the Committee of Service. Up to two members may be appointed from outside the Church. Every member of a Committee of Service must be prepared to respect and uphold the policies, ethos and principles of LCC and the teachings of the Church.
- 9.10 A Committee of Service may invite people with specific needed skills and expertise to non-voting membership of the Committee. The Council shall be advised of such appointments.
- 9.11 A service which is involved in a formal community partnership may establish its membership profile in accordance with the formal community agreement.

### **Responsibility and authority**

- 9.12 Each Committee of Service is accountable to the Council as the representative of the District, and may seek the assistance of the Council through the Secretary of the Council or of the Support Centre through the CEO.
- 9.13 Within the policy framework of the District and LCC and in collaboration with the Manager of the Service, the Committee of Service shall:
- communicate regularly with the local Congregation(s) to encourage participation of the Congregation(s) in the Christian ministry of the Service;
  - provide a link and facilitate positive relationships between the Congregation(s) and the Service;
  - upon the request of the Council, provide support, advice and make proposals to the Council and standing committees on matters relating to LCC planning and development of the Service;
  - at the request of the Council provide constructive evaluations, comment and review on issues presented to it;
  - assist the Service in building a supportive internal community with residents/clients and families;
  - assist in building relationships between the Service and the local community through community groups and in creating a greater awareness of and support for the Service and its role in the community;
  - sponsor, facilitate and coordinate activities and programs that enhance the image and work of the Service within the Service itself and also the wider community;

- h) explore and bring about opportunities that raise funds through sources other than government funding including supporting and facilitating local community fundraising, friend-raising and sponsorship, and assist with other funding submissions with a view to enhancing the quality and pride in the Service above and beyond the capacity of the budget provisions;
  - i) establish one or more support groups for the Service comprised of family members of residents and clients as well as members of the wider community which can work with the Committee of Service for the betterment of the Service and its residents and clients;
  - j) assist in the pastoral care of residents and clients under the coordination of the chaplain;
  - k) take forward to the Council through the CEO -
    - nominations for membership of the Committee of Service
    - recommendations about the Service from the Congregation(s) and community.
- 9.14 Committee of Service members will carry out their role in ways which bear witness to the beliefs and ethos of the District. The Committee of Service shall recognise and accept the corporate nature of the Department, and actively assist the Council in its global activities in the District.

### **Internal operation**

- 9.15 Each Committee of Service shall each elect a chairperson, a vice-chairperson and a secretary and other positions as the Council will determine from time to time.
- 9.16 The chairperson of a Committee of Service shall preside at each meeting of that Committee. In the absence of the chairperson the vice-chairperson shall preside. If the vice-chairperson is also absent, the Committee of Service shall appoint a chairperson for the meeting.
- 9.17 No employee, resident or client of a Service may be a member of the Committee of that Service.
- 9.18 The quorum for a Committee of Service shall be one more than half the voting members.
- 9.19 No business shall be transacted by the Committee of Service except in the presence of a quorum.
- 9.20 The Committee shall meet as often as is necessary but no fewer than four (4) times each year.
- 9.21 A meeting shall be called by the chairperson of the Committee of Service if requested by any two (2) voting members of the Committee of Service or by the chairperson of the Council. Notice of a meeting shall be given to all members in writing and the meeting shall be held within fourteen (14) days of such notice being given.
- 9.22 If a member of the Committee of Service is absent from two consecutive meetings without good reason, that member's position shall be declared vacant and a replacement member appointed as soon as possible. In the event of a dispute arising in the Committee of Service's area of responsibility, the Committee of Service shall employ LCC's dispute resolution policy.
- 9.23 The minutes of the meetings of the Committee of Service shall be provided to the Support Centre within two weeks of their confirmation.
- 9.24 The constituting of the office bearers of each Committee of Service shall be carried out annually by a member of the Council, as close as possible to the anniversary of the commencement of the Committee's term of office.

## **10. MANAGEMENT STRUCTURE**

- 10.1 The Council gives effect to its role through the management structure provided for in Clause 10.

### **The Chief Executive Officer**

- 10.2 The CEO is responsible for the operational management of all aspects of LCC.
- 10.3 The CEO acts as the agent of the Council in the management of LCC. The Services are administered through a management structure determined by the CEO in consultation with the Council. The CEO is responsible to the Council for the strategic leadership and coordination of LCC and for ensuring that LCC operates within the Constitution and by-Laws of the District and in accordance with the confession and objects of the District. The CEO will work within the parameters of the job description and within the authority delegated by Council.
- 10.4 The CEO shall:
- a) Ensure that LCC delivers high quality, appropriate care or service that consistently meets all related regulatory standards;
  - b) Oversee all aspects of LCC's finances including budgeting, resource allocation, monitoring and financial reporting;
  - c) Lead the staff of the organisation in a manner that promotes a high performance, innovative workplace;
  - d) Maintain appropriate links with the community, industry and government;
  - e) Ensure that LCC is effectively promoted to potential residents or clients, to appropriate referral agencies and to the community generally;
  - f) Formulate and implement plans for LCC's development;
  - g) Report regularly on LCC's performance to Council;
  - h) Undertake any other duties as may be prescribed from time to time by the Council.

### **Managers of the services**

- 10.5 Managers are accountable to the CEO for the viable and effective operation of the Services in accordance with District and LCC procedural and policy guidelines, consistent with their approved job descriptions and within delegated authority.
- 10.6 Managers will work collaboratively with relevant executives and employees from the Support Centre in carrying out their roles.
- 10.7 Managers shall:
- a) Ensure that their service delivers high quality, appropriate care or service that consistently meets all related regulatory standards;
  - b) Oversee all aspects of the service's finances including budgeting, resource allocation, monitoring and financial reporting;
  - c) Lead the staff of the facility in a manner that promotes a high performance, innovative workplace;
  - d) Maintain appropriate links with the community including links with the Committees of Service and related Congregations;
  - e) Ensure that the Service is effectively promoted to potential residents or clients, to appropriate referral agencies and to the community generally;
  - f) Formulate and implement plans for the service's development;
  - g) Report regularly on the service's performance and ensure that the CEO is informed in a timely way about significant developments within the service;
  - h) Contribute to nominated LCC initiatives or projects that go beyond their individual Services.

**BY-LAWS, PART B, SCHEDULE III**  
**DEPARTMENTS OF THE DISTRICT**  
**D. 1. LUTHERAN EDUCATION QUEENSLAND**

**DEFINITION**

In these by-laws, unless the text or subject matter otherwise requires:

- a) "Approved Authority" means the person notified as such to the Schools Council by a SCHOOL.
- b) "Department" means Lutheran Education Queensland
- c) "monitor" means to check, look at or record the operation, without interfering with the operation.
- d) "Representative" means the voting representative of a SCHOOL in the Schools Assembly.
- e) "SCHOOLS" means all child care centres, family day care schemes, outside school hours care services, community kindergartens and preschools, primary schools, outdoor education centres and colleges owned and operated by the District or a Congregation under a constitution or by-laws approved by the District and which has nominated to the Schools Council an Approved Authority to act on its behalf;
- f) QLECS means Queensland Early Learning

**1. LUTHERAN EDUCATION QUEENSLAND**

- 1.1 The Department consists of a Schools Assembly and a Council of LEQ.
- 1.2 The Council shall be a Standing Committee of the District.
- 1.3 The Department is responsible to the District for all aspects of child care and formal education provided by the District or Congregations in SCHOOLS. It has the responsibility for advising, assisting in and ordering the establishment, development and operations of SCHOOLS.

**2. SCHOOLS ASSEMBLY**

- 2.1. The Schools Assembly shall consist of Representatives of all SCHOOLS except the outside school hours care services and the outdoor education centres. Centres operated by QLECS shall be represented by one Representative nominated by QLECS.
- 2.2. The Schools Assembly shall meet at least once each year. Extraordinary meetings may be called by the chairperson of the Council, the President or at the written request of any three Approved Authorities to the chairperson of the Council. At least 14 days notice shall be given of all meetings to each Approved Authority.
- 2.3. Each eligible SCHOOL shall nominate one Representative and shall notify their name on the approved form prior to each meeting of the Schools Assembly. Each eligible SCHOOL may also send one additional non voting person to meetings. Members of Council may attend Schools Assembly, but shall have no voting rights by virtue of that membership.
- 2.4. Each Representative shall be an Active Communicant Member. Any Representative who ceases to be an Active Communicant Member shall cease to be a Representative.
- 2.5. Each SCHOOL shall determine the method of selection of its Representative.
- 2.6. The chairperson of the Council or in the chairperson's absence the vice chairperson shall chair meetings of the Schools Assembly.
- 2.7. The Schools Assembly shall receive and review (and if it thinks fit may alter or veto) all recommendations of the Council to the District with regard to
  - a) policy affecting SCHOOLS;
  - b) budgets for Lutheran Education Queensland;
  - c) formulas for the distribution of Government Funds granted to the Department.
- 2.8. If after consultation, the Schools Assembly and the Council cannot agree on any proposed recommendations, the Council shall present both views fairly to the District for decision.
- 2.9. All decisions of the Schools Assembly shall be by a two thirds majority of Representatives. A Quorum shall be 50% plus one of the number of Representatives eligible to be voting members of Schools Assembly.

**3. THE COUNCIL OF LEQ**

- 3.1 The Council shall consist of twelve (12) members elected at a regular Convention.
- 3.2 The membership shall, as far as possible, be representative of all levels of care and education operated by the District.
- 3.3 At least six (6) members shall be actively involved in school or early childhood services administration or governance in Lutheran SCHOOLS.
- 3.4 At least one (1) member shall be a parish pastor.
- 3.5 At least three (3) members shall be classroom teachers in SCHOOLS

## LCAQD BY-LAWS PART B

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- 3.6 At least two (2) members shall be parents of students in SCHOOLS who are not professional educators.
  - 3.7 The term of office of each member shall be in accordance with the policy of the District. Following the inaugural election District Church Council shall limit the initial term of office of six members to one (1) Term of Service so as to ensure one half of the members of the Council retires at each regular Convention.
  - 3.8 Any member of the Council who ceases to be an Active Communicant Member shall automatically cease to be a member of the Council.
  - 3.9 Any member of the Council who ceases to be eligible to represent the category under which he/she was elected may retain their voting membership of the Council until the end of his/her elected term.
  - 3.10 In addition to the members elected pursuant to Clause 3.1, the President or his/her nominee shall be a voting member of the Council. The President shall, if he/she be the member, be entitled to be represented at meetings of the Council by any nominee appointed by him.
  - 3.11 The Church Council may, if it thinks fit, appoint one (1) additional voting member to the Council.
  - 3.12 The Church Council and the Council may appoint advisors to the Council from time to time. Such appointments may be terminated by the Church Council or the Council at any time. Advisors may participate in debate but have no right to vote.
- 4. INTERNAL ORGANISATION**
- 4.1 At the first meeting of the Council after a regular Convention, it shall appoint from its members a chairperson, a vice chairperson, a secretary and such other officers as are considered necessary.
  - 4.2 The Council may appoint standing or temporary subcommittees, working parties or task forces as it may find necessary to carry out its functions and duties and shall prescribe their tasks.
  - 4.3 A quorum at meetings of the Council shall be seven members. No business shall be transacted except in the presence of a quorum.
  - 4.4 The Council shall meet as often as is necessary and in any event at least every second month.
  - 4.5 A meeting of the Council shall be called by the chairperson if requested in writing by any two members or by the President. Such meeting shall be held within fourteen (14) days of such request.
- 5. DUTIES OF OFFICE BEARERS**
- 5.1 The duties of the chairperson of the Council include:-
    - a) to arrange, together with the secretary, the meetings of the Council and Schools Assembly;
    - b) to preside at meetings of the Council and Schools Assembly
    - c) to ensure that all resolutions of the Council are carried out;
    - d) to ensure the preparation of the annual report of the Council on the Department and upon approval by the Council to submit it to the Secretary of the District;
    - e) to attend Convention and to present the annual report of the Council on the Department at that Convention or to appoint a nominee for that purpose;
    - f) to carry out such other duties as may be prescribed from time to time by the Church Council or the Council;
    - g) to approve all agenda for meetings of the Council and of the Schools Assembly.
  - 5.2 The duties of the vice chairperson shall include assuming the duties of chairperson when the chairperson requests or in the chairperson's absence.
  - 5.3 The duties of the secretary of the Council shall include
    - a) to arrange, together with the chairperson, the meetings of the Council and Schools Assembly and to notify members or Representatives;
    - b) to ensure accurate minutes are kept of all meetings of the Council and the Schools Assembly;
    - c) to receive and attend to all correspondence unless otherwise determined by the Council;
    - d) to prepare the agenda for all meetings of the Council and the Schools Assembly.
    - e) to carry out such other duties as may be prescribed from time to time by the Church Council or by the Council.
- 6. FUNCTIONS OF THE COUNCIL**
- 6.1 The functions of the Council shall include policy, planning, co-ordination, communication and management.

- 6.2 The policy and planning function shall be
- a) to draft and regularly review curriculum guidelines and statements of educational policy for the District in relation to SCHOOLS;
  - b) to ensure each SCHOOL reviews its operations to conform to District policy;
  - c) to present to Schools Assembly, prior to recommendation to the District, relevant policy changes from time to time.
  - d) to develop annually and present to Schools Assembly, prior to recommendation to the District, formulae for distribution of Government Funds. Such formulae shall ensure that each school is guaranteed a minimum grant income no less than that to which its SES category would have entitled it. If the basis upon which Government Funds are provided changes, the Church Council may alter this sub-clause accordingly.
  - e) to develop annually and present to Schools Assembly, prior to recommendation to the District, the budget of Lutheran Education Queensland.
  - f) to seek from nominating bodies their nominations for positions on Council and to recommend these to the Nominations Committee. Nominating bodies are:
    - SCHOOLS committees, councils or boards for those eligible under Clause 3.3, 3.4 and 3.6,
    - SCHOOLS committees, councils or boards, teachers' conferences and staff associations for those eligible under Clause 3.5,
    - all Congregations and the Church Council for all positions.
    - This sub-clause is in addition to the powers of nomination to the Nominations Committee in By-Laws B Section III.
  - g) to recommend to the Church Council the names of persons to fill casual vacancies on the Council.
- 6.3 The Coordination function of the Council shall be
- a) to monitor annual professional staffing needs of SCHOOLS;
  - b) to assist SCHOOLS in filling staff vacancies;
  - c) to develop means to assist schools with in-service education of staff, councils and committees of management;
  - d) to coordinate financial record keeping and reporting procedures of each SCHOOL for reporting to the District and to Government;
  - e) to coordinate SCHOOLS' industrial relations activities;
  - f) to coordinate SCHOOLS' relations with educational and Governmental bodies;
  - g) to coordinate and support the efforts of SCHOOLS to comply with government legislation and regulations;
  - h) to coordinate interaction with the Board for Lutheran Education Australia and other committees and Boards of the Church and COMMITTEES.
- 6.4 The Communication function of the Council shall be
- a) to assist SCHOOLS in maintaining open and positive communication with one another;
  - b) to develop effective means of presenting programmes and actions of SCHOOLS to
    - i. the Church and the District;
    - ii. other education systems authorities and institutions;
    - iii. Governments;
    - iv. industrial relations bodies and authorities.
- 6.5 The management function of the Council shall be
- a) to set an order of priority for the establishment of additional SCHOOLS;
  - b) to grant approval for, or limit, the establishment of new SCHOOLS according to the policies of the District;
  - c) to recommend the establishment of new SCHOOLS to Congregations or the District;
  - d) to establish enrolment guidelines, staffing guidelines and salary guidelines to assist committees and councils to determine appropriate levels.
  - e) to take such actions in relation to SCHOOLS as are necessary to maintain an evangelical approach, to protect the good name of the SCHOOLS, the District and the Church and to resolve conflict;
  - f) to monitor the financial affairs of each SCHOOL;
  - g) to establish priorities for in-service education.

## 7. DUTIES OF THE COUNCIL

7.1 The duties of the Council shall be

- a) to provide for establishment and maintenance of a data base of all educational staff in SCHOOLS;
- b) to provide for establishment and regular updating of a data base of potential staff.
- c) to establish and provide for implementation of appropriate procedures for the founding and development of SCHOOLS;
- d) to work with other COMMITTEES to coordinate developments and programmes;
- e) to promote within the DISTRICT an understanding the status and purpose of child care and schooling in the ministry of the Church;
- f) to assist SCHOOLS to establish and maintain effective communication and good public relations with the membership of congregations of the Church, the SCHOOLS' clients and the public;
- g) to receive all moneys collected and keep accurate account of all moneys received and disbursed and submit all records for audit;
- h) to oversee the work of the Executive Director for Lutheran Education Queensland and through that officer all professional and ancillary staff of the secretariat;
- i) to prepare and forward to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention a report on the activities of the Department together with its recommendations;
- j) to provide for the preparation of accounts and financial reports in the form determined from time to time by the Risk Audit and Finance Committee for inclusion in the annual report of the Department;
- k) to submit accounts, records and financial reports in the forms determined by the Risk Audit and Finance Committee to the Risk Audit and Finance Committee at its request from time to time;
- l) to ensure the annual preparation of an estimate of the budgetary expenditure (including the formula for distribution of Government Funds) of the Department and submit the document to the Schools Assembly and, when approved by it, to the convention of Synod via the Risk Audit and Finance Committee in accordance with By-Laws B Schedule III Risk Audit and Finance Committee Clause 18 (c)(p41);
- m) to present the annual report to the regular Convention;
- n) to report to Church Council from time to time when requested by the Church Council or the Schools Assembly;
- o) to carry out decisions of the District and of such COMMITTEES and committees and Boards of the Church as may from time to time be prescribed by the District;
- p) to establish and maintain practices and records which will ensure the financial affairs of all SCHOOLS are in good order and properly documented;
- q) where necessary, to engage expert professionals for assistance in matters within its duties or functions;
- r) to determine and recommend to the Schools Assembly the staff positions needed to carry out the work of the Department;
- s) to submit to Church Council nominations for appointment of professional staff of the secretariat.
- t) to carry out its functions;
- u) such other duties as may be prescribed from time to time by the Church Council;

## 8. SECRETARIAT

8.1 The Council shall establish a secretariat which shall consist of the Executive Director for Lutheran Education Queensland and such additional staff as may be determined from time to time by the Council and approved by the Schools Assembly and the District.

8.2 The Executive Director for Lutheran Education Queensland shall be responsible to the District through the Schools Council.

8.3 All other appointees to the secretariat shall be responsible to Council through the Executive Director and shall report through that officer.

8.4 All books, records and correspondence of, from or to the Department, Council or its officers or any body established under clause 4.2 or to Council shall become and remain the property of the District.

## 9. DIRECTOR FOR LUTHERAN SCHOOLS IN QUEENSLAND

### THE ROLE

The Director is the executive officer of the Schools Department of the Lutheran Church of Australia Queensland District. The position involves providing leadership in and support for a system of schools



## LCAQD BY-LAWS PART B

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and early childhood centres operated by the District and its member congregations. Leadership and support activities encompass a broad spectrum of areas including educational, industrial, financial and policy issues.

### THE TASK

The Director heads a team of people who collectively serve as a support structure for the schools and early childhood centres. The collective mission of the team is to nurture, strengthen, guide and encourage the people working in the various institutions so that they will be better equipped to carry out their ministries of service.

### THE AUTHORITY AND THE RESPONSIBILITY

The Director is an officer of the Lutheran Church of Australia Queensland District, and is ultimately responsible to Synod. Within the management structure of the District, the Director acts under the authority of the Schools Council, reporting to and being answerable to that Council.

The position is multidimensional, requiring both management and leadership skills. Tasks which are delegated to others remain the Director's responsibility.

Primarily the Director is a leader responsible for oversight of the effective functioning of all institutions and the Department. As such, the Director is involved in motivation and guidance activities such as development of Lutheran culture, professional development, direction setting, constructive criticism and advice. Involvement may be with individuals, councils, committees and congregations. The ability to envision future possibilities, perceive trends in education, anticipate the needs of the Department and the various institutions within it and imagine new models for response are inherent to the leadership task.

The Director acts as spokesperson for Lutheran schools and child care centres promoting their values and purpose at all levels of the Church and in the wider educational and general communities. This responsibility requires that current knowledge of the range of issues facing the church, its schools and early childhood centres be maintained.

The Director is a manager, responsible for a team of people in the secretariat, for various government grants allocated to the system and for various programs developed to fulfil the mission of the Department. Liaison activities within the structures of the Church and across a wide-ranging number of persons and groups in the wider community must be established in order to effectively carry out the responsibility. Information gathering and dissemination, creation of in service activities, consulting, interpreting and offering opinions, monitoring the activities in Lutheran schools and child care centres and monitoring the environment in which the institutions operate all play a part.

The Director is required to assist in maintaining good internal relationships within the institutions. To this end a variety of resources must be available and made known to those who require them when conflict erupts within the Department or its institutions.

### THE DUTIES

The duties of the Director shall include, but not be limited to, the following:

- promote the philosophy and values of Lutheran education to the wider community
- speak on behalf of Lutheran SCHOOLS \* within forums of the Church
- facilitate communication and information exchange between and among individuals, SCHOOLS and other bodies through such means as:
  - correspondence
  - publications
  - visits
  - papers and presentations
- maintain oversight of the financial and personnel needs of SCHOOLS
- assist SCHOOLS in staffing matters
- ensure a database of employees of SCHOOLS is maintained
- assist and advise in the planning and development of new and existing SCHOOLS
- assist and advise in the establishment and delivery of pre-service and in-service education for educators, other staff, councils and committees of the District and its SCHOOLS
- maintain oversight of industrial relations
- regularly report to Schools Council
- regularly report to District Church Council on behalf of Schools Council
- serve as an information source and facilitator to all Standing Committees and working parties
- become involved in the wider educational community

## LCAQD BY-LAWS PART B

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- employ and supervise staff for the LCAQD Schools Department in keeping with needs and budget planning
- advise individuals, councils and committees on appropriate action in order to avoid or to address conflicts
- carry out requests from Schools Council
- maintain a travel regime that facilitates ongoing contact with all personnel involved in SCHOOLS of the District
- sign legal and financial documents on behalf of the Schools Department as may be required from time to time
- speak at functions, official openings, award ceremonies and the like, as time permits
- serve as host for official visitors.

\*SCHOOLS is a constitutional term describing all institutions of the Department.

**BY-LAWS, PART B, SCHEDULE III**  
**DEPARTMENTS OF THE DISTRICT**  
**DEPARTMENT FOR LUTHERAN EDUCATION QUEENSLAND**  
**D. 2. COUNCILS OF THE SCHOOLS OF THE DISTRICT**

## **PREAMBLE**

The Lutheran Church of Australia Queensland District oversees the operations of the Church in Queensland in accordance with its constitution and, between Conventions of Synod, through the District Church Council ('DCC'). The DCC is the incorporated body legally accountable for Lutheran schools in Queensland, and in that capacity it is the governing body for the Schools and Colleges of the District. The DCC supports the Schools and Colleges of the District through Lutheran Education Queensland ('LEQ'). LEQ comprises a Schools Assembly, consisting of representatives of all Schools and Colleges and Schools Council, an elected standing committee of the District. The Schools and Colleges of the District are institutions owned and operated by the District under the governance of School and College Councils which are appointed Councils of the District. Some Primary Schools are owned by separately incorporated Congregations and are not covered by these Bylaws. All School and College Councils deal with the District through the Council of LEQ. The Constitution of the District sets out in its by-laws the Constitution of the School and College Councils of the District. The following terms used in the by-laws for Schools and Colleges are defined in the by-laws of the District:

## 1 DEFINITIONS

- 1.1 Active communicant member means a member of a congregation who in the opinion of the Pastor of that congregation or of the congregation is:
  - (a) worshipping frequently; and
  - (b) communing frequently; and
  - (c) adhering to the Confession of the Church.
- 1.2 Affiliate means to be connected intimately for action and interest
- 1.3 Church Council means the Church Council of the District.
- 1.4 Church means the Lutheran Church of Australia.
- 1.5 College means a secondary school, or a school with a current or anticipated secondary component, owned and operated by the District.
- 1.6 COMMITTEE includes all Officials, Full-time Executive Officers, Officers, Appointees, Councils, Standing Committees, Committees, Commissions, Tribunals, Boards, Schools, Rest Homes Auxiliaries, and other bodies elected, appointed or created by the constitution or by-laws of the District.
- 1.7 Congregation means a congregation which is a member of the District.
- 1.8 Council means School or College Council.
- 1.9 District means the Lutheran Church of Australia, Queensland District.
- 1.10 School means a primary school owned and operated by the District.
- 1.11 Schools Council is a Standing Committee of the District, the rights and duties of which are defined in the District by-laws.
- 1.12 Term of Service means the period commencing at the close of one regular Convention of synod and terminating at the close of the next regular Convention, or, in the case of an appointee, the period commencing at the date of the appointment and terminating at the close of the next regular Convention. In the case of an appointment for two (2) Terms of Service, the termination date shall be the close of the second regular Convention after the date of the appointment.

## 2 SCHOOL AND COLLEGE COUNCILS OF THE DISTRICT COVERED BY THESE BY-LAWS ARE LISTED IN THE REGISTER HELD BY THE LEQ DEPARTMENT.

A separate Council for each of the Colleges and Schools referred to in Part B, Schedule IV of these by-laws to be known as "Name of College College Council" or "Name of School School Council" as appropriate.

## 3 NAME

The name of the School/College is (as the case may be)

## 4 CONFESSION

- 4.1 The School/College accepts the Confession of the Church and the District, viz:
- 4.1.1 it accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm of all matters of faith, doctrine and life;
- 4.1.2 it acknowledges and accepts as true expositions of the Word of God and as its own confession all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580, namely the three Ecumenical Creeds; The Apostle's Creed, the Nicene Creed and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.
- 4.2 The School or College requires that all instruction and practice shall conform to the doctrinal basis laid down in Clause 4.1 hereof.

## 5 OBJECTS

- 5.1 The School/College shall support the work of the Church in proclamation of the Gospel and in ministry to people.
- 5.2 The School/College shall serve its students, their families, the Church and the wider community by providing quality education which meets the requirements of the State and in which the Gospel informs all learning and teaching, all human relationships and all activities.
- 5.3 The School/College shall seek to nurture integrated individuals, aware of their humanity and open to the influence of the Holy Spirit, who are growing in and living according to a cohesive Christian worldview.
- 5.4 Subject to the teachings of the Church, and the resources and priorities of the School/College, the School/College shall be open to all people without discrimination to disability, gender, class, race or belief.

## 6 OPERATION

- 6.1 The School/College shall be operated as a ministry of the Church and not for monetary gain to any of its members. The income and property of the School/ College shall be applied towards the promotion of the objects of the School/College.
- 6.2 The governance of the School/College shall be entrusted to a Council **entitled (as above as the case may be).**
- 6.3 The Council shall apply principles of good governance in the oversight of the School/College.
- 6.4 The School/College shall operate cooperatively with the other Schools/Colleges of the District to achieve common objectives. It shall contribute financially in any way determined by the Council of LEQ towards dealing with the financial failure of another School/College.
- 6.5 The Council of LEQ shall have oversight of the operations (financial and other) of the School/College.

## 7 RELATION TO THE CHURCH AND DISTRICT

- 7.1 The School/College is an institution owned and operated by the District.
- 7.2 Unless determined otherwise by the Church Council, the dealings of the School/College with the District shall be conducted through the Council of LEQ and its officers.
- 7.3 The Council shall be a Council of the District reporting to the Synod through the Council of LEQ.
- 7.4 The Council may with the approval of Church Council affiliate with one or more Congregations of the District for purpose of mutual ministry and service to the wider community.
- 7.5 The Council shall comply with those policies of the Church and the District which are applicable to Schools/Colleges.

## 8 COUNCIL

### 8.1 Membership

- 8.1.1 The Council shall consist of seven (7) to ten (10) voting members and is to include at least one Pastor of the Church. Council members shall be active

communicant members of a Congregation of the Church, except that up to two (2) Council members may be non-Lutherans but shall be active members of other Christian denominations.

- 8.1.2 Council members are appointed by and may be removed by Church Council on the recommendation of the Council of LEQ.
- 8.1.3 Any member of the Council who ceases to satisfy the qualification of church membership as defined in 8.1.1 shall cease to be a member of the Council.
- 8.1.4 If the membership requirement in clause 8.1.1 for a Pastor cannot be met through the normal procedure the Pastor member shall be nominated by the President in consultation with the Council.
- 8.1.5 The members shall be selected giving consideration to their abilities, talents and availability and nominated by the Council, the Council of LEQ or Church Council. In the case of a School or College being affiliated with a Congregation or Congregations, they may be nominated by the affiliated Congregation(s).
- 8.1.6 Nominations from the Council of LEQ, Church Council or affiliated Congregations are subject to consultation with the Council.
- 8.1.7 The President shall be entitled to attend all meetings or to be represented at meetings of the Council by any nominee appointed by him. The President or his nominee shall have voting rights.
- 8.1.8 Conflict of interest:  
The policy of the District shall apply and in particular:
  - (a) No employee of the School/College may be a member of the Council.
  - (b) No person for whom Council membership involves a substantial or ongoing conflict of interest may remain a member of the Council. Any question as to whether a substantial or ongoing conflict of interest exists may be determined by the Council.
  - (c) In any matter coming before the Council where a minor or temporary conflict of interest affecting a member arises, the member shall declare that interest, withdraw from the meeting while the matter is discussed, and shall not vote in connection therewith.

### 8.2 Procedure for Appointment

The procedure for appointment of members of the Council shall allow sufficient time for the Church Council to make the necessary appointments no later than its last meeting before the regular Convention of Synod

- 8.2.1 The Council shall submit the names of its nominees to the Council of LEQ in an order of preference determined by the Council, together with a statement of the reasons for the order of preference.
- 8.2.2 In the event of no nomination of a Pastor from the Council the President shall submit the name of a Pastor nominee to the Council of LEQ.
- 8.2.3 The Council of LEQ shall submit the list of all nominees to the Church Council with the order of preference recommended by the Council, any changed order of preference recommended by the Council of LEQ, and in each case the reasons for the order of preference.

### 8.3 Term of Office

- 8.3.1 The term of office of each member of the Council shall be three (3) synodical terms of service. Approximately one third of the members shall retire at the end of each synodical term of service. Retiring members shall be eligible for re-appointment.
- 8.3.2 If any member of the Council is absent from two (2) consecutive meetings without good reason, the position shall become vacant.
- 8.3.3 In the event of a vacancy occurring for any reason amongst the members of the Council, the Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member replaced.

### 8.4 Advisors

- 8.4.1 Unless the Council otherwise determines, the principal, acting as an advisor, shall by right of office, attend all meetings of the Council and may attend meetings of subcommittees and committees of the Council. Except by mutual consent/agreement the grounds for absence of the principal from meetings are to be matters relating to the conditions of employment and performance of the

principal. If the principal is to be excluded he/she is to be informed of the purpose of the meeting.

8.4.2 The Church Council and the Council may appoint advisors from time to time. Such appointments may be terminated by the Church Council or the Council respectively at any time.

8.4.3 The Executive Director of Lutheran Education Queensland or their nominee shall be entitled to attend all meetings as an advisor to the Council.

8.4.4 Employees of the School/College who may be advisors to the Council, such as bursar, business manager, deputy principal, and/or the School/College chaplain are present at the discretion of the Council which acts in consultation with the principal.

8.4.5 Advisors may participate in debate but have no right to vote.

### 8.5 Internal Organisation

8.5.1 At the first meeting of the Council after each regular Convention, it shall elect from its own members the chairperson, vice-chairperson, secretary and such other officers as are considered necessary.

8.5.2 The positions of chairperson, vice-chairperson and secretary will be held by active communicant members of a Congregation of the Church.

8.5.3 A quorum at meeting of the Council shall be half the members plus one. No business shall be transacted except in the presence of a quorum.

8.5.4 The Council shall meet at least bi-monthly.

8.5.5 Extraordinary meetings of the Council can be called by the President, the chairperson of the Council or any four members of the Council.

8.5.6 The Council shall adopt duty statements for its officers, in alignment with LEQ's model statements.

8.5.7 The duties of the chairperson shall include the preparation of the annual report for presentation to the Synod through the Council of LEQ.

8.5.8 The Council shall ensure that accurate and proper minutes are kept of its meetings.

### 8.6 Responsibilities of the Council

The Council shall:

8.6.1 ensure that the objects of the School/College are carried out in accordance with the Confession;

8.6.2 ensure that a Christian education is provided in accordance with the Confession and principles of the Church;

8.6.3 ensure that such decisions of the District and of such COMMITTEES of the Church or the District as may from time to time be prescribed are carried out;

8.6.4 appoint the principal subject to endorsement by the Council of LEQ and Church Council;

8.6.5 ratify the appointment of the principal by a negotiated employment agreement, which shall be co-signed by the chairperson of the School/College Council and the Executive Director of LEQ, and determine the title of the principal (eg Principal, Head Master, Head Mistress, Head of School/College);

8.6.6 in the case of Colleges, recommend to the Church Council the names of appropriately qualified persons who are to be called by the Church Council and seconded as chaplains or school Pastors for the college;

8.6.7 ensure that such reports on such topics to such COMMITTEES, committees and Boards of the Church as may from time to time be prescribed by the District and the Church are provided;

8.6.8 ensure that it is regularly informed regarding the operation of the School/College;

8.6.9 ensure that it receives a financial report at every regular meeting;

8.6.10 ensure that an audited annual financial report is submitted to the Council of LEQ;

8.6.11 ensure that the real estate of the School/College and such personal estate as is from time to time obtained by the District for the purpose of the School or College and its activities is maintained;

8.6.12 report to the Church Council at such time and in such manner as may be determined from time to time by the Church Council;

8.6.13 ensure that in all matters of conflict involving the School/College, principles of justice and equity as well as the confessions of the Church are upheld;

8.6.14 authorise the establishment of auxiliaries at the discretion of the Council to further the objects of the School/College. Such auxiliaries shall at all times be accountable to the Council.

### 8.7 Powers of the Council

8.7.1 The Council shall have the following powers to be exercised in accordance with the principles and practices of the District:

- (a) to communicate, affiliate or enter into relations, whether formal or informal, with schools, institutes, congregations, societies and associations having similar objects and purposes to the School/College and to become a member of, or co-operate with any bodies, and to procure from and communicate to any such bodies such information as may be likely to forward the objectives of the School/College;
- (b) to appoint subcommittees of its members and committees including both members and non-members of the Council, to undertake such tasks as shall from time to time be determined. Such subcommittees and committees are at all times responsible to the Council;
- (c) to delegate all or any of its powers to management to any person appointed by the Council for that purpose;
- (d) to purchase, take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (e) to purchase, take on lease or in exchange, hire and otherwise acquire any real and personal property of any kind whatsoever and any rights or privileges which the Council may think necessary or convenient for the furtherance of its objects;
- (f) to sell, exchange, lease, dispose of, turn to account, or otherwise deal with any shares, debentures or other securities of any company or body corporate or any real or personal property of any kind whatsoever and any rights or privileges of the School/College on such terms as it thinks fit;
- (g) to partition or agree to the partitioning of, or to subdivide or agree to the subdivision of property of any kind;
- (h) to enter into any contract, agreement or arrangement with any person for or with respect to the development and turning to account of any real or personal property or any interest therein;
- (i) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise and to represent or secure any moneys and further debenture stock (perpetual or otherwise), or by mortgage, charge, lien or other security upon the whole or any part of the School's/College's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (j) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the School/College or in or about the organisation or promotion of the School/College or in the furtherance of its objects;
- (k) to acquire by means of purchase or otherwise and to sell, dispose, relinquish or otherwise deal in franchises, franchise agreements, licences or things of like nature relating to subject matters of all kinds;
- (l) to establish and maintain funds, tax deductible and otherwise, to provide money for buildings, libraries, scholarships, bursaries, prizes and other similar purposes;
- (m) to establish and support or aid the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or pay employees of the School/College or the dependants or connections of any other persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object;
- (n) to enter into arrangements with any government or authorities, municipal, local or otherwise that may seem conducive to the School's or College's objectives or any of them and to obtain from any such government or authority rights, privileges and concessions which the School/College may think desirable to obtain, and to carry out, exercise and comply with, any such arrangements, rights, privileges and concessions;

- (o) to negotiate and enter into agreements and undertakings with regard to pay arrangements, terms and conditions and packages applicable to the needs of employees in the work place, collective bargaining agreements and enterprise agreements, superannuation and the granting of fringe benefits;
- (p) to negotiate and enter into arrangements with any government authority or Company in respect to Insurance, Underwriting risks and Workers Compensation affecting the School/College and its employees;
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes (secured or unsecured), bills of exchange, bills of lading, and other negotiable or transferable instruments;
- (r) to invest and deal with the money of the School/College not immediately required in such manner as may from time to time be thought fit;
- (s) in furtherance of its objects to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or body corporate, and otherwise to assist any person or body corporate;
- (t) to take or hold mortgages, liens, and charges, to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the School's/College's property of whatsoever kind sold by the School/College or any money due to the School or College from the purchasers and others;
- (u) to make gifts or donations for any charitable, scientific or educational purpose;
- (v) to receive property by gift inter vivos or by will or under the provisions of any other trust or otherwise from any person subject to there being no conditions accepted that are inconsistent with the objects of the School/College or the Confessions of the Church;
- (w) to make and publish rules, regulations, by-laws, policy and procedure manuals for the governance and guidance of the Council its committees and the School/College which are not inconsistent with these By-Laws;
- (x) to carry on any business from time to time of any nature or kind which the Council shall determine to carry on;
- (y) to do all such other things as are incidental or conducive to the attainment of the objects of the School/College and the exercise of the powers of the Council.

8.7.2 Notwithstanding the above, the Council shall not exercise the following powers without approval of the Church Council after referral by the Council of LEQ first had and obtained:

- (a) the purchase or taking or otherwise acquiring or holding shares, debentures or other securities of any company or body corporate;
- (b) the establishment of a trust, foundation or similar entity associated with the School/College;
- (c) the purchase of real property or chattels real;
- (d) the granting, accepting, releasing or varying of any easement;
- (e) the sale of any real property, gift or chattels real;
- (f) the borrowing or raising of any monies except minor and recurrent matters usual in the course of the School's/College's day to day commercial dealings and not inconsistent with the policies of Council of LEQ;
- (g) the mortgaging, charging or otherwise encumbering of any property of the School/College;
- (h) the entering into any obligation of guarantee or indemnity except in the course of minor and recurrent matters usual in the course of the School's/College's day to day commercial dealings and not inconsistent with the policies of Council of LEQ;
- (i) the entering into agreements with governments for recurrent and capital grants;
- (j) the carrying on of any business;
- (k) the removal from office of the principal for whatever reason.



### 9 THE PRINCIPAL

9.1 The principal shall uphold the Confessions of the Church.

9.2 The School or College shall have a principal who is a suitably qualified educator appointed as chief executive officer of the School/College.

9.3 The principal shall be the chief executive officer of the Council.

9.4 The principal shall have the responsibility for the operation of the School/College on a day to day basis

9.5 The principal shall carry out such responsibility according to a Position Description developed by the Council and endorsed by the District.

9.6 The principal shall have such powers as are necessary to carry out the approved and endorsed duties. The exercise of such powers is subject to disallowance by the Council, and the principal shall comply with any lawful directions and guidelines established or given by the Council or the District.

9.7 Principals of Secondary Schools shall attend Convention of Synod as voting members.

### 10 CESSATION OF OPERATION

Should the School/College at any time cease to operate in accordance with these By-Laws or with these By-Laws as amended, its assets shall be transferred to a benevolent institution of the District which has been approved by the District and which has been approved for the purposes of Section 78(1)(a)(ii) of the Income Tax Assessment Act 1936 or any provision of any Act in substitution therefore or amendment thereof.

### 11 GENERAL

All books, records, and correspondence from or to the Council or its officers shall become and remain the property of the District.

### 12 TRANSITION

Schools transitioning from Congregation owned schools and/or adopting these Bylaws will retain their existing Council membership until close of Convention of Synod 2010 unless determined otherwise by Resolution of the Council of LEQ or District Church Council, notwithstanding Clauses 8.1.1, 8.1.3 and 8.3.1.

**BY-LAWS PART B, SCHEDULE III**  
**DEPARTMENTS OF THE DISTRICT**  
**DEPARTMENT OF LUTHERAN EDUCATION QUEENSLAND**  
**D. 3. QUEENSLAND LUTHERAN EARLY CHILDHOOD SERVICES**

Some of the following terms used in the by-laws for Queensland Lutheran Early Childhood Services Branch (QLECS Branch) are also defined in the by-laws of the District:

## **1 DEFINITIONS**

- 1.1 Active communicant member means a member of a congregation who in the opinion of the Pastor of that congregation or of the congregation is:
  - (a) worshipping frequently; and
  - (b) communing frequently; and
  - (c) adhering to the Confession of the Church.
- 1.2 Affiliate means to be connected intimately for action and interest
- 1.3 Auxiliaries means the advisory groups to the QLECS Branch (including Local Governance Committees and Community Liaison Groups) of the Services.
- 1.4 CEO means the person acting from time to time in the position of Chief Executive Officer as provided for in these By-laws
- 1.5 Church Council means the Church Council of the District
- 1.6 Church means the Lutheran Church of Australia
- 1.7 College means a secondary school, or a school with a current or anticipated secondary component, owned and operated by the District.
- 1.8 COMMITTEE includes all Officials, Full-time Chief Executive Officers, Officers, Appointees, Councils, Standing Committees, Committees, Commissions, Tribunals, Boards, Schools, Rest Homes, Auxiliaries, and other bodies elected, appointed or created by the constitution or by-laws of the District.
- 1.9 Congregation means a congregation which is a member of the District
- 1.10 Council means Queensland Lutheran Early Childhood Services Branch Council.
- 1.11 District means the Lutheran Church of Australia Queensland District
- 1.12 Executive Director means the Executive Director of Lutheran Education Queensland (LEQ)
- 1.13 School means a primary school owned and operated by the District.
- 1.14 The Council of LEQ is a Standing Committee of the District the rights and duties of which are defined in the District by-laws.
- 1.15 Service means a Child Care Centre, Occasional Care Centre, Kindergarten, Preschool, Family Day Care Scheme or Outside School Hours Care Service which is:
  - a) owned and operated by the District (called "Centrally Managed Services"); or
  - b) not operated by the District, but has entered into an agreement with the Council to be bound by and governed in accordance with these By-laws (called "Locally Managed Services"); and, in either case
  - c) listed in the Register of Services maintained by the Council as a Centrally Managed Service or as a Locally Managed Service.
- 1.16 Term of Service means the period commencing at the close of one regular Convention of Synod and terminating at the close of the next regular Convention, or, in the case of an appointee, the period commencing at the date of the appointment and terminating at the close of the next regular Convention. In the case of an appointment for two (2) Terms of Service, the termination date shall be the close of the second regular Convention after the date of the appointment.

## **2 NAME**

- 2.1 The name of the branch is Queensland Lutheran Early Childhood Services Branch Council.
- 2.2 The branch is comprised of:
  - a) the Council provided for in these By-laws;
  - b) the CEO; and
  - c) the personnel appointed to assist the Council and the CEO.

## **3 CONFESSION**

- 3.1 The QLECS Branch accepts the Confession of the Church and the District, viz:
  - 3.1.1 it accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm of all matters of faith, doctrine and life;
  - 3.1.2 it acknowledges and accepts as true expositions of the Word of God and as its own confession all the Symbolical Books of the Evangelical Lutheran Church contained in

the Book of Concord of 1580, namely the three Ecumenical Creeds; The Apostle's Creed, the Nicene Creed and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.

- 3.2 The District requires that all instruction and practices of QLECS Branch and the Services shall conform to the doctrinal basis laid down in Clause 3.1 hereof.

#### **4 OBJECTIVES**

- 4.1 The QLECS Branch and Services shall support the work of the Church in proclamation of the Gospel and in ministry to people.
- 4.2 The QLECS Branch and Services shall serve the children in their care, their families, the Church and the wider community by providing quality education and care which meets the requirements of the State and in which the Gospel informs all learning and teaching, all human relationships and all activities.
- 4.3 Subject to the teachings of the Church and the resources and priorities of the Service, each Service shall be open to all people without discrimination to disability, gender, class, race or belief.
- 4.4 The QLECS Branch and Services shall seek to nurture integrated individuals, aware of their humanity and open to the influence of the Holy Spirit, who are growing in and living according to a cohesive Christian worldview.

#### **5 OPERATION**

- 5.1 The QLECS Branch and Services shall be operated as ministries of the Church and not for monetary gain to any of its members (including Council Members). The income and property of the QLECS Branch and Services shall be applied towards the promotion of the objects of the QLECS Branch and each Service.
- 5.2 The governance of the QLECS Branch shall be entrusted to a Council entitled Queensland Lutheran Early Childhood Services Branch Council.
- 5.3 The Council shall apply principles of good governance in the oversight of the QLECS Branch and Services.
- 5.4 The Services shall operate cooperatively with each other to achieve common objectives and shall make contributions to the QLECS Branch to fund its central operations and meet any shortfall in the event of the failure of a Service or Services.
- 5.5 The QLECS Branch shall operate cooperatively with the Schools/Colleges of the District to achieve common objectives. It shall contribute financially in any way determined by the Council of LEQ towards dealing with the financial failure of any of those Schools/Colleges.
- 5.6 The Council of LEQ shall have oversight of the operations (financial and other) of the QLECS Branch and Services.
- 5.7 The QLECS Branch Council shall have responsibility for the operations (financial and other) of the QLECS Branch and Services.

#### **6 RELATIONSHIP TO THE CHURCH AND DISTRICT**

- 6.1 QLECS Branch is an institution owned and operated by the District through Lutheran Education Queensland.
- 6.2 The dealings of QLECS Branch and Services with the District shall be conducted through the Council of LEQ and its officers.
- 6.3 The Council shall be a Council of the District reporting to the Synod through the Council of LEQ.
- 6.4 The Council may with the approval of Church Council affiliate with one or more Congregations for the purpose of mutual ministry and service to the wider community.
- 6.5 The Council shall comply with those policies of the Church and the District which are applicable to the QLECS Council and Services.

#### **7 COUNCIL**

##### **7.1 Membership**

- 7.1.1 The Council shall consist of seven (7) to ten (10) voting members and is to include at least one Pastor of the Church. Council members shall be active communicant members of a Congregation of the Church, except that up to two (2) Council members may be non-Lutherans but shall be active members of other Christian denominations. At least one (1) member shall be a current early childhood professional. At least one (1) member shall be a qualified professional currently (or recently) engaged in areas such as law, business or human resources.

- 7.1.2 Any member of the Council who ceases to satisfy the qualification of church membership as defined in 7.1.1 shall cease to be a member of the Council.
- 7.1.3 If the membership requirement in clause 7.1.1 for a Pastor cannot be met through the normal procedure, the Pastor member shall be nominated by the President in consultation with the Council and the Council of LEQ.
- 7.1.4 The members shall be selected giving consideration to their abilities, talents and availability and nominated by the Council or Council of LEQ.
- 7.1.5 Nominations from the Council of LEQ are subject to consultation with the Council.
- 7.1.6 The President and Chairman of the Council of LEQ shall be entitled to attend all meetings or to be represented at meetings of the Council by their nominee. The President and Chairman or their nominee/s shall have voting rights.
- 7.1.7 The Conflict of Interest policy of the District shall apply and in particular
  - (a) No employee of the Services may be a member of the Council.
  - (b) No person for whom Council membership involves a substantial or ongoing conflict of interest may remain a member of the Council. Any question as to whether a substantial or ongoing conflict of interest exists shall be determined by the Council.
  - (c) In any matter coming before the Council where a minor or temporary conflict of interest affecting a member arises, the member shall declare that interest, withdraw from the meeting while the matter is discussed, and shall not vote in connection therewith.

### 7.2 Procedure for Appointment

The procedure for appointment of members of the Council shall allow sufficient time for the Council of LEQ to make the necessary appointments no later than its last meeting before the regular Convention of Synod.

- 7.2.1 The Council shall submit the names of its nominees to the Council of LEQ in an order of preference determined by the Council, together with a statement of the reasons for the order of preference.
- 7.2.2 In the event of no nomination of a Pastor from the Council, the President shall submit the name of a Pastor nominee to the Council of LEQ.
- 7.2.3 Following receipt of nominations, the Council of LEQ shall appoint members to the Council at its discretion.

### 7.3 Term of Office

- 7.3.1 The term of office of each member of the Council shall be three (3) synodical terms of service. Approximately one third of the members shall retire at the end of each synodical term of service. Retiring members shall be eligible for re-appointment.
- 7.3.2 If any member of the Council is absent from two (2) consecutive meetings without good reason, the position shall become vacant.
- 7.3.3 In the event of a vacancy occurring for any reason amongst the members of the Council, the Council of LEQ may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member replaced.

### 7.4 Advisors

- 7.4.1 Unless the Council otherwise determines, the CEO, acting as an advisor, shall by right of office, attend all meetings of the Council and may attend meetings of subcommittees and committees of the Council. Except by mutual consent/agreement the grounds for absence of the CEO from meetings are to be matters relating to the conditions of employment and performance of the CEO. If the CEO is to be excluded, he/she is to be informed of the purpose of the meeting.
- 7.4.2 The Council of LEQ and the Council may appoint advisors from time to time. Such appointments may be terminated by the Council of LEQ or the Council respectively at any time.
- 7.4.3 The Executive Director (and any member of the LEQ Secretariat nominated by the Executive Director) shall be entitled to attend all meetings as advisor/s to the Council.
- 7.4.4 Employees of the QLECS Branch and the Services (such as accountant, manager, director or coordinator) may be advisors to the Council, and are present at the discretion of the Council which acts in consultation with the CEO.
- 7.4.5 Advisors may participate in debate but have no right to vote.

### 7.5 Internal Organisation

- 7.5.1 At the first meeting of the Council after each regular Convention, it shall elect from its own members the chairman, vice-chairman, secretary and such other officers as are considered necessary.
- 7.5.2 The positions of chairman, vice chairman and secretary will be held by active communicant members of a Congregation of the Church.
- 7.5.3 A quorum at meetings of the Council shall be half the members plus one. No business shall be transacted except in the presence of a quorum.
- 7.5.4 The Council shall meet at least bi-monthly.
- 7.5.5 Extraordinary meetings of the Council can be called by the President, chairman of the Council of LEQ, the chairman of the Council, or any four (4) members of the Council.
- 7.5.6 The Council shall develop duty statements for its officers in alignment with LEQ's model statements.
- 7.5.7 The duties of the chairman shall include the preparation of the annual report for presentation to the Synod through the Council of LEQ.
- 7.5.8 The Council shall ensure that accurate and proper minutes are kept of its meetings.

### 7.6 Responsibilities of the Council

The Council shall:

- 7.6.1 ensure that the objects of the QLECS Branch are carried out in accordance with the Confession;
- 7.6.2 ensure that Christian education and care are provided in accordance with the Confession and principles of the Church;
- 7.6.3 ensure that such decisions of the District and of such COMMITTEES as may from time to time be prescribed are carried out;
- 7.6.4 ensure that reports prescribed by the District and/or the Church from time to time are provided;
- 7.6.5 ensure that it is regularly informed regarding the operation of the QLECS Branch and Services;
- 7.6.6 ensure that an audited annual financial report is submitted to the Council of LEQ;
- 7.6.7 ensure that the real estate of the QLECS Branch and Services and such personal estate as is from time to time obtained for the purpose of the QLECS Branch and Services and their activities are maintained;
- 7.6.8 report to Schools Council at such time and in such manner as may be determined from time to time by Schools Council;
- 7.6.9 ensure that in all matters of conflict involving the QLECS Branch and Services, principles of justice and equity as well as the Confessions of the Church are upheld;
- 7.6.10 authorise the establishment of auxiliaries at the discretion of the Council to further the objects of the QLECS Branch. Such auxiliaries shall at all times be accountable to the Council.
- 7.6.11 appoint the CEO subject to endorsement by the Council of LEQ and Church Council
- 7.6.12 ratify the appointment of the CEO by a negotiated employment agreement, which shall be co-signed by the chairperson of the QLECS Branch Council and the Executive Director of LEQ.
- 7.6.13 ensure that it receives a financial report at every regular meeting.

### 7.7 Powers of the Council

- 7.7.1 The Council shall have the following powers to be exercised in accordance with the principles and practices of the Council of LEQ and the District:
  - (a) to communicate, affiliate or enter into relations, whether formal or informal, with schools, institutes, congregations, societies and associations having similar objects and purposes to the QLECS Branch and to become a member of, or co-operate with any bodies, and to procure from and communicate to any such bodies such information as may be likely to forward the objectives of the QLECS Branch;
  - (b) to appoint subcommittees of its members and committees including both members and non-members of the Council, to undertake such tasks as shall from time to time be determined. Such subcommittees and committees are at all times responsible to the Council;
  - (c) to delegate all or any of its powers of management to any person appointed by the Council for that purpose;
  - (d) to purchase, take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;

- (e) to purchase, take on lease or in exchange, hire and otherwise acquire any real and personal property of any kind whatsoever and any rights or privileges which the Council may think necessary or convenient for the furtherance of its objects;
- (f) to sell, exchange, lease, dispose of, turn to account, or otherwise deal with any shares, debentures or other securities of any company or body corporate or any real or personal property of any kind whatsoever and any rights or privileges of the QLECS Branch and Services on such terms as it thinks fit;
- (g) to partition or agree to the partitioning of, or to subdivide or agree to the subdivision of property of any kind;
- (h) to enter into any contract, agreement or arrangement with any person for or with respect to the development and turning to account of any real or personal property or any interest therein;
- (i) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise and to represent or secure any monies and further debenture stock (perpetual or otherwise), or by mortgage, charge, lien or other security upon the whole or any part of the QLECS Branch's or Services' property or assets present or future and to purchase, redeem or pay-off any such securities;
- (j) to remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the QLECS Branch or in or about the organisation or promotion of the QLECS Branch or in the furtherance of its objects;
- (k) to acquire by means of purchase or otherwise and to sell, dispose, relinquish or otherwise deal in franchises, franchise agreements, licences or things of like nature relating to subject matters of all kinds;
- (l) to establish and maintain funds, tax deductible and otherwise, to provide money for buildings, libraries, scholarships, bursaries, prizes and other similar purposes;
- (m) to establish and support or aid the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the QLECS Branch or Services or the dependants or connections of any other persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object;
- (n) to enter into arrangements with any government or authorities, municipal, local or otherwise that may seem conducive to the objectives of the QLECS Branch or any of them and to obtain from any such government or authority rights, privileges and concessions which the QLECS Branch may think desirable to obtain, and to carry out, exercise and comply with, any such arrangements, rights, privileges and concessions;
- (o) to negotiate and enter into agreements and undertakings with regard to pay arrangements, terms and conditions and packages applicable to the needs of employees in the work place, collective bargaining agreements and enterprise agreements, superannuation and the granting of fringe benefits;
- (p) to negotiate and enter into arrangements with any government authority or company in respect of insurance, underwriting risks and workers compensation affecting the QLECS Branch, the Services and their employees;
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes (secured or unsecured), bills of exchange, bills of lading, and other negotiable or transferable instruments;
- (r) to invest and deal with the money of the QLECS Branch and the Services not immediately required in such manner as may from time to time be thought fit;
- (s) in furtherance of its objects to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate; to secure or undertake in any way the repayment of monies lent or advanced to or the liabilities incurred by any person or body corporate, and otherwise to assist any person or body corporate;
- (t) to take or hold mortgages, liens, and charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the

- property of the QLECS Branch whatsoever kind sold by the QLECS Branch or any money due to the QLECS Branch from the purchasers and others;
- (u) to make gifts or donations for any charitable, scientific or educational purpose;
  - (v) to receive property by gift inter vivos or by will or under the provisions of any other trust or otherwise from any person, subject to there being no conditions accepted that are inconsistent with the objects of the QLECS Branch or the Confessions of the Church.
  - (w) to make and publish rules, regulations, by-laws, policy and procedure manuals for the governance and guidance of the Council, its committees and the QLECS Branch which are not inconsistent with these By-Laws;
  - (x) to carry on any business from time to time of any nature or kind which the Council shall determine to carry on;
  - (y) to do all such other things as are incidental or conducive to the attainment of the objects of the QLECS Branch and the exercise of the powers of the Council.

7.7.2 Notwithstanding the above, the Council shall not exercise the following powers without approval of the Church Council after referral by the Council of LEQ first had and obtained:

- a) the purchase or taking or otherwise acquiring or holding shares, debentures or other securities of any company or body corporate;
- b) the establishment of a trust, foundation or similar entity associated with the QLECS Branch;
- c) the purchase of real property or chattels real;
- d) the granting, accepting, releasing or varying of any easement;
- e) the sale of any real property, gift or chattels real;
- f) the borrowing or raising of any monies except minor and recurrent matters usual in the course of the day to day commercial dealings of the QLECS Branch and Services and not inconsistent with the policies of Schools Council;
- g) the mortgaging, charging or otherwise encumbering of any property of the QLECS Branch or Services;
- h) the entering into any obligation of guarantee or indemnity except in the course of minor and recurrent matters usual in the course of the day to day commercial dealings of the QLECS Branch and not inconsistent with the policies of Schools Council;
- i) the entering into agreements with governments for recurrent and capital grants.
- j) the carrying on of any business other than the core business of the QLECS Branch.
- k) the removal from office of the CEO for whatever reason.

## **8 THE CHIEF EXECUTIVE OFFICER**

- 8.1 The QLECS Branch shall have a Chief Executive Officer (CEO) who is suitably qualified, appointed to manage its operations..
- 8.2 The CEO may have a part-time appointment or hold another position within LEQ.
- 8.3 The CEO shall have the responsibility for the management of the QLECS Branch on a day to day basis.
- 8.4 The CEO shall carry out such responsibility according to a Position Description developed by the Council and endorsed by Schools Council.
- 8.5 The CEO shall have such powers as are necessary to carry out the approved and endorsed duties. The exercise of such powers is subject to disallowance by the Council, and the CEO shall comply with any lawful directions and guidelines established or given by the Council or Schools Council.
- 8.6 The CEO shall uphold the teachings of the Church

## **9 CESSATION OF OPERATION**

Should the QLECS Branch at any time cease to operate in accordance with these By-Laws or with these By-Laws as amended, its assets shall be transferred to a benevolent institution of the District which has been approved by the District and which has been approved for the purposes of Section 78(1)(a)(ii) of the Income Tax Assessment Act 1936 or any provision in any Act in substitution therefore or amendment thereof.

## **10 GENERAL**

All books, records, and correspondence from or to the Council or its officers shall become and remain the property of the District.

## **BY-LAWS, PART B, SCHEDULE IV** **ADVISORY COMMITTEES OF THE DISTRICT**

### **A. CONSTITUTIONS COMMITTEE**

#### **NAME**

1. The Council shall be called the Constitutions Committee (hereinafter called "the Committee".)

#### **MEMBERSHIP**

1. The Committee shall consist of
  - (a) a minimum of eight (8) voting members elected at a regular Convention, 2 or 3 of whom shall be pastors
  - (b) and the following advisory, non-voting members:-
    - the President or his/her nominee;
    - the representative of the Church Council (if appointed by it).

1.1 The Church Council may, if it thinks fit, appoint one (1) additional voting member to the Committee.

2. The Church Council or the Committee may appoint advisors from time to time. Such appointments may be terminated by the Church Council or the Committee at any time. Advisors may participate in debate but have no right to vote.
3. Any member of the Committee who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Committee.

#### **TERM OF OFFICE**

1. The term of office of each elected member shall be two (2) Term of Service. Approximately one half of the elected or appointed members of the Committee shall retire at the regular Convention.
2. Retiring members of the Committee shall be eligible for re-election.
3. If any elected member of the Committee is absent for two consecutive meetings without good reason, his/her position shall become vacant.
4. In the event of a vacancy occurring for any reason among the elected members of the Committee, the Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member whom he/she replaces.

#### **INTERNAL ORGANISATION**

1. At the first meeting of the Committee after the regular Convention, it shall appoint the chairperson, secretary, and other such officers as are deemed necessary.
2. The chairperson shall preside at each meeting of the Committee, in his/her absence the vice-chairperson shall preside. If there is no vice-chairperson, the Committee shall appoint a chairperson for the meeting.
3. The quorum shall be not less than 50% of the serving voting members. No business shall be transacted except in the presence of a quorum.
4. The Committee shall meet as often as necessary.
5. A meeting shall be called by the chairperson of the Committee if requested by the President or by any two (2) voting members of the Committee. Such meeting shall be held within fourteen (14) days of such request.
6. The duties of the chairperson of the Committee include:-
  - (a) to arrange, together with the secretary, for the meetings of the Committee;
  - (b) to preside at meetings of the Committee;
  - (c) to see that all resolutions of the Committee are carried out;



## LCAQD BY-LAWS PART B

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- (d) to draw up the annual report for approval by the Committee before submitting it to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention.
  - (e) such other duties as may be prescribed from time to time by the Church Council;
  - (f) to attend Convention and to present the report of the Committee to Convention or to appoint a nominee for such purpose.
7. The duties of the secretary of the Committee include:-
- (a) to notify all members of meetings of the Committee;
  - (b) to keep accurate minutes of all meetings;
  - (c) to receive and attend to all correspondence, unless otherwise determined by the Committee;
  - (d) to draw up an agenda for Committee meetings;
  - (e) such other duties as may be given to the secretary from time to time by the Church Council or the Committee.

### **DUTIES OF THE COMMITTEE**

1. The Committee shall:-
- (a) prepare and forward to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention a report on the activities of the Committee;
  - (b) present the report to Convention;
  - (c) submit accounts and financial reports in the form determined by the **Risk Audit and Finance Committee to the Risk Audit and Finance Committee** at its request from time to time;
  - (d) report to the Church Council when requested to do so by the Church Council from time to time;
  - (e) carry out such directions as Synod may from time to time prescribe;
  - (f) study the Constitution and By-Laws of the District on an on-going basis, to make such recommendations for changes as may seem desirable from time to time in the light of current circumstances;
  - (g) study the constitutions and terms of reference of the various COMMITTEES and auxiliaries of the District with a view to
    - (i) ensuring that such constitutions and terms of reference are consistent with the Constitution of the District, and in harmony with each other;
    - (ii) fostering uniformity of terminology;
  - (h) examine the constitutions of Congregations applying for membership in the District in the light of the Constitution of the District, and to advise the Church Council or Synod accordingly;
  - (i) give such advice and assistance in the formulation of constitutions as may be requested by any parish, Congregation, or COMMITTEE;
  - (j) to adjudicate upon matters which pertain to the interpretation of the Constitution, By-Laws, rules or regulations of the District.

### **GENERAL**

1. All books, records and correspondence from or to the Committee or its officers shall become and remain the property of the District.

**BY-LAWS, PART B, SCHEDULE IV**  
**ADVISORY COMMITTEES OF THE DISTRICT**  
**B. NOMINATIONS COMMITTEE**

**NAME**

1. The Council shall be called the Nominations Committee (hereinafter called "the Committee").

**MEMBERSHIP**

1. The Committee shall consist of not less than five (5) persons including not less than three (3) laypeople nominated by the Church Council and elected at a regular Convention.
2. Any member of the Committee who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Committee.

**TERM OF OFFICE**

1. The term of office of each member shall be two (2) Terms of Service.
2. If any member of the Committee is absent for two (2) consecutive meetings without good reason, his/her position shall become vacant.
3. In the event of a vacancy occurring for any reason among the elected members of the Committee, the Church Council may appoint a replacement member. The term of office for the replacement member shall be the balance of the term of office of the member whom he/she replaces.

**INTERNAL ORGANISATION**

1. At the first meeting of the Committee after the regular Convention, it shall appoint the chairperson, secretary and such other officers as are considered necessary.
2. The chairperson shall preside at each meeting of the Committee, in his/her absence the vice-chairperson shall preside. If there is no vice-chairperson the Committee shall appoint a chairperson for the meeting.
3. The quorum shall be a majority of voting members. No business shall be transacted except in the presence of a quorum.
4. The Committee shall meet as often as necessary.
5. A meeting shall be called by the chairperson if requested by the President or by any two (2) voting members of the Committee. Such meeting shall be held within fourteen (14) days of such request.

**DUTIES**

1. The duties of the chairperson of the Committee include:
  - a) to arrange, together with the secretary, for the meetings of the Committee;
  - b) to preside at meetings of the Committee;
  - c) to see that all resolutions of the Committee are carried out;
  - d) to draw up a report if considered appropriate by the Committee for approval by the Committee before submitting it to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention;
  - e) such other duties as may be presented from time to time by the Church Council;
  - f) to attend convention and to present the report of the Committee to Convention or to appoint a nominee for such purpose.
2. The duties of the secretary of the Committee include:
  - a) to notify all members of the meetings to the Committee;
  - b) to keep accurate minutes of all meetings;
  - c) to receive and attend to all correspondence unless otherwise determined by the Committee;
  - d) to draw up an agenda for Committee meetings;
  - e) such other duties as may be given to the secretary from time to time by the Church Council or the Committee.

**DUTIES OF THE COMMITTEE**

1. The duties to the Committee include:-
  - a) to circularise all Congregations and COMMITTEES at the end of each year asking for recommendations for nominations and, where known, pointing out any vacancies;
  - b) to contact any member of a Congregation to ascertain whether that member would be willing to accept nomination;
  - c) to examine all recommendations received;
  - d) to draw up a list of nominations for inclusion in the Book of Reports. Such list of nominations shall include the occupation of the nominee, the Congregation to which he/she belongs, and any service which he/she has undertaken in the work of the Church, District, Congregations and community;
  - e) to see that the consent of all nominees to their nomination is obtained;
  - f) to ensure that sufficient nominations are made to fill all positions;
  - g) to submit the nominations of the Committee to Synod on the first day of Convention unless the Steering Committee determines otherwise;
  - h) to provide nomination forms on which District Delegates or alternates may make further nominations;
  - i) to receive further nominations from District Delegates and alternates;
  - j) to prepare a final list of nominations consisting of the names submitted at the first reading together with the additional nominations received from District Delegates and alternates and submit it to Convention. Where an election is necessary and where such final list contains additional nominations a list showing the occupation of each additional nominee, the Congregation to which he/she belongs, and any service which he/she has undertaken in the work of the Church, District, Congregations and community shall be prepared by the Committee for distribution to all District Delegates and alternates before the election takes place;
  - k) to hand the final list to the Electoral Officer for the preparation of the ballot;
  - l) to report to the Church Council when requested to do so by the Church Council from time to time;
  - m) to carry out such directions as Synod may from time to time prescribe.

**BY-LAWS, PART B, SCHEDULE IV**  
**ADVISORY COMMITTEES OF THE DISTRICT**  
**C. THE STATISTICS COMMITTEE**

1. The Church shall appoint a Statistics Committee
2. The Committee shall comprise
  - a) a pastor as Chairperson,
  - b) a statistician, preferably professionally qualified, and
  - c) a person with computer skills
3. The Committee shall appoint one of its members as the District Statistician:
4. The term of office of each member of the Committee shall be three years from the date of appointment, provided that the Church Council may by resolution remove any member of the Committee at any time.
5. The retiring members of the Committee shall be eligible for re-appointment.
6. The duties of the Committee shall be:-
  - a) to gather the annual statistics of Congregations and COMMITTEES;
  - b) to gather information regarding the contributions of Congregations to the District for budget and non-budget purposes, and, in consultation with the Treasurer, to collect and file copies of the financial reports of the District and COMMITTEES;
  - c) to tabulate and publish such statistics as determined by the Church Council;
  - d) to obtain such other statistical information from members of the ministry as may be required from time to time by the Synod or the Church Council;
  - e) to study and research the information received, and to provide the District with any relevant information and analyses;
  - f) to prepare such reports as may be required from time to time by the Church Council;
  - g) to prepare an annual report of the information received, and forward it to the Secretary of the District no later than 10 weeks before the appointed date in the case of a regular Convention;
  - h) to forward a copy of the annual report to the Statistician of the Church.

**BY-LAWS, PART B, SCHEDULE V**  
**STANDING COMMITTEES OF THE DISTRICT CHURCH COUNCIL**  
**A. RISK AUDIT & FINANCE COMMITTEE**

The DCC shall appoint a Risk Audit and Finance Committee, hereafter RAFC.

**1. Purpose**

- 1.1 The purpose of the Lutheran Church of Australia Queensland District (LCAQD) District Church Council (DCC) Risk, Audit and Finance Sub-Committee (RAFC) is to provide advice and recommendations to the DCC on matters pertaining to policy and practice in the management of risk, audit and finances of the District.
- 1.2 The composition, terms of reference, rights and duties of the RAFC are set out below.

**2. Committee Membership and Governance**

- 2.1 The voting membership of the RAFC will consist of seven (7) members appointed by the DCC with at least 2 being members of District Church Council.
- 2.2 The District Executive Officer shall be a consultant to the RAFC.
- 2.3 All appointments are to be for two (2) years, with half of the members retiring in alternate years.
- 2.4 Members are eligible for re-appointment at the end of their term.
- 2.5 The Chair of the committee is appointed by District Church Council.
- 2.6 The Secretary of the RAFC shall be the District Executive Officer.
- 2.7 A quorum for ordinary meetings shall consist of four (4) members.
- 2.8 Ordinary meetings shall be held at least bi-monthly or as required.
- 2.9 Other non-voting members may be co-opted for special projects from time to time by the District Church Council or by nomination of the RAFC through the District Church Council.
- 2.10 The Executive shall consist of the Chairman, Secretary and one (1) other member of the RAFC appointed by the RFAC.
- 2.11 A quorum for an Executive meeting shall consist of two (2) members.
- 2.12 Minutes of all meetings are to be prepared and submitted to the following District Church Council Meeting.
  - l)

**3. Responsibilities**

- 3.1 The RAFC is accountable to the District Church Council.
- 3.2 The RAFC is to promote best practices in risk, audit and financial management practices for all LCAQD entities.

**4. Authorities**

- 4.1 The RAFC is authorized to receive, review and comment on risk registers, financial affairs and audit reports of: (a) Congregations/Parishes, (b) all Standing Committees of the District, (c) Departments of the District.
  - m)

**5. Duties of the Risk Audit and Finance Committee**

**5.1 Risk**

- 5.1.1 The RAFC seeks to ensure that Congregations, Parishes, Standing Committees and Departments of the District establish, maintain and practise the use of suitable systems for identification, management and mitigation of risk.
- 5.1.2 The RAFC will seek to ensure:
  - (i) that consultation and feedback (covering significant strategic and operational risks and their proposed treatment) occurs between DCC and the District's various entities.
  - (ii) that risks are referred to the DEO or other entities as appropriate for action.
- 5.1.3 The RAFC is to:
  - (i) Submit an annual report to DCC on the adequacy or opportunity for improvement of risk management policy and procedures as they affect Parishes, Congregations, Standing Committees of the District, and Departments.
  - (ii) At least annually, review the Strategic Risk Registers of the LCAQD and all Standing Committees of the District.
  - (iii) Provide an independent perspective on risk management issues of the LCAQD and its Standing Committees.
  - (iv) Review the risk management framework for identifying, monitoring and managing significant business risks, including fraud.

- (v) Satisfy itself that insurance arrangements are appropriate for risk management.
- (vi) Liaise with the DCC to ensure there is a common understanding of the key risks to the church.
- (vii) Make recommendations to the LCAQD and its standing committees on the adequacy and effectiveness of risk mitigation strategies
- (viii) Certify to District Church Council on an annual basis that risk to LCAQD and its Standing Committees has been suitably identified and that appropriate risk mitigation strategies are in place.

### 5.2 Audit

#### 5.2.1 The RAFC seeks to ensure:

- (i) that Congregations, Parishes, Standing Committees of the District and Departments establish and maintain suitable systems for internal control and risk management;
- (ii) that these systems comply with the law, regulation and best practice management;
- (iii) that the relevant entities subject to audit take suitable actions based on audit recommendations.

#### 5.2.2 The RAFC is to:

- (i) Submit an annual report to DCC on the adequacy or opportunity for improvement of audit policy and procedures as they affect Parishes, Congregations, Standing Committees of the District, and Departments.
- (ii) Submit an annual report to DCC highlighting changes in the law, regulation and best practice as they effect audit requirements for Congregations, Parishes, Standing Committees of the District and Departments.
- (iii) Submit an annual report to DCC on the subject of authorities and powers delegated by DCC to standing committees of the district, departments, and persons highlighting their adequacy, observance, risk and opportunity for improvement.
- (iv) Review audit reports from congregations, parishes, standing committees of the district and departments of the district and make recommendations to DCC on matters and necessary actions required to manage risk or implement best practices in management arising from such reviews.
- (v) Report to DCC for immediate action significant or higher risks identified through audit actions.

### 5.3 Finance

#### 5.3.1 (i) The RAFC is concerned with promoting the adoption of best practice financial management in the District and all its entities.

- (ii) It seeks to protect the LCAQD from unacceptable costs or losses associated with its operations.
- (iii) It seeks to ensure opportunities to promote sound investments are presented to District Church Council.
- (iv) It will monitor the budget of the LCAQD on a regular basis
- (v) It will advise District Church Council on various strategies for generation of income sufficient, in addition to regular congregation giving to meet the adopted budget of the District

#### 5.3.2 The RAFC is to:

- (i) Submit an annual report to DCC on the adequacy or opportunity for improvement of finance policies and procedures followed by the District, Parishes, Congregations, Standing Committees of the District, and Departments. (Note: Finance policies and procedures includes, and is not limited to; policies and practices followed in banking, investment, holding and management of reserves, borrowing from all sources, application for and management of grants from all sources; the funding of capital projects, the funding on ongoing recurrent expenditure; the holding of contingency funds and holding and management of reserves).
- (ii) Submit to DCC a report and recommendation on proposals for projects involving the provision of major amounts of capital or ongoing recurrent expenditure and that may require a financial guarantee or indemnity from the District or the LCA.
- (iii) Receive from Standing Committees of the District and other members of LCAQD proposals for projects involving major capital expenditure and make recommendations to the District Church Council regarding their financial feasibility and viability, their priority of importance and the amount of capital to be granted.
- (iv) Submit to DCC an annual report on the finances of the District.

- (v) Receive from the Standing Committees of the District their proposed budgets for the following synodical period.
- (vi) Review Departmental Proposed Budgets.
- (vii) Negotiate with any committee if necessary.
- (viii) Make recommendations regarding adoption of budgets to the District Church Council.
- (ix) Submit an annual report to DCC on the debt servicing performance of all entities that enjoy a District or LCA guarantee.
- (x) With the approval of District Church Council and in consultation with the committee responsible for the promotion of congregational life, arrange for visits to congregations for the purpose of sharing and imparting information on the finances of the Church and the promotion of mission projects and Christian stewardship.
- (xi) Submit to DCC annually a review of the financial resources of the District and make recommendations regarding effective stewardship of those resources.
- (xii) Submit to DCC annually a proposed global borrowing and guarantee limit for the District.
- (xiv) Act on any other matters as referred to the RAFC by the District Church Council

**BY-LAWS, PART B, SCHEDULE V**  
**STANDING COMMITTEES OF THE DISTRICT CHURCH COUNCIL**  
**B. STEERING COMMITTEE**

**NAME**

1. The Council shall be called the Steering Committee (hereinafter called "the Committee").

**MEMBERSHIP**

1. The Committee shall consist of the following voting members:-
  - (a) the Secretary;
  - (b) three (3) members appointed by Church Council.
2. The Church Council or the Committee may appoint advisors from time to time. Such appointments may be terminated by the Church Council or the Committee at any time. Advisors may participate in debate but have no right to vote.
3. The Church Council may remove any appointed member from time to time. The Church Council may fill any vacancy from time to time.
4. Any member of the Committee who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Committee.

**TERM OF OFFICE**

1. The term of office of each appointed member shall be from the date of appointment until the close of the next regular Convention.
2. Retiring members shall be eligible for reappointment.

**INTERNAL ORGANISATION**

1. The Committee may, if it wishes, appoint from its own members a chairperson. The [Secretary](#) shall be the secretary of the Committee.
2. If a chairperson has been elected, the chairperson shall preside at each meeting of the Committee; in his/her absence, the Committee may appoint a chairperson for the meeting. In any other case, the Secretary shall preside at each meeting of the Committee.
3. A quorum shall be two (2) members. No business shall be transacted except in the presence of a quorum.
4. The Committee shall meet as often as necessary.
5. A meeting shall be called if requested by the President or by any member of the Committee. Such meeting shall be held within fourteen (14) days of such request.

**DUTIES**

1. The duties of the chairperson of the Committee include -
  - (a) to arrange, together with the Secretary, for the meetings of the Committee;
  - (b) to preside at meetings of the Committee;
  - (c) to see that all resolutions of the Committee are carried out;
  - (d) to ensure that the functions of the Committee with respect to the Book of Reports and resolutions therein have been concluded prior to the date determined by the Secretary;
  - (e) such other duties as may be prescribed from time to time by the Church Council;
  - (f) to attend convention and assist in the smooth transaction of its business;
  - (g) to attend to correspondence in conjunction with the Secretary, unless otherwise determined by the Committee;
2. The duties of the secretary of the Committee include -
  - (a) to notify all members of meetings of the Committee;
  - (b) to keep accurate minutes of all meetings;
  - (c) to receive and, in conjunction with the chairperson, attend to all correspondence unless otherwise determined by the Committee;
  - (d) if appropriate, to draw up an agenda for Committee meetings;
  - (e) to see that any necessary communication by the Committee to Congregations or COMMITTEES takes place in accordance with these terms of reference;



- (f) such other duties as may be given to the secretary from time to time by the Church Council or the Committee;
- (g) the duties of the chairperson if no chairperson has been elected.

### **DUTIES OF THE COMMITTEE**

15. The Committee shall:-

- a) endeavour to facilitate the smooth transaction of business at each Convention;
- b) receive from the Secretary all proposals which are to be placed on the agenda for a Convention;
- c) collate all proposals so received;
- d) group the proposals into subjects;
- e) in respect of each proposal,-
  - (i) publish in the Book of Reports the proposal precisely in the form it is received; or
  - (ii) if the Committee be of opinion that the proposal contains errors of syntax, grammar, punctuation or the like, publish in the Book of Reports the proposal making such necessary changes; or
  - (iii) if the Committee be of opinion that the proposal would be improved by re-formulation, whether to improve or correct the wording, to ensure accuracy or for other reason, the Committee shall negotiate with the body submitting the proposal with a view to re-formulating the proposal; or
  - (iv) if the Committee be of the opinion that a proposal is in conflict with any previously adopted resolution, or receives the advice of the Constitutions Committee that the resolution is either constitutionally invalid or requires the District to act out of its jurisdiction, notify the body submitting the proposal, urging it to withdraw the proposal. In the event of the body submitting the proposal disagreeing with the opinion of the Steering Committee or the advice of the Constitutions Committee, the proposal shall appear in the agenda of Convention with the recommendation of the Committee that it be withdrawn.
- f) in the case of a proposal dealt with under (e)(ii), notify the body submitting the proposal that the proposal is to be published in an amended form, setting out that amended form, and if appropriate, reasons for the change. The body submitting the proposal may, if it so desires, require the proposal in its original form also to be provided to voting members who attend convention.
- g) in the case of a proposal dealt with under (e)(iii), if the Committee and the body submitting the proposal cannot agree on a re-formulated wording of the proposal, the proposal in its original form shall be published in the Book of Reports.
- h) in publishing the Book of Reports and grouping proposals,-
  - i) list proposals of similar subject matter in chronological order of receipt, except where a proposal may be considered as an amendment of another proposal;
  - j) list late proposals separately. Where a late proposal is, in the opinion of the Committee related to other matters on the agenda, that relationship shall be identified.
- k) draw up and publish a time schedule of business and amendments to it;
- l) at Convention, advise the President or chairperson (of Convention) with regard to adhering to the timetable.

**BY-LAWS, PART B, SCHEDULE V**  
**STANDING COMMITTEES OF THE DISTRICT CHURCH COUNCIL**  
**C. COMMITTEE ON WORSHIP**

**NAME**

1. The Council shall be called the Committee on Worship (hereinafter called "the Committee")

**MEMBERSHIP**

1. The Committee shall consist of the following voting members:-
  - a) not less than five (5) and not more than eight (8) members, at least two (2) but no more than three (3) of whom shall be Pastors, all of whom shall be appointed by Church Council.
  - b) any member of the Commission on Worship who is a member of a Congregation;

And the following non-voting members:-

- c) the President or his/her nominee;
  - d) the representative of the Church Council (if appointed by it).
2. The Church Council or the Committee may appoint advisors from time to time. Such appointments may be terminated by the Church Council or the Committee at any time. Advisors may participate in debate but have no right to vote.
1. The term of office of each appointed member shall be two (2) Terms of Service. Approximately one half of the appointed members shall retire at each regular Convention.
2. Retiring members of the Committee shall be eligible for reappointment.
3. Any member who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Committee.
4. If any member of the Committee is absent for two (2) consecutive meetings without good reason, his/her position shall become vacant.
5. In the event of a vacancy occurring for any reason among the appointed members of the Committee, the Church Council may appoint a replacement member. The term of office of the replacement member shall be the balance of the term of office of the member whom he/she replaces.

**INTERNAL ORGANISATION**

1. At the first meeting of the Committee after the regular Convention, it shall appoint from its own members, the chairperson, secretary, and such other officers as are considered necessary.
2. The chairperson shall preside at each meeting of the Committee; in his/her absence the vice-chairperson shall preside. If there is no vice-chairperson, the Committee shall appoint a chairperson for the meeting.
3. The quorum shall be one half of the voting members. No business shall be transacted except in the presence of a quorum.
4. The Committee shall meet as often as necessary.
5. A meeting shall be called by the chairperson of the Committee if requested by the President or by any two (2) voting members of the Committee. Such meeting shall be held within fourteen (14) days of such request.
6. The duties of the chairperson of the Committee include:-
  - (a) to arrange, together with the secretary, for the meetings of the Committee;
  - (b) to preside at meetings of the Committee;
  - (c) to see that all resolutions of the Committee are carried;
  - (d) to draw up the annual report for approval by the Committee before submitting it to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention;
  - (e) such other duties as may be prescribed from time to time by the Church Council;

- (f) to attend Convention and to present the report of the Committee to Convention or to appoint a nominee for such purpose.
7. The duties of the secretary of the Committee include:-
- (a) to notify all members of meetings of the Committee;
  - (b) to keep accurate minutes of all meetings;
  - (c) to receive and attend to all correspondence, unless otherwise determined by the Committee;
  - (d) to draw up an agenda for Committee meetings;
  - (e) such other duties as may be given to the secretary from time to time by the Church Council or the Committee.
8. The duties of the treasurer of the Committee include:-
- (a) to keep a true record of all moneys received and disbursed by the Committee;
  - (b) to make payments authorised by the Committee;
  - (c) to furnish statements of receipts and expenditure at each meeting of the Committee;
  - (d) to submit an audited statement of the income, receipts and expenditure and a balance sheet to the Secretary of the District for inclusion in the Book of Reports to Convention;
  - (e) to submit to the Risk Audit and Finance Committee at least ten (10) weeks before the appointed date in the case of a regular Convention an estimate of moneys required by the Committee for the next financial year.

### **DUTIES OF THE COMMITTEE**

1. The duties of the Committee shall be:
- (a) to advise and assist the District, Pastors, Congregations, and their members, institutions, auxiliaries and other organisations in all aspects of Lutheran worship;
  - (b) to promote worship in accordance with Lutheran principles throughout the District;
  - (c) to study all aspects of, and keep abreast of developments in the area of worship;
  - (d) to conduct conventions, seminars, workshops and other facilities to educate persons in the Lutheran theology and practice of worship;
  - (e) to prepare worship materials suitable for ordinary and special services when required, and to advise the District, Pastors, Congregations, institutions, auxiliaries and other organisations regarding the selection and production of the materials;
  - (f) to appoint task forces as and when necessary to attend to matters pertaining to liturgical rites, liturgical music and hymnody, liturgical movement and drama, visual liturgical arts, and other matters, and to give directions to and receive reports from such task forces;
  - (g) to work in close co-operation with the Commission on Worship;
  - (h) to prepare and forward to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular Convention a report on the activities of the Committee;
  - (i) to prepare accounts and financial reports in the form determined by the Risk Audit and Finance Committee for inclusion in reports so prepared;
  - (j) to present the report to Convention;
  - (k) to submit accounts and financial reports in the form determined by the Risk Audit and Finance Committee to the Risk Audit and Finance Committee at its request from time to time;
  - (l) to report to the Church Council when requested to do so by the Church Council from time to time;
  - (m) to carry out such directions as Synod may from time to time prescribe.

### **GENERAL**

1. All books, records and correspondence to and from the Committee or its officers shall become and remain the property of the District.

**BY-LAWS, PART B, SCHEDULE V**  
**STANDING COMMITTEES OF THE DISTRICT CHURCH COUNCIL**  
**D. QUEENSLAND LUTHERAN FOUNDATION TRUST FUND COMMITTEE**

**NAME**

1. The Council shall be called the Queensland Lutheran Foundation Trust Fund Board of Management (hereinafter called "the Committee").

**MEMBERSHIP**

1. The Committee shall consist of the following voting members:
  - (a) the President or his/her nominee;
  - (b) the Treasurer;
  - (c) the Chairperson of the Risk Audit and Finance Committee;
  - (d) the Chairperson of the Department for Ministry and Mission;
  - (e) the Chairperson of the Schools Department.
2. The Church Council and/or the Committee may appoint advisors from time to time. Such appointments may be terminated by the Church Council or the Committee at any time. Advisors may participate in debate but have no right to vote.

**TERM OF OFFICE**

1. Each member of the Committee holds office by virtue of his/her appointment or election to the position specified in clause 2 hereof. Upon his/her ceasing to hold such office, he/she shall automatically cease to be a member of the Committee and his/her place shall be taken by the person who replaces him in that office. If there is no replacement in that office appointed or elected, the Church council may appoint a replacement member who shall hold office until a replacement in that office is appointed or elected or until the next regular Convention whichever is the earlier.
2. Any member of the Committee who ceases to be an Active Communicant Member of a Congregation shall automatically cease to be a member of the Committee.

**INTERNAL ORGANISATION**

1. At the first meeting of the Committee after each regular Convention, the Committee shall appoint from its own members a Chairperson, Secretary, and such other officers as are deemed necessary.
2. The Treasurer shall be the Treasurer of the Committee.
3. The Chairperson shall preside at each meeting of the Committee. In his/her absence the Committee shall appoint a Chairperson for the meeting.
4. The quorum shall be three (3) voting members. No business shall be transacted except in the presence of a quorum.
5. The Committee shall meet as often as necessary.
6. A meeting shall be called by the Chairperson if requested by the President or by any two members of the Committee. Such meeting shall be held within fourteen days of such request.
7. The duties of the Chairperson include:
  - (a) to arrange, together with the Secretary, for meetings of the Committee;
  - (b) to preside at meetings of the Committee;
  - (c) to see that all resolutions of the Committee are carried out;
  - (d) to draw up the annual report for approval by the Committee before submitting it to the Secretary of the District at least ten (10) weeks before the appointed date in the case of a regular convention;
  - (e) such other duties as may be prescribed from time to time by the Church Council;
  - (f) to attend convention and to present the report of the Committee to convention or to appoint a nominee for such purpose.
8. The duties of the Secretary include:
  - (a) to notify all members of meetings of the Committee;
  - (b) to keep accurate minutes of all meetings. A copy of all minutes shall be forwarded to each member of the Risk Audit and Finance Committee and Church Council;

## LCAQD BY-LAWS PART B

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- (c) to receive and attend to all correspondence, unless otherwise determined by the Committee;
  - (d) to draw up an agenda for Committee meetings;
  - (e) such other duties as may be given to the Secretary from time to time by the Church Council or the Committee.
9. The duties of the treasurer include:
- (a) to keep a true record of all moneys received and disbursed by the Committee;
  - (b) to make payments authorised by the Committee;
  - (c) to furnish statements of receipts and expenditure at each meeting of the Committee;
  - (d) to submit an audited statement of income, receipts and expenditure and a balance sheet to the Secretary of the District no later than ten (10) weeks before the appointed date in the case of a regular Convention for inclusion in the Book of Reports to Convention;
  - (e) to make the books of the Committee available for inspection by any person nominated by the **Risk Audit and Finance Committee** from time to time;
  - (f) to bank all moneys received by the Committee or for or on behalf of or in respect of the Queensland Lutheran Foundation Trust Fund (hereinafter called "the Trust Fund") into the Committee's Bank Account.

### **DUTIES OF THE COMMITTEE**

1. The Committee shall:
- (a) administer, in accordance with its trust deed, (hereinafter called "the Deed") the Trust Fund;
  - (b) promote the Trust Fund within the District;
  - (c) actively to supervise and be responsible for all receipt and disbursement of funds and the accounting procedures of the Committee;
  - (d) keep an up-to-date register of all primary and secondary beneficiaries (as defined in the Deed) within the general concern of the District;
  - (e) from time to time, recommend to the Church Council a bank in which to deposit moneys and to open a bank account at the bank determined upon by the Church Council (herein called "the Committee's Bank Account");
  - (f) prepare and forward to the Secretary of the District at least ten (10) weeks before the appointed date, in the case of a regular convention, a report on the activities of the Committee;
  - (g) prepare accounts and financial reports in the form determined by the **Risk Audit and Finance Committee** for inclusion in the report so prepared;
  - (h) present the report to Convention;
  - (i) submit accounts and financial reports in the form determined by the **Risk Audit and Finance Committee to the Risk Audit and Finance Committee** at its request from time to time;
  - (j) report to the Church Council and the **Risk Audit and Finance Committee** when requested to do so by the Church Council or the Risk Audit and Finance Committee from time to time;
  - (k) carry out such directions as the Church Council may from time to time prescribe.

### **GENERAL**

1. All books and records of the Committee and correspondence from or to the Committee or its officers shall become and remain the property of the District.
2. In all its activities, the Committee shall in every respect observe and comply with the provisions of the Deed and any relevant legislation.
3. Any moneys received by the Committee or for or in respect of or in relation to the Trust Fund shall be deposited forthwith in the Committee's Bank Account.
- (a) No payment shall be made from the Committee's Bank Account unless such payment is in accordance with the Deed or Clause 20 (c) hereof;
  - (b) Any moneys disbursed by the Committee shall be withdrawn from the Committee's Bank Account by means of a cheque payable to a specific person or incorporated body, such cheque to be crossed and endorsed "Not Negotiable - Bank Account Payee Only". Each such cheque shall be signed by any two voting members;
  - (c) No money shall be disbursed except in accordance with the determination of the Committee made in accordance with these By-Laws.

4. Where any moneys are received by the Committee or for or in respect of or in relation to the Trust Fund and such moneys are received subject to a specific direction:
  - (a) The Committee shall give consideration to whether the specific direction is consistent with the terms of the Deed;
  - (b) If the Committee considers that the specific direction is not inconsistent with the Deed, the donation may be accepted by the Committee which shall take note of the specific direction in accordance with Clause 22(b) of the Deed and shall so far as possible attempt to distribute the funds in accordance with such specific direction;
  - (c) If the Committee considers that the specific direction is inconsistent with the Deed, the Committee shall refund the donation to the donor as quickly as possible.
  
5. The Committee shall receive applications via the **Risk Audit and Finance Committee** from time to time from persons wishing to be appointed primary or secondary beneficiaries of the Trust Fund;
  - (a) The Committee shall consider each application;
  - (b) The Committee may appoint an applicant as beneficiary of the Trust Fund;
  - (c) The Committee shall record the particulars of any beneficiary of the Trust Fund.
  
6. From time to time, the Committee may make payments in accordance with the Deed;
  - (a) In any case where the monies to be disbursed have been received subject to a specific direction, the Committee shall also ensure that the payment is consistent with such specific direction. Where it is not possible to comply with such specific direction, the Committee shall note the same and record its reasons therefore.

**BY-LAWS, PART B, SCHEDULE VI**  
**OFFICERS APPOINTED BY CHURCH COUNCIL**  
**A. THE ADVISORY PASTORS**

At the discretion of the District President a pastor or group of pastors may be appointed by Church Council to assist the President in carrying out the duties of his Office.

**BY-LAWS, PART B, SCHEDULE VI**  
**OFFICERS APPOINTED BY CHURCH COUNCIL**  
**B. THE AUDITOR**

1. The Auditor shall be appointed by the Church Council.
2. A Convention may terminate the appointment of the Auditor at any time.
3. The Auditor shall:-
  - a) ensure that the books and accounts of the District are kept in the form and manner required by the **Risk Audit and Finance Committee**;
  - b) **Treasurer**;
  - c) audit the annual statements of account and balance sheet and report thereon to the regular Convention;
  - d) when required by the **Risk Audit and Finance Committee** or the Church Council, audit the books and accounts of any fund under the control of the District or of any COMMITTEE;
  - e) report to Convention if in his/her opinion it is desirable so to report;
  - f) undertake such other duties as the Church Council or the **Risk Audit and Finance Committee** or Synod may from time to time prescribe.

**BY-LAWS, PART B, SCHEDULE VI**  
**OFFICERS APPOINTED BY CHURCH COUNCIL**  
**C. SEALHOLDERS**

1. The District shall have a seal.
  - 1.1 The Church Council shall determine from time to time the number of seal holders to be appointed. The seal holders shall be appointed by the Church Council and shall hold office at its pleasure. The seal holders shall keep the seal in a safe place.
2. The seal of the District shall not be affixed to any document save as herein provided.
3. No Sealholder shall permit the affixation of the seal to any document, nor shall he/she subscribe his/her name unless the affixation of the seal has been authorised by the District or the Church Council.
4. All documents requiring the affixing of the seal of the District shall be signed by any two of the President, First Vice-President, second Vice- President, Secretary, Treasurer and Seal holders.

**BY-LAWS, PART B, SCHEDULE VI**  
**OFFICERS APPOINTED BY CHURCH COUNCIL**  
**D. THE ELECTORAL OFFICER**

1. The Electoral Officer shall be appointed by the Church Council.
2. The term of office shall be two (2) Terms of Service.
3. The duties of the Electoral Officer shall include:
  - a) to be responsible for the conduct of all elections at Convention; [in accordance with By-laws Part A Section 7 THE SYNOD 5. Elections and By-laws Part B Section 3 Elections 3.6 - 3.19]
  - b) to prepare ballot papers at the completion of the second reading of nominations where elections are necessary;
  - c) by lot to determine the order of names on the ballot papers subject to clause 3.12 of these By-Laws;
  - d) to ensure that the ballot papers conform to the By-Laws;
  - e) to direct the Convention with regard to voting procedure whenever he/she deems it necessary;
  - f) to be responsible for the distribution and collection of ballot papers;
  - g) to be responsible for the counting of votes;
  - h) to retain all ballot papers until permitted by Convention or the By-Laws to destroy the same;
  - i) to keep a record of the results of elections in accordance with the By-Laws;
  - j) to inform the President or the chairperson (of Convention) of the results of the elections.

**BY-LAWS, PART B, SCHEDULE VI**  
**OFFICERS APPOINTED BY CHURCH COUNCIL**  
**E. Archives Liaison Officer.**

1. The Archives Liaison Officer shall be appointed by the Church Council.
2. The term of office shall be two (2) Terms of Service.
3. The duties of the Archives Liaison Officer shall include:
  - a) To liaise with Lutheran Archives (South Australia) and facilitate the work of the Archives in Queensland
  - b) to hold active membership of Friends of Lutheran Archives Queensland
  - c) to facilitate the preservation of Church material in the District
  - d) to inform Church Council of issues relating to preservation of such material
  - e) to liaise with Departments and Councils of the District to assist with the process of archiving records.

**BY-LAWS, PART B, SCHEDULE VII**



# LCAQD BY-LAWS PART B

## THE DISTRICT EXECUTIVE OFFICER

1. The Administrator (to be known as the District Executive Officer or DEO) shall be appointed by the Church Council.
2. The DEO shall report to the District Church Council (DCC) and operate within delegated authority from DCC.
3. The terms and conditions, including the length of contract, salary and conditions of the appointment shall be determined by DCC and documented in an employment contract.
4. The general area of responsibility for the DEO shall be:
  - a. to carry out the directives of the Church Council and to report to the Church Council thereon
  - b. Organizational support – to ensure the District is operating efficiently and moving toward it's goals
  - c. Liability protection – to ensure the District has sufficient management measure in place to detect and mitigate risk
  - d. Regulatory compliance – to ensure the District is meeting all regulatory requirements
  - e. Resource management – to ensure the District's management of it resources responsible and effective
  - f. Administrative support – to manage and provide administrative support as determined by DCC
  - g. Liaison – to implement DCC initiatives within the LCAQD and with external bodies such that the strategic direction of the District is widely understood and supported
  - h. Staff management – manage the District staff and office in an efficient and professional manner
5. The DCC will be responsible to determine a specific job description for the DEO and will certify this by resolution.

VERSION CONTROL				
Version	Author	Date		Comments
2011.1	V. Kuhl	May 2011		Yet to be reviewed by LCAQD Constitutions Committee and submitted for Synod's approval

## Appendix 1

(Notations from previous versions, retained for tracking purposes)

Reference	Notation
Schedule I B. First Vice President	Term of to 2 years; 2008 Synod Resolution 08
Schedule I C. Second Vice President	... ..08.11
Schedule I D. Secretary	... ..08.9
Schedule I E. Treasurer	Amended 2007 Synod Resolution 15:2007
Schedule II A. Church Council	Amended 2001 Synod
Schedule III A. FAC	Changed by 2008 Synod Resolution 08:08
Schedule III B. Dept for M & M	New By-laws 2005 Synod
Schedule III B. Bible Camp	Revised by 2009 Synod
Schedule III C. LCC	Adopted by 2009 Synod [Note that the following were removed from Schedule IV and incorporated into LCC by 2004 Synod Resolution 38:2004: Committee of Management of Mary & Martha's Women's Refuge, Rest Home Committees of Trinder Park, Orana, Salem, Tabeel, Trinity Gardens, Wahroonga, Zion; and Luther Lodge Childrens Home Committee] [Note that Co-ord. LCC removed from Schedule VII to CEO of LCC by 2004 Synod]
Schedule III D. LEQ	Amended by 2005 Synod
Schedule III E. Priorities Review	Adopted as a Working Basis 1986
Schedule III E. Social Questions	Adopted as a Working Basis 1986
Schedule III E. Statistics	Replaces Statistician in Schedule VI
Schedule III E. Call Comm.	Adopted by 1995 Synod
Schedule IV Councils of the District	Approved by 2009 Synod
Schedule IV Property Comm.	Amended by 1997 Synod
Schedule IV Constitutions Comm.	Amended by 2008 Synod Resolution 08:24
Schedule IV Ministry in Universities	Name changed by 1996 Synod
Schedule VI Seal-holders	Amended by 2007 Synod DCC Resolution 181:92
Schedule VII A. Director fro M&M	Amended by 2005 Synod
Schedule VII C. Uni Chaplain	Amended by 1996 Synod
Schedule VII E. Coordinator FNQMC	Amended 2005 Synod
Schedule VIII QLECS	Amended 2009 Synod

## Appendix 2

Notations for tracking purposes

Version 2011.1:

- removed LLL Committee (Bylaws Part B Schedule IV) and The District News Editor (By-laws Part B Schedule VI) (District Synod 2010 resolution)
- added a clause under The Advisory Pastors (By-laws Part B Schedule VI) (District Synod resolution 2010)
- altered Department of Lutheran Community Care By-laws clauses 3.1, 8.1, 8.12 and 8.15 (District Synod resolution 2010)
- altered Term of Service (where required) for all Councils and Committees of the District to two (2) terms of service, in accordance with resolution 19 of 2006 Synod
- removed committees from Schedule IV, as repealed by resolution 38 of 2004 Synod
- removed University Chaplain (Schedule VII C) (District Synod 2010 Resolution)
- removed Priorities Review Committee (Schedule 3 E) (District Synod Resolution 2009)
- removed Coordinating Committee on Social Questions (DCC decision 2010)
- replaced District Executive Officer statement with resolution of Synod 2009
- Redesigned Section 7 and the Schedules (Resolution of 2011 Synod)
- Made the following alterations to accord with resolutions of 2011 Synod:
  - Nominations & Elections; Electoral Officer; Procedure in Transacting Business;
  - Removal of defunct committees; Added terms of reference for Archives Liaison Officer; Removed vote at Synod from QLECS' CEO and primary school principals;
  - Alters LYQ representation on M & M Council and formalises their meeting procedure;
  - Added definition under Committee in Section 1; Synod delegate as "voting member" of Congregation (2.11); Risk Audit and Finance Committee (FAO) replaced by Risk Audit and Finance Committee (RAFC); Schools Council changed to Council of LEQ.