

THE RULES OF

**THE SAMOAN INDEPENDENT SEVENTH
DAY ADVENTIST CHURCH
(VICTORIAN DIVISION) INC.**

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STATEMENT OF PURPOSE

The objects for which the Association is established are:

- to profess the beliefs of Jesus Christ and to foster and promote the teachings of the Bible among all people and particularly the Samoan people of Australia and extend the influence of Christianity.
- to foster and promote the beliefs, teachings and practices of the Samoan Independent Seventh Day Adventist Church with its headquarters at Auckland, New Zealand ("the Church").
- to disseminate the literature and teachings of the Church.
- to provide for the education in the beliefs, teachings and practices of the Church.
- to provide facilities and premises for conducting religious services in accordance with the doctrines of the Church.
- to care for newly arrived Samoans.
- to visit the lonely, care for the elderly and provide food and sustenance to the hungry and advance the Christian religion.

The purpose of the Association is to:

- establish an incorporated entity for the Samoan Independent Seventh Day Adventist Church in the State of Victoria.
- to hold property (real and personal) for the benefit of the Samoan Independent Seventh Day Adventist Church in the State of Victoria.
- to act as a full division of the Samoan Independent Seventh Day Adventist Church with all privileges, rights, authorities and responsibilities.
- to acquire the assets and liabilities as the successor in law of the unincorporated Samoan Independent Seventh Day Adventist Church parishes at Thomastown, Broadmeadows and St. Albans in accordance with the resolution made 26 December 2005 by the Samoan Independent Seventh Day Adventist Church, World Council in full session.
- to remain an integral part of the Samoan Independent Seventh Day Adventist Church, World Council with its headquarters in Auckland, New Zealand.

THE RULES OF
THE SAMOAN INDEPENDENT SEVENTH DAY
ADVENTIST CHURCH (VICTORIAN DIVISION) INC.

1. *Name*

The name of the incorporated association is "The Samoan Independent Seventh Day Adventist Church (Victorian Division) Inc." (in these Rules called "the Association").

2. *Definitions*

In these Rules

Act	means the Associations Incorporation Act 1981;
Association	means the Samoan Independent Seventh Day Adventist Church (Victorian Division) Inc. comprising all constituent parishes of the Church in the State of Victoria;
Board	means the board of management of the Association;
Church	means the Samoan Independent Seventh Day Adventist Church, World Council with its headquarters in Auckland, New Zealand;
committee or committee of management	means the committee of management of a parish of the Church appointed by the Board;
financial year	means the year ending on 30 September;
general meeting	means a general meeting of members convened in accordance with the Rules of the Association;
member	means a member of the Association;
Minister	means a Minister of a parish of the Church;
nominating committee	means the committee appointed by the board to nominate Deacons and Elders of the Association;
parish	means a parish of the Church;
Pastor	means a Pastor of the Church;
regulations	means regulations under the Act;
S.I.S.D.A.C.	means the Church.

3. *Alteration of the Rules*

These Rules and the statement of purpose of the Association must not be altered except in accordance with the Act.

4. *Membership*

- (1) Membership of the Association is open to all those persons accepting and holding the principles of faith and doctrines, tenets and covenants of the Church and through the rites of baptism or through Profession of Faith acknowledge and adopt the principles of Church organisation, discipline, teaching, worship, service, procedures and practices of the Samoan Independent Seventh Day Adventist Church and who must submit an application for membership to the Pastor or Minister of the parish in writing on the membership form set out in Appendix 1.
- (2) The Pastor or Minister must refer the application to the committee of management.
- (3) The committee of management must determine whether to approve or reject the application.
- (4) After the approval, the Pastor or Minister must, within 28 days, enter the applicant's name in the parish register of members. If the committee rejects the application then the committee secretary must, within 28 days, inform the applicant in writing that the application has been rejected.
- (5) An applicant for membership becomes a member when his or her name is entered in the parish register of members.
- (6) No joining fee is payable to the Association by the new member.
- (7) A right, a privilege, or an obligation of a member of the Association:
 - (a) can only be exercised by the member;
 - (b) cannot be transferred to another person; and
 - (c) terminates on the cessation of the membership.
- (8) No annual subscriptions are payable to the Association.

5. *Register of members*

- (1) The Pastor or Minister must keep and maintain a register of members containing:
 - (a) the name and address of each member;
 - (b) the date on which each member's name was entered in the register; and
 - (c) the date on which a member ceased to be a member.
- (2) The register is available for inspection by any member on request. A member is not permitted to copy or take copies of the register.

6. *Ceasing membership*

A member of the Association may resign from the Association by giving one month's notice in writing to the Pastor or Minister.

7. *Expulsion of members*

- (1) Subject to these Rules, if a committee of management is of the opinion that a member has refused or neglected to comply with these Rules or has received a written complaint from three (3) members alleging that a member is guilty of conduct unbecoming a member or prejudicial to the interests of the Association so as to render his or her membership no longer desirable, then a meeting of the committee of management comprising no less than five (5) members shall be called to consider the matter and the member shall have the right to appear in person at that meeting and address the committee of management.
- (2) If the committee of management after hearing from the member against whom complaint has been made and considering the matter is of the opinion that the member has refused or neglected to comply with these Rules, or is guilty of the alleged misconduct in the written complaint, the committee of management may by resolution passed by three quarters of those committee of management members present resolve to suspend for a specified period or to expel that member from the Association.
- (3) The committee secretary must give the member a written notice setting out the resolution and the grounds on which it is based and stating that the member may address a meeting of the entire committee of management to be held not earlier than fourteen (14) days after the giving of the notice.
- (4) At a meeting of the committee of management called to affirm or revoke a resolution passed under sub-rule (1) the committee of management, after giving the member the opportunity to be heard or considering any written statement from the member, may affirm, vary or revoke the resolution to suspend or expel that member from the Association.
- (5) If the meeting of the committee of management affirms the resolution it must inform the member of its decision and inform that the member may within seven (7) days of receipt of the notice advise the committee secretary in writing of his or her wish to appeal to the Association.

8. *Disputes and mediation*

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (a) a member and another member; or
 - (b) a member and a member of the Board.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a member and the Board, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Board can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in a forum provided for the resolution of disputes by the World Council of the Church.

9. *Annual general meetings*

- (1) The Board determines the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting and the nature of the business to be dealt with.
- (3) The business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and the minutes of any special general meeting held since that meeting;
 - (b) to receive the annual report of the Board and the Treasurer's report of the financial accounts of the Association during the last financial year; and subject to sub-rule (9) and (10) hereof;

- (c) to elect officers of the Association.
- (4) The financial accounts of the Association for the annual general meeting must be prepared by the Treasurer and audited externally by the Association's auditor.
- (5) The auditing of the Treasurer's financial report for the annual general meeting must be completed before the annual general meeting notice is sent to the membership.
- (6) A copy of the Treasurer's financial report together with a copy of the auditor's report prepared for the annual general meeting must be made available to the members attending the annual general meeting.
- (7) The annual report of the Board and the Treasurer's report must be submitted to the members attending the annual general meeting for their approval.
- (8) During the annual general meeting the Association's financial records must be made available for inspection by the members.
- (9) The business of the annual general meeting held every third year must also make provision for the election of Elders, Departmental Leaders, the Treasurer and the Secretary to the Board.
- (10) The tenure of each elected Board member shall expire at the annual general meeting which is nearest to the third anniversary of the election day on which he or she was elected.
- (11) Each elected Board shall reflect parish church representation so that each parish is adequately represented in a ratio that is consistent with the growth of the Association and Board efficiency.

10. *Special general meetings*

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board may convene a special general meeting of the Association.
- (4) The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (5) The request for a special general meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (6) If the Board does not organise a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members

making the request may convene a special general meeting to be held not later than 3 months.

- (7) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner as a meeting convened by the Board.

11. *Notice of general meetings*

- (1) At least 14 days before the date of the general meeting of the Association, or at least 21 days - if a special resolution has been proposed, the Secretary must send to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent:
 - (a) by post; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.

12. *Quorum at general meetings*

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Two thirds of the membership of the Association personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (a) if the meeting was convened on the request of members - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson or by written notice, with all of those details, sent to the members) at the same place.

13. *Presiding at general meetings*

- (1) The Senior Pastor of the Association or in his absence, a Pastor, shall preside as Chairperson at a general meeting of the Association.
- (2) If the Senior Pastor and the Pastor are absent from a general meeting, or are unable to preside, the head Elder will preside as Chairperson.

14. *Voting at general meetings*

- (1) A member has one vote only.

- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

15. *Poll at general meetings*

If at a meeting a vote on any question is demanded by not less than three (3) members, it must be taken at that meeting. The Chairperson may direct that the outcome of the vote shall be the resolution of the meeting on that question.

16. *Determining whether a resolution carried*

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been -
 - (i) carried; or
 - (ii) lost; and
 - (b) an entry to that effect in the minutes book of the Association,
- is evidence that the resolution carried or lost.

17. *Proxies*

Each member may appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

18. *Board of Management*

- (1) The affairs of the Association shall be managed by the Board.
- (2) The Board:
 - (a) shall control and manage the business and affairs of the Association including determining the salary and the emoluments to be paid to the Division Director, the Senior Pastors, the Pastors and the Ministers;
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all powers and functions as may be exercised by the Association except for powers and functions exercised by the annual general meetings and the special general meetings of the members; and
 - (c) may, by resolution, make by-laws and rules to provide for the following:
 - (i) the appointment, conduct, functions and duties of committees of management and officers of the parish;

- (ii) the appointment, rotation and duties of readers, librarians and Sunday school leaders;
- (iii) the keeping of accounts and records;
- (iv) the appointment of auditors;
- (v) the convening and conduct of meetings;
- (vi) the custody, care and maintenance of Church property;
- (vii) the execution and authentication of documents;
- (viii) subject to these Rules, the Act and the Regulations, rescind or amend by-laws and rules; and
- (ix) the remuneration of officers and employees.

(3) The Board shall consist of:

- (a) the Division Director
 - (b) the Senior Pastors, the Pastors and Ministers of the Association;
 - (c) the Elders of the Association;
 - (d) the Departmental Leaders of the Association;
 - (e) the Treasurer of the Association;
 - (f) the Secretary of the Association.
- (4) The Division Director, the Senior Pastors, the Pastors and the Ministers of the Association shall be ex officio members of the Board.
- (5) The Elders, Departmental Leaders, Treasurer and Secretary shall be elected for a term of three (3) years and their term of office shall expire at the annual general meeting which is nearest to the third anniversary of the election day on which they were elected.
- (6) All decisions of the Board must be made at its regular meetings with a majority of the members of the Board in attendance at that time.

19. Office holders

- (1) The officers of the Association shall be:
- (a) a Senior Pastor or a Pastor acting as Public Officer;
 - (b) a Treasurer; and
 - (c) a Secretary.
- (2) The Treasurer and the Secretary of the Association shall hold the office until the next annual general meeting at which elections are held. The Treasurer and the Secretary are eligible for re-election at the next annual general meeting at which elections are held.

- (3) In the event of a casual vacancy in any office, the Board may appoint one of its members to the vacant office and the member appointed may continue in the position up to and including the conclusion of the next annual general meeting at which elections are held.

20. *Elected Members of the Board*

- (1) A member of the Board is elected for three (3) years and shall hold the position until the next annual general meeting at which elections are held. A Board member is eligible for re-election at the next annual general meeting at which elections are held.
- (2) If there is a casual vacancy for the position of a Board member, the Board may appoint a member of the Association to fill the vacancy. The member appointed shall hold the position until the next annual general meeting at which elections are held.

21. *Pastors*

- (1) A Pastor of the Association must:
- (a) have completed his course of study to qualify as a Minister of the Church; and
 - (b) be ordained by the World Council of the Church; and
 - (c) be appointed by the Board but such appointment shall not take effect until confirmed by a majority of members present and voting at a general meeting of the Association.
- (2) A Pastor shall continue in office until his appointment is terminated by the Board by reasonable notice in writing and the termination is confirmed by three quarters of the members present and voting at a general meeting of the Association.
- (3) A Pastor shall have the powers and exercise the duties and functions as conferred upon him from time to time by the Board.

22. *Ministers*

- (1) A Minister of the Association:
- (a) must have completed his course of study to qualify as a Minister of the Church; and
 - (b) may be appointed to a parish by the Board.
- (2) A Minister shall perform his parish duties and functions until his appointment is terminated or he is transferred to another parish by the Board giving him reasonable notice in writing.
- (3) A Minister shall have the powers and exercise the duties and functions as conferred upon him from time to time by the Board.

23. *Nominating committee*

- (1) Each year the Board shall appoint a nominating committee of seven (7) to fifteen (15) members of the Association.
- (2) Each appointee to the nominating committee shall hold office for one (1) year but may be re-appointed.

24. *Deacons*

- (1) The nominating committee in the exercise of its discretion may nominate members of the Association to the office of Deacon.
- (2) A member cannot become a Deacon until:
 - (a) his nomination has been confirmed by a majority of members present and voting at a general meeting of the Association; and
 - (b) he has been ordained as a Deacon.
- (3) If the nomination of a previously unordained member is confirmed at a general meeting of the Association the nominee shall be provisionally appointed to the office of Deacon for a period of ninety (90) days.
- (4) During such period of ninety (90) days, the provisional appointee shall undergo such instruction and training as may be prescribed by the Pastor or the Minister.
- (5) At the expiration of the said period of ninety (90) days the provisional appointee may in the absolute discretion of the Pastor or the Minister be ordained as a Deacon whereupon he shall assume the full office of Deacon.
- (6) A Deacon shall hold such office for one (1) year but may be re-appointed.
- (7) It shall only be necessary for a Deacon to be ordained on one (1) occasion. A Deacon shall be ordained for life or until he ceases to be a member of the Association whichever first occurs.
- (8) A Deacon shall exercise such power and have such duties and obligations as the Board may from time to time confer upon him.

25. *Elders*

- (1) The nominating committee in the exercise of its discretion may nominate members of the Association to the office of Elder.
- (2) A member cannot become an Elder until:
 - (a) his nomination has been confirmed by a majority of members present and voting at a general meeting of the Association; and
 - (b) he has been ordained as an Elder.

- (3) If the nomination of a previously unordained member is confirmed at a general meeting of the Association the nominee shall be provisionally appointed to the office of Elder for a period of ninety (90) days.
- (4) During such period of ninety (90) days, the provisional appointee shall undergo such instruction and training as may be prescribed by the Pastor or the Minister.
- (5) At the expiration of the said period of ninety (90) days the provisional appointee may in the absolute discretion of the Pastor or the Minister be ordained as an Elder whereupon he shall assume the full office of Elder.
- (6) An Elder shall hold office as such for one (1) year but may be re-appointed.
- (7) It shall only be necessary for an Elder to be ordained on one (1) occasion. An Elder shall be ordained for life or until he ceases to be a member of the Association whichever first occurs.
- (8) An Elder shall exercise such power and have such duties and obligations as the Board may from time to time confer upon him.

26. *Vacancies*

The office of an officer of the Association, or of a member of the Board or a member of the nominating committee becomes vacant if the officer or member ceases to be a member of the Association or resigns from the office or the committee by notice in writing given to the Secretary.

27. *Meetings of the Board*

- (1) The Board shall hold a regular meeting once every three (3) calendar months at such place and at such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the Division Director, a Senior Pastor or by any four (4) members of the Board by giving notice to the other members of the Board.
- (3) The members of the Board who convene a special meeting must specify the nature of the business to be conducted and no other business may be conducted at such a meeting.

28. *Quorum for Board meetings*

- (1) Any nine (9) members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.

29. *Presiding at Board meetings*

At meetings of the Board:

- (a) the Division Director, or in the his absence, the Senior Pastor presides; or

- (b) if the Division Director and the Senior Pastor are absent, or are unable to preside, the members present must choose one of their members to preside.

30. *Voting at Board meetings*

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands if a member requests so.
- (2) Each member present at a meeting of the Board, or at a meeting of any sub-committee, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31. *Removal of Board member*

- (1) Any member of the Board absenting himself without leave for three (3) consecutive meetings shall thereby vacate his or her office on the Board.
- (2) The Association may by resolution at a special general meeting remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

32. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each meeting of the Board, of the resolutions and proceedings of the annual general meetings and the special general meetings, together with a record of the names of persons present at Board meetings.

33. *Delegation to sub-committees*

The Board may at any time appoint such other committees (consisting wholly or partly of members of the Board or other members of the Association) as the Board thinks fit and may determine the functions of and delegate any of their powers to any such committee.

34. *Committees of management*

- (1) The Board may appoint a committee of management to each parish of the Church to oversee the day to day administration of the parish and the activities of the parish Church. Each committee of management will consist of at least four (4) members of the Board or other members of the Association and the Pastor or the Minister of the parish Church. Each committee of management will continue to hold office until the Board appoints a new committee of management for that parish.
- (2) A committee of management appointed by the Board shall exercise such power and have such duties and obligations as the Board may from time to time confer upon it.

35. Funds

- (1) The Association is a non-profit Samoan community religious organisation. The Association is not carried on for the purposes of profit or gain to its individual members. Except as otherwise expressly provided in these Rules, the Association is prohibited from making any distribution or dividend in the assets and the funds or otherwise howsoever to its members.
- (2) The assets and the funds of the Association shall at all times remain the property of the Association.
- (3) The assets and the funds of the Association cannot be appropriated, transferred, assigned or sold to any individual, body or agency during the life of the Association.
- (4) The assets and the funds of the Association cannot be used for private purposes of any member of the Association.
- (5) The funds of the Association are derived from tithes, offerings, donations, gifts, bequests and other sources as the Board may from time to time determine.
- (6) The Treasurer of the Association must:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure for the activities of the Association.
- (7) All cheques, money orders, drafts, and other payment instruments must be signed by two Board members.

36. Seal

- (1) The common seal of the Association must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any document related to a matter except by the authority of the Board and the affixing of the common seal shall be attested to by the signatures of two members of the Board or one member of the Board and of the Public Officer or Secretary.
- (3) The common seal must state the name of the Association and may include the emblem of S.I.S.D.A.C.

37. Notices to members

Notices of the Association may:

- (a) be given to the member personally; or
- (b) sent by post to the member at that member's address in the register of members;
or
- (c) sent by facsimile transmission, if the member has requested the notices be given to her in this manner; or

- (d) sent by electronic transmission, if the member has requested the notices be given to her in this manner.

38. *Custody and inspection of books and records*

- (1) The Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection by any member on request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

39. *Winding up*

In the event of the winding up or the cancellation of the incorporation of the Association, all assets (both real and personal) of the Association shall revert to and vest in the Samoan Independent Seventh Day Adventist Church World Council, Auckland, New Zealand.