

**Associations Incorporation Act 1981**

**ONE COMMUNITY CHURCH INCORPORATED**

**RULES**

**1. NAME**

The name of the association is "**ONE COMMUNITY CHURCH INCORPORATED**", in these rules called "the Church".

**2. DEFINITIONS**

2.1 In these rules, unless the contrary intention appears:

"**Administrator**" means the public officer appointed pursuant to the requirements of the Act.

"**Council of Elders**" means the governing body of the Church

"**Church of Christ**" means a church affiliated with the Conference of Churches of Christ in Victoria and Tasmania.

"**Conference**" means the Conference of Churches of Christ in Victoria and Tasmania.

"**Corporation**" means The Properties Corporation of the Churches of Christ.

"**Elder**" means a member of the Council of Elders.

"**Financial year**" means the year ending on 31 December.

"**General Meeting**" means a General Meeting of the Church convened in accordance with these rules.

"**Member**" means a member of the Church.

"**Minister**" means a salaried member of staff in a ministry role and includes the Administrator.

"**Special Resolution**" has the meaning set out in the Act and includes a resolution required for the alteration of these rules, voluntary winding-up and distribution of assets.

"**The Act**" means the Associations Incorporation Act 1981.

"**The Regulations**" means regulations made pursuant to the Act.

2.2 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

### **3. MEMBERSHIP**

There shall be admitted into the membership of the Church:-

- 3.1 those who, believing in Jesus Christ as the Son of God and their personal Saviour and Lord, have confessed their faith in Him, and have been baptised by immersion, or
- 3.2 those commended by approved "Letters of Transfer" from another Church of Christ, or
- 3.3 those who are baptised believers, approved by the Council of Elders.

### **4. ENTRANCE FEES**

There shall be no entrance fee or annual subscription fee, but Members and regular worshippers are expected to give tithes and offerings to support the ministry of the Church.

### **5. MEMBERSHIP REGISTER**

- 5.1 The Administrator shall keep and maintain a register of Members.
- 5.2 A quarterly revision of the register of Members shall be undertaken and shall be the responsibility of the Administrator.
- 5.3 The register of Members is the list of names of those eligible to vote where elsewhere in these rules voting is restricted to Members only.

### **6. COUNCIL**

#### **6.1 Responsibility and Powers:**

The Council of Elders -

- 6.1.1 shall have the responsibility for the governance as distinct from the management of the Church. In particular, it will be responsible for:
  - (a) determining the mission, vision and values;
  - (b) stewardship of spiritual values in accordance with biblical principles;
  - (c) engaging in strategic planning;
  - (d) selecting and supporting the Senior Minister and ministry team and producing assurance of Senior Minister's performance;
  - (e) legal compliance;
  - (f) fiscal accountability;
  - (g) public image and relationships with related organisations and conference;
  - (h) producing written governing policies;
  - (i) encouraging and developing potential council members so that the future leadership of the Church is assured;
  - (j) delegating implementation of goals;
  - (k) monitoring achievement of goals;
  - (l) ratifying staff appointments;
  - (m) job descriptions for Senior Minister and Administrator.

6.1.2 may, without limit to the foregoing and subject to these rules, the by-laws, the Regulations, and the Act, exercise all such powers and functions as may be exercised by the Church other than those powers and functions that are required by these rules to be exercised by Members and regular worshippers in general meetings.

**6.2 Composition:**

The Council of Elders shall consist of the following members:-

Senior Minister	1
Elected Members	7
Administrator (ex officio)	1

**6.3 Council of Elders Meetings:**

The Council of Elders shall meet as regularly as required for business, prayer, and fellowship.

**6.4 Qualifications of Members of the Council of Elders:**

Members of the Council of Elders shall exhibit the leadership qualities enshrined in *1 Timothy 3 :1-7* and *Titus 1 : 5-9*.

**6.5 Quorum and Procedure:**

6.5.1 The quorum for any Council of Elders meeting shall be any five (5) of the Senior Minister and Elected Members of the Council of Elders.

6.5.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week .

6.5.3 Questions arising at a Council of Elders meeting shall be determined by a show of hands save in the case of Ministry appointments where voting by secret ballot shall be required.

6.5.4 The Senior Minister and the Elected Members of the Council of Elders shall each be entitled to one (1) vote on questions arising at a Council of Elders meeting.

6.5.5 Each member present at a Council of Elders meeting and entitled to vote, including the Chairperson shall, have one vote and, in the event of an equality of votes on any question, the question shall be resolved in the negative.

**6.5 Chairperson:**

The Council of Elders at its first meeting shall appoint a Chairperson for the ensuing year.

**6.6 Term of Office:**

- 6.6.1 Elected Members of the Council of Elders shall be appointed for a term of three (3) years with, as near as practicable, one third of the number retiring annually.
- 6.6.2 Members of the Council of Elders may be re-elected provided that no Member of the Council of Elders may serve for more than two (2) successive terms.

**6.7 Casual Vacancies:**

- 6.7.1 For the purposes of these rules, the office of a Member of the Council of Elders becomes vacant if the Member of the Council of Elders:-
- (a) ceases to be a Member;
- (b) resigns from office by notice in writing given to the Administrator.
- 6.7.2 In the event of a casual vacancy occurring on the Council of Elders, the Council of Elders may appoint a Member to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

**7. ELECTION OF MEMBERS OF THE COUNCIL**

**7.1 Election Procedure:**

- 7.1.1 On the sixth Sunday immediately preceding the Annual General Meeting (AGM) the Administrator shall advertise the names of the retiring Elders, the names of the members of the nominations committee and the fact that members may submit to the nominations committee names of persons for consideration as nominees for election to the Council of Elders.
- 7.1.2 Before the third Sunday immediately preceding the AGM, the nominations committee shall provide to the Administrator the details of the nominees for election to the Council of Elders.
- 7.1.3 On the third Sunday immediately preceding the AGM the Administrator shall advertise a list of the nominees.
- 7.1.4 On the second and first Sundays immediately preceding the AGM, voting by secret ballot shall be conducted.

**7.2 Nominations:**

- 7.2.1 Nominations for election to the Council of Elders shall be brought by the nominations committee.
- 7.2.2 The nominations committee shall be appointed annually by the Council of Elders and shall consist of the chairman of the Council of Elders, one other Elder and three Members.
- 7.2.3 At its first meeting, the nominations committee shall appoint a chairman.
- 7.2.4 The number of nominees for election to the Council of Elders shall be equal to the number of vacancies.

7.2.5 Each nominee shall be a Member and nominations shall be in writing signed by the nominee and the chairman of the nominations committee.

**7.3 Voting Procedures:**

A Nominee shall only be elected if approved by at least seventy percent (70%) of the Members or regular worshippers exercising a right to vote.

**8. ADMINISTRATOR**

8.1 The Administrator is a Member of the Council of Elders and shall be or forthwith on appointment, shall become a member of the Church.

8.2 The Administrator shall be responsible for the day-to-day administration of the Church, including the financial matters of the Church.

8.3 The Administrator shall act as secretary of the Council of Elders and in that role, shall be accountable to the Council of Elders. Service of documents or other material upon the Council of Elders may be effected by serving them on the Administrator.

8.4 Subject to clause 8.3, the Administrator shall be accountable to the Senior Minister.

**9. MINISTRY**

**9.1 Responsibility:**

There shall be appointed to the Church, Minister(s) who shall have oversight of the preaching, worship, and pastoral care of the Church.

**9.2 Appointment:**

9.2.1 The calling and appointment (including extension of appointment) of the Senior Minister shall be the responsibility of the Church following a recommendation by the Council of Elders. Appointment of a Senior Minister shall require the approval of at least seventy percent (70%) of Members and regular worshippers voting at a secret ballot to be conducted over two (2) consecutive Sundays.

9.2.2 The calling and appointment (including extension of appointment) of a Minister other than the Senior Minister shall be entrusted to the Council of Elders.

**9.3 Terms of Engagement:**

Subject to clause 9.2, the terms of engagement of a Minister shall be the responsibility of the Council of Elders.

**9.4 Accountability:**

9.4.1 The Senior Minister shall at all times be accountable to the Council of Elders.

9.4.2 Other Ministers shall be accountable to the Senior Minister.

**9.5 Role of Senior Minister:**

The Senior Minister shall be the delegate of the Council of Elders for the execution of policies and implementation of plans and shall be responsible for the day to day management of the work of the Church.

## **10. ANNUAL GENERAL MEETING**

- 10.1 The Church shall in each calender year convene an Annual General Meeting (AGM) of its Members.
- 10.2 The AGM shall be held on a date to be determined by the Council of Elders provided that the AGM is held within five (5) months of the end of the Financial Year.
- 10.3 The ordinary business of the AGM shall be:-
- 10.3.1 to confirm the minutes of the previous AGM and of any general meeting held since that meeting.
  - 10.3.2 to declare the results of the Council of Elders elections.
  - 10.3.3 to receive financial reports, ministry reports and reports from Church Auxiliaries.
  - 10.3.4 to receive and consider the statement submitted by the Church in accordance with section 30(3) of the Act.
  - 10.3.5 to appoint the auditor.
- 10.4 The AGM may transact special business of which notice is given in accordance with these rules.

## **11. SPECIAL GENERAL MEETINGS**

- 11.1 All general meetings other than the AGM shall be called special general meetings.
- 11.2 Special general meetings of the Church may be held from time to time:-
- (a) as determined by the Council of Elders, or
  - (b) upon written application served on the Administrator, and signed by not fewer than twenty members. Such application must state the nature of the business to be discussed and the meeting must be confined to this business. Should the Council of Elders fail to convene the meeting within four weeks, the applicants may convene such a meeting within a further fourteen days and appoint a Chairperson of their own choice.
- 11.3 A member desiring to bring any business before a general meeting may give notice of that business in writing to the Council of Elders which shall include that business in the notice calling the next general meeting after receipt of the notice.

## **12. QUORUM AND PROCEDURE AT GENERAL MEETINGS**

### **12.1 Quorum:**

- 12.1.1 The quorum for General Meetings shall be 10% of the number of Members.

12.1.2 No business shall be transacted unless a quorum is present and if after half an hour of the time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case, shall stand adjourned to the same place and at the same hour of the same day in the following week and if at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.

**12.2 Notice:**

Notice of a general meeting shall be by announcement to the Church on the two Sundays immediately preceding the meeting, stating the date, time, place, and the nature of the business to be transacted at the meeting.

**12.3 Conduct of Meeting:**

12.3.1 **Chairperson:** The Chairperson of the Council of Elders shall be the Chairperson of all general meetings unless the Council of Elders appoints some other person.

12.3.2 **Rules of Debate:** The Chairperson may, at his or her discretion in relation to the issue under discussion, declare that the rules of debate shall apply.

12.3.3 **Voting:** Voting on all questions except where otherwise provided shall be in the first instance by a show of hands of those regular worshippers present. In the event of a demand by five or more, the question shall be determined by secret ballot of those regular worshippers present and voting thereon. The Chairperson shall have only one vote. In the case of equal voting, whether on a show of hands or by ballot, the question shall be resolved in the negative.

12.3.4 **Voting Rights:** The Council of Elders may, at its discretion, determine that voting on some issues be restricted to Church Members only. Subject to sub-rule 12.3.5, all voting must be in person.

12.3.5 **Voting on a Special Resolution:** In the event of any business at a general meeting requiring a special resolution, votes may be given by proxy, notice of which has been given in writing to the Council of Elders no later than 24 hours before the time of the meeting.

**13. FINANCE**

**13.1 Responsibility:**

Control of the Church Funds shall be vested in the Council of Elders.

**13.2 Management of funds**

- (a) The Council of Elders may approve expenditure on behalf of the Church.
- (b) The Council of Elders may authorise the expenditure of funds on an annual basis, on behalf of the Church without requiring approval for each item on which the funds are expended.
- (c) The Elders must appoint authorised signatories for all bank accounts, including

- (i) at least two signatories for each general Church Bank Account, which may be two Elders or otherwise any two signatories authorised by the Council of Elders; and
- (ii) one signatory for each Church Ministry Bank Account (fringe benefits accounts).

### 13.3 **Income:**

All monies received by the Church shall be counted and recorded by two or more persons other than the Administrator and shall be banked promptly in such bank accounts as the Council of Elders shall from time to time approve.

### 13.4 **Procedure for Expenditure of Church Monies:**

Procedures for expenditure shall be determined by the Council of Elders.

### 13.5 **Reports and Auditing:**

13.5.1 An auditor must be appointed at each annual general meeting.

13.5.2 Nominations for the position of auditor are to be taken at or before each annual general meeting.

13.5.3 An auditor must not be a Member of the Council of Elders of the Church.

13.5.4 An auditor may be removed by resolution of a general meeting.

13.5.5 Where an auditor resigns or is removed by resolution of a general meeting, the Council of Elders may appoint another person, not being a Member of the Council of Elders, to be the auditor until the holding of the next annual general meeting.

13.5.6 The auditor will-

- (a) have the power at all times to examine the books and documents of the Church;
- (b) after the close of the financial year in each year and prior to the annual general meeting, audit the balance sheet and statement of receipts and expenditure of the Church.

### 13.6 **Sources of Funds**

The funds of the Church shall be derived from offerings, tithes, gifts, interest, loans, income derived from business conducted under a trading name and such other sources as the Council of Elders determines.

### 13.7 **Loans**

Save with the approval of a General Meeting of the Church, the aggregate of new borrowings in any financial year shall not exceed fifty percent (50%) of the budgeted income of the Church for that year.



#### **14. REGULAR WORSHIPPER ROLL**

- 14.1 A Regular Worshippers Roll ("the roll") shall be kept to record the attendance of all worshippers at Sunday services.
- 14.2 The roll shall include the names of Members and of other worshippers who regularly attend Sunday Services.
- 14.3 The roll shall be revised quarterly to add names of recent new worshippers who regularly attend Sunday Services and delete the names of those whose attendance has lapsed.
- 14.4 The roll will be the list of names of those eligible to vote where elsewhere in these rules voting by regular worshippers is allowed.

#### **15. CHURCH LAND AND BUILDINGS**

All real property purchased by the Church shall be registered in the name of the Corporation and the Corporation shall act as trustee on behalf of the Church in respect of such property in conformity with "The Churches of Christ in Victoria, Property Act 1941".

#### **16. BY LAWS**

The Council of Elders is empowered to make and enforce By-Laws necessary for the conduct of the Church.

#### **17. ALTERATIONS TO THE RULES AND STATEMENT OF PURPOSES**

- 17.1 These rules and the Statement of Purposes of the Church shall only be altered by a Special Resolution.
- 17.2 A resolution is a Special Resolution if-
  - 17.2.1 at least twenty one (21) days notice is given to Members of the intention to pass a resolution as a Special Resolution; and
  - 17.2.2 the resolution is passed by at least seventy-five percent (75%) of all valid votes cast at a properly convened meeting.
- 17.3 Notwithstanding the above, there shall be no alteration to these Rules where such alteration affects the distribution of the income of the Church either during its currency or upon its dissolution unless approved by the Commissioner of Taxation and the provisions for trading and for winding up contained in these Rules shall not be altered without the consent of the Minister for the time being under the Act.

**18. CUSTODY OF THE COMMON SEAL**

- 18.1 The common seal of the Church shall be kept in the custody of the Administrator.
- 18.2 The common seal shall not be affixed to any instrument except by the authority of the Council of Elders and the affixing of the common seal shall be attested by the signatures of two members of the Council of Elders.

**19. CUSTODY OF BOOKS**

- 19.1 Except as is otherwise provided in these rules, the Administrator shall keep in his or her custody or under his or her control all books, documents, and securities of the Church.
- 19.2 The accounts of the Church and the minutes of the resolutions of each general meeting and each Council of Elders meeting shall be available for inspection by Members. The Council of Elders shall have absolute discretion in considering requests by Members for inspection of other books of the Church.

**20. WINDING UP OR CANCELLATION**

In the event that on the winding up or cancellation of the incorporation of the Church there are assets remaining after payment of the Church's debts and liabilities, the remaining assets are not to be paid to or distributed among the Members but are to be given or transferred to the Conference -

- 20.1 to be applied for purposes similar to the purposes for which the Church has been established; and
- 20.2 provided always that the Conference is at all times an income tax exempt institution that prohibits the distribution of its income and assets among its members to an extent at least as great as is imposed on the Church.

**21. PROCEDURE FOR DISCIPLINE**

The procedure (if any) for the disciplining of members and the mechanism (if any) for appearances by members in respect of disciplinary action taken against them shall be determined by the Council of Elders.

**22. INCOME AND ASSETS**

- 22.1 The income and property of the Church whenever it is derived, must only be applied towards the promotion of the Purposes of the Church as set out in the Statement of Purposes.

22.2 The income and property of the Church must not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members except -

22.2.1 for payment, in good faith, of remuneration to any Member, Member of the Council of Elders or employee or agent of the Church;

22.2.2 payment to any Member, Member of the Council of Elders, employee or agent of the Church in return for services actually rendered to the Church or for goods supplied in the ordinary and usual way of business;

22.2.3 the payment of interest on money borrowed from any Member, Member of the Council of Elders, employee or agent of the Church;

22.2.4 the payment of reasonable and proper rent for premises let to the Church by any Member, Member of the Council of Elders, employee or agent of the Church;

22.2.5 payment of fees to any Member, Member of the Council of Elders, employee, or agent of the Church who has been appointed to a salaried office of the Church.

## **23. DISPUTES**

All disputes between one Member and another Member, or between a Member and the Church, may be resolved on the Biblical principles set out in *Matthew 18:15-20, 5:23-26, and Galatians 6:1-5*.

## **24. TRADING**

The Church is authorised to trade in accordance with Section 51 of the Act in order to facilitate the achievement of the purposes of the Church.