

# Constitution - THE ROCKS MINISTRY INC.

## Preamble

1. An imperfect system filled with men and women of integrity will function far better than a perfect system filled with men and women who lack integrity.  
*The people we choose are as important as the system we use.*
2. This document (the "Constitution") outlines the guidelines THE ROCKS Ministry Inc (The Church) employs in selecting key leadership and managing ongoing systems and procedures. In addition, this constitution provides accountability for ministry leaders and key information for the church body. While impossible to anticipate all future contingencies, the intent of this document is to provide flexibility to meet long-term changing needs.

## 1. Name

The name of the church is The Rocks Ministry Inc., in this constitution called "the Church".

## 2. Definitions

In this constitution, unless the contrary intention appears:

1. "the Act" means the Associations Incorporations Act 1987 as amended or substituted.
2. "The Church Board" means the governing body of the Church who has the power to manage the affairs of the church. .
3. "Church of Christ" means a church affiliated with the Association of Churches of Christ in Western Australia.
4. "Association" means the Churches of Christ in Western Australia Inc.
5. "General Meeting" means a General Meeting of members of the Church convened in accordance with this constitution.
6. "Partner" means a formal member of the Church.
7. "Ordinary Resolution" is a resolution of the Church which is not a Special Resolution.
8. "Special Resolution" includes a resolution required for the alteration of this constitution, voluntary winding-up and distribution of assets. It requires to be passed a majority of not less than three-fourths of the members present and entitled to vote at a general meeting of which prior written notice of the special resolution has been given.
9. "Affirmation" Means nominated by the Church Board and affirmed by the vote of the active members.

## 3. OBJECTS

### 1. Specific Objects

The objects of the Church are to do all things related to the promotion and expression of the Christian Faith, to lead people to become wholehearted followers of Jesus Christ who love God, love others, and serve the world.

## **2. Not For Profit**

The property and income of the Church shall be applied solely towards the promotion of the objects of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## **4. POWERS**

The powers conferred on the Church are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Church may do all things necessary or convenient for carrying out its objects and purposes, and in particular may –

1. acquire, hold, deal with, and dispose of any real or personal property;
2. open and operate bank accounts;
3. invest its money in any security in which trust monies may lawfully be invested
4. borrow money upon such terms and conditions as the Church thinks fit;
5. give such security for the discharge of liabilities incurred by the Church as the Church thinks fit;
6. appoint agents to transact any business of the Church on its behalf;
7. enter into any other contract it considers necessary or desirable.
8. may act as trustee and accept and hold real and personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution of the Church.

## **5. MEMBERSHIP**

At The Rocks, FORMAL MEMBERS are known as PARTNERS. This is to distinguish people who attend the church and participate in its activities but do not necessarily seek formal identification with the church.

Partners shall be those who:-

1. Declare their faith in Jesus Christ as their personal Saviour, have been baptised according to New Testament practice;
2. Accept the aims and objectives of and seek identification with The Rocks Church and in agreement with The Constitution;
3. Be regular volunteers (rostered regularly in Volunteer Database System) and/or be regular financial contributors (percentage giving and/or giving to building fund)
4. Following request for partnership, have been accepted into partnership by the Church Board.

## 6. PARTNERSHIP REGISTER

1. An ACTIVE PARTNER is one who regularly participates in the activities of the Church
2. A partner who is absent from fellowship activities for a period of eight (8) consecutive weeks shall be deemed to be INACTIVE. Inactive partners will be ineligible to vote until regular participation in the church activities for a minimum of eight (8) consecutive weeks is resumed.
3. A partner not in good standing within the fellowship may be suspended by the declaration of the Church Board.
4. Absence from fellowship for a period exceeding 12 months shall be deemed termination of partnership.
5. A List of each class of partners shall be kept and revised annually or sooner as determined by the board.
6. Those partners eligible to vote will be those who have attained the age of 18 years who are present in person.

## 7. SUBSCRIPTIONS

The Church Board may from time to time determine the amount, if any, of the annual subscription to be paid by each partner.

## 8. Church Board

### 1. Governance

The Church Board shall have the responsibility for the governance as distinct from the management of the Church. The Church Board function primarily as *discerners* and *guardians* of the organisation. They are not expected to oversee specific projects or ministry areas. They function as overseers for the entire organisation. The Church Board does not determine programming. This responsibility falls to the lead pastor and his/her executive staff. However, the Board is responsible for evaluating programming based on its appropriateness and effectiveness in furthering the overall mission of the church. The Church Board evaluate the effectiveness and direction of the organisation according to three criteria:

- i. The organisation's mission: To lead people to become wholehearted followers of Jesus Christ; who love God, love others, and serve the world
- ii. The organisation's resources.
- iii. The organisation's doctrine which is as follows:
  - a. We believe the entire Bible is the inspired Word of God and that men were moved by the Spirit to write the words of Scripture. Therefore, the Bible, in its original autograph, is without error.

- b. We believe in one God who exists in three distinct persons (Father, Son, and Holy Spirit).
- c. We believe that Jesus Christ is the second member of the Trinity (the Son of God) who became flesh to reveal God to man and to become the Saviour of the lost world.
- d. We believe that every person was created in the image of God to have fellowship with Him, but became alienated from that relationship through sinful disobedience. As a result, everyone is totally incapable of coming back into a right relationship with God by his or her own effort.
- e. We believe that the shed blood of Jesus Christ on the cross provides the sole basis for the forgiveness of sins. Therefore, salvation only occurs when a person places personal faith in the death and resurrection of Christ as the sufficient payment for his or her sin.
- f. We believe that Christians should live for Christ and not for themselves. By obedience to the Word and daily yielding to the Spirit, every believer will mature and become conformed to the image of Christ.
- g. We believe that the church is the body of Christ of which Jesus Christ is the Head. The members are those who have trusted by faith the finished work of Christ. The purpose of the church is to glorify God by loving Him and by making Him known to a lost world.

## **2. Responsibilities & Power**

In particular, the Church Board will serve the Church by:

- i. overseeing the spiritual health and direction of the Church;
- ii. upholding the mission, vision and values;
- iii. together with the Lead Pastor, engaging in strategic planning;
- iv. selecting the Lead Pastor and supporting the Lead Pastor and Ministry Team;
- v. producing an assessment of Lead Pastor's performance;
- vi. overseeing legal compliance;
- vii. overseeing fiscal accountability;
- viii. public image and relationships with related organisations;
- ix. producing written governing policies;
- x. encouraging and developing potential Church Board members;
- xi. delegating implementation of goals;
- xii. monitoring achievement of goals;
- xiii. communicating information to the partners on its activities and decisions;

xiv. providing guidance on the interpretation of the constitution.

### 3. Limitation

There are three decisions that the Church Board may not make without partnership approval at an Annual General Meeting.

- i. The Church Board may not approve debt for the organisation in excess of the current annual operating budget.
- ii. The Church Board cannot change or establish the denominational affiliation of the church
- iii. The Church Board may not change the Constitution.

### 4. Composition

The Church Board shall comprise of the Lead Pastor and no more than seven (7) Active Partners. and no less than three (3) Active Partners.

### 5. Qualification of Partners eligible to be Members of the Church Board

- i. Members of the Church Board shall be active partners of the Church who have held partnership status in good standing for a minimum period of two years and fully subscribe to the organisation's mission and values.
- ii. Furthermore, all church board members are required to meet the qualifications for elder/overseer as outlined in 1 Timothy 3:1-11, Titus 1:5-9.

*It is a trustworthy statement: if any man aspires to the office of overseer, it is a fine work he desires to do. An overseer, then, must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, free from the love of money. He must be one who manages his own household well, keeping his children under control with all dignity (but if a man does not know how to manage his own household, how will he take care of the church of God?) and not a new convert, lest he become conceited and fall into the condemnation incurred by the devil. And he must have a good reputation with those outside the church, so that he may not fall into reproach and the snare of the devil.*

1 Timothy 3:1-11

*For this reason I left you in Crete, that you might set in order what remains, and appoint elders in every city as I directed you, namely, if any man be above reproach, the husband of one wife,*

*having children who believe, not accused of dissipation or rebellion. For the overseer must be above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word which is in accordance with the teaching, that he may be able both to exhort in sound doctrine and to refute those who contradict.*

## **6. Chairperson**

- i. The Church Board at its first meeting of the year shall appoint a Chairperson, Vice Chairperson, Secretary, and Treasurer for the ensuing year.
- ii. The Chairperson's role is to run the meetings in an orderly fashion and to ensure appropriate records are kept of the meetings.
- iii. The Vice Chairperson, Secretary and Treasurer will act as directed by The Church Board.
- iv. Unless otherwise determined by the Church Board, the Secretary will fulfil the responsibilities of Public Officer of the Church.
- v. The Secretary and/or the Treasurer shall to be given the custody of the records and documents of the church.

## **7. Quorum and Procedure**

- i. The quorum for any Church Board meeting shall be not less than fifty-percent of the members of the Church Board.
- ii. The members of the Church Board, including Lead Pastor, and members appointed to fill casual vacancies, shall be entitled to one vote on issues arising in a meeting.
- iii. Meetings of the Church Board will be held every two month (bi-monthly) or more frequently as determined by the Board
- iv. Three days notice of meetings to be given to Board members. Notice to include an agenda of the matters for consideration.
- v. All such correspondences, notices and meetings may be given or conducted using available technology.
- vi. Voting shall be by simple majority with the Chair holding a casting vote. If requested by any two of the church board members, voting can be by secret ballot or may be conducted using available technology.

## **8. Term of Office**

- i. Elected members of the Church Board shall be appointed for a term of three years with, as near as practicable, one third of the number retiring annually.
- ii. Members of the Church Board may be re-affirmed provided that no member of the Church Board, other than the Lead Pastor, may serve for more than two successive terms.
- iii. A person who has served for two successive terms is eligible to serve additional terms as a board member provided that they have not held the office for at least one year.

## **9. Casual Vacancies**

- i. For the purposes of this constitution, the office of a member of the Church Board becomes vacant if that person:-
  - a. Ceases to be a member of the Church;

- b. resigns from office by notice in writing given to the Chairperson or Secretary;
- c. are found guilty of misconduct or experiences moral or ethical circumstances rendering the holding of the office incompatible with the aims and objects of the Church.

Where the above applies, the process will include the following steps:

- The Chair of Church Board will give written notice of the reason;
  - The person will have opportunity to respond to this notice;
  - A Board Resolution for termination of Membership or Church Board Membership is passed at Church Board meeting.
  - Notification of the outcome of the Board Resolution is made to the person within fourteen (14) days.
- ii. The Church Board may appoint a partner to fill any vacant position on the Church Board and the appointed partner shall hold office until the conclusion of the AGM following the date of the appointment.

## **10. ELECTION TO Church Board**

- i. Within a reasonable period before each AGM, partners may propose an Active Partner as a potential Church Board member to the Church Board for consideration.
- ii. The Church Board shall interview the candidate to ascertain their experience and their gifts to assist in determining eligibility for nomination before the partners.
- iii. The Church Board will nominate for affirmation by the partners, successful candidate to a position on the Church Board which will become vacant under this constitution at the end of that AGM
- iv. A nominee shall only be appointed if affirmed by at least 50% of the valid votes cast by the partners.

# **9. MINISTRY**

## **1. Appointment**

- i. The calling and appointment (including extension of appointment) of the Lead Pastor shall be by affirmation of the Church following a recommendation by the Church Board. The affirmation of the Lead Pastor shall be by secret ballot and require the approval of at least two-third of valid votes cast by the partners.
- ii. The calling and appointment (including extension of appointment) of a Minister other than the Lead Pastor shall be entrusted to the Lead Pastor. The minister is accountable to the Lead Pastor. All ministers are required

to meet the character qualifications as outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

## **2. Accountability**

- I. The Lead Pastor shall be accountable to the Church Board for the execution and implementation of policies and for the strategies of the Church.
- II. Other Ministers shall be accountable to the Lead Pastor.
- III. To terminate the Lead Pastor, the Church Board must:
  - require the approval of at least two-third of valid votes that termination is required, and
  - Comply with the procedures as set from time to time in The Rocks Ministry Board Governance policies, and
  - Involve a person nominated by the President of the Churches of Christ Association to give advice to both parties, or
  - Request a person or persons nominated by the President of the Churches of Christ Association to mediate between the parties to ensure natural justice is exercised.
- IV. Following advice that termination is proposed, the Minister may be suspended at the discretion of The Church Board pending termination.

## **10. OTHER CHURCH LEADERS**

1. The calling and appointment of other church leaders shall be entrusted to the Lead Pastor or his Pastoral Staff
2. Other church leaders shall be entrusted with specific defined responsibilities in the ministry and life of the Church, including but not limited to;
  - i. Pastoral care
  - ii. Worship
  - iii. Prayer
  - iv. Compassionate ministries
  - v. Book-keeping and administration
  - vi. Teaching
  - vii. Property maintenance
3. Other church leaders shall be accountable to the Lead Pastor or his Pastoral Staff

## **11. ANNUAL GENERAL MEETING**

1. The Church shall in each calendar year convene an Annual General Meeting (AGM) of its partners.
2. The AGM shall be held on a date to be determined by the Church Board provided that the AGM is held within the time specified in the Act.



## **12. SPECIAL GENERAL MEETINGS**

1. All General Meetings other than the AGM shall be called Special General Meetings.
2. Special General Meetings of the Church may be held:-  
as determined by the Church Board, or  
upon written application to the Church Board, and signed by not fewer than twenty partners, or 10% of the total number of partners, whichever is greater. Such application must state the nature of the business to be discussed, all notices of motion and accompanying documentation must be supplied to the partners 2 weeks prior to the meeting, and the meeting must be confined to this business. Should the Church Board not schedule 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.
3. A Partner desiring to bring any business before a General Meeting must give notice of that business in writing to the Church Board which shall include that business in the notice calling the next General Meeting after receipt of the notice.

## **13. QUORUM AND PROCEDURE AT GENERAL MEETING**

### **1. Quorum**

- The quorum for voting at Annual and Special General Meetings shall be 10% of the number of Active Partners, or 20 people, whichever is lesser.
- 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 partners, shall be dissolved and 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 meeting will be cancelled and the requisition dissolved.

### **2. Notice:**

Notice of a General Meeting shall normally be by announcement to the partners over two weekends immediately preceding the meeting, stating the date, time, place and the nature of the business to be transacted at the meeting. At the discretion of the Church Board, notice may be given by mail or electronically provided fourteen (14) days prior notice is given.

### **3. Voting**

Upon any question arising at a General Meeting of the Church, each active member has one vote which must be given personally or by ballot when a vote by ballot has been provided for.

#### **4. Minutes of Meetings of the Church**

- i. The Secretary must cause proper minutes of all proceedings of all general meetings and Church Board meetings to be taken and then to be entered within 30 days after holding of each meeting, as the case requires, in a minute book kept for that purpose.
- ii. The Chairperson must ensure that the minutes taken of a meeting are checked and signed as correct by the person chairing the meeting to which those minutes relate or by the person chairing the next succeeding meeting, as the case requires.
- iii. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - a. the general meeting or the Church Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - b. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting, and
  - c. all appointments or elections purporting to have been made at the meeting have been validly made.

## **14. FINANCE AND PROPERTY**

### **1. Loans and Property**

Save with the approval of a resolution of the partnership, the aggregate of new borrowings, and property, plant or equipment purchases in any Financial Budget Year shall not exceed one hundred percent (100%) of the budgeted income of the Church for that year.

### **2. Church Land and Buildings**

All real property shall be held in the name of THE ROCKS MINISTRY Inc.

### **3. Funds of the Church**

- i. The funds of the Church shall be derived from offerings, gifts, interest, loans and such other sources as the Church Board determines.
- ii. The control of the Church funds shall be overseen by the Church Board.
- iii. The signatories for the Church bank account(s) shall be at least two of the Church Board and any additional signatories appointed by the Church Board for that purpose.
- iv. Two signatures of approved persons shall be required to validate each payment.
- v. All financial books shall be audited annually and the audited financial report shall be available to members at the Annual General Meeting.

## **15. DISPUTES AND DISCIPLINE**

1. All disputes between one partner and another partner or between a partner and the Church may be resolved according to the procedure set out in Scripture, such as Matthew chapter 18 verses 15 to 20.
2. The procedure for the disciplining of partners and the mechanism for appearances by partners in respect of disciplinary action taken against them shall be determined by the Church Board in accordance with Church policy.
3. A partner subject to such discipline may request a person or persons nominated by the President of the Churches of Christ Association mediate between the parties to ensure natural justice is exercised.

## **16. COMMON SEAL**

1. The Church Board may appoint a partner of the Church who is responsible to take custody of the Common Seal of the Church, but until such alternative decision is made the Common Seal shall be in the custody of the Secretary.
2. The Common Seal shall not be affixed to any instrument except by the authority of the Church Board and such affixing shall be attested by the signatures of two members of the Church Board.

## **17. INSPECTION OF RECORDS**

### **1. Documents, Books and Securities**

The Church Board shall appoint a partner of the Church who is responsible to take custody of all financial books and records, documents and securities of the Church, but until such alternative decision is made such records shall be in the custody of the Secretary.

2. Partner may at any reasonable time inspect without charge the minutes of any general meeting, the register of board members, the partnership register, the constitution, the financial reports and any report presented at any general meeting of the Church.

## **18. AMENDMENTS TO THE RULES**

1. This constitution and the statement of purposes of the Church shall only be altered by a Special Resolution.
2. A resolution is a Special Resolution if-
  - i. at least twenty-one days notice is given to partners of the intention to pass a resolution as a Special Resolution; and
  - ii. the resolution is passed at an AGM or Special General Meeting; and
  - iii. the resolution is passed by not less than two-third of all valid votes cast by partners.

## **19. ORDINARY RESOLUTIONS**

1. All resolutions of the Church other than Special Resolutions shall be Ordinary Resolutions.
2. An Ordinary Resolution is passed if
  - i. It is passed at an AGM or Special General Meeting which has been called and conducted in accordance with this constitution.
  - ii. It is passed by at least fifty percent of all valid votes cast by members.
3. The Church Board may give notice to partners of its intention to pass an Ordinary Resolution by ballot.
  - i. Notice of the ballot must be given to partners at least 14 days before the deadline for voting, which must include details of the proposed Ordinary Resolution, any associated documentation, the form and procedure for voting and the deadline for voting.
  - ii. Each Active Partner is entitled to cast one vote.

## **20. WINDING UP OF THE CHURCH**

1. A General Meeting called for that specific purpose of which no less than thirty clear days' notice has been given may, by a special resolution, resolve that the Church be wound up or dissolved.
2. If upon winding up or dissolution of the Church there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the partners of the Church but shall be transferred or distributed or given to Churches of Christ in Western Australia Inc. or to another charity with similar Objects.
3. The Church Board shall continue in office subsequent to the decision to wind up for the purpose of giving effect to the efficient realisation of assets and the winding up of the affairs of the Church in accordance with the provisions of the Act.

## **21. Amending the Constitution**

Constitutional amendments require a two-third majority vote by the Church Board before they can be presented to the partners at a general meeting. - All amendments require a seventy-five percent affirmative vote of those eligible to vote.