# Name Church Inc.

# MODEL RULES

**For a Church**

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## PART 1 — PRELIMINARY

### Name

The name of the Association is (“**Name” Church Inc.)** here after referred to asthe **“Church”.**

### Terms used

In these rules, unless the contrary intention appears —

***Act*** means the *Associations Incorporation Act 2015*;

***Church*** means the incorporated association referred to in rule 1;

***by laws*** means by-laws made by the Church under rule 54;

***chairperson*** means the Committee member holding office as the chairperson referred to in rule 23;

***Commissioner*** means the person for the time being designated as the Commissioner under section 153 of the Act;

***committee*** means the management committee of the Church referred to in rule 20;

***committee meeting*** means a meeting of the committee referred to in rule 35;

***committee member*** means a member of the committee referred to in rule 21;

***financial report***, of a tier 2 association or a tier 3 association, referred to in rule 53;

***financial statements*** means the financial statements referred to in rule 53;

***financial year***, of the Church, has the meaning given in rule 4;

***general meeting***, of the Church, means a meeting of the Church that all members are entitled to receive notice of and to attend;

***member*** means a person who is a member of the Church referred to in rule 11;

***register of members*** means the register of members referred to in rule 15;

***revenue*** means income that arises in the course of the ordinary activities of an entity

***rules*** mean these rules of the Church, as in force for the time being;

***secretary*** means the committee member holding office as the secretary referred to in rule 21 and rule 24;

***special general meeting*** means a general meeting of the Church other than the annual general meeting;

***special resolution*** has the meaning given by the Act, that is –

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Church who are entitled under the rules of the Church to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Church or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Church present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared;

***subcommittee*** means a subcommittee appointed by the committee under rule 42;

***tier 1 association*** means an incorporated association with revenue of less than $250,000 per year;

***tier 2 association*** means an incorporated association with revenue between $250,000 and $1,000,000 per year;

***tier 3 association*** means an incorporated association with revenue of or exceeding $1,000,000 per year;

***treasurer*** means the committee member holding office as the treasurer referred to in rule 21 and rule 25.

### Objects of the Church

The Objects of the Church shall be to glorify God by;-

1. Promoting and providing opportunities for people to worship God together.
2. Proclaiming the good news of the salvation in the Lord Jesus Christ and encouraging people to believe in Him.
3. Providing Bible teaching and fellowship for Christians.
4. Maintaining and teaching Christian standards of living.
5. Enabling and encouraging Christians to use and develop their gifts for the service of the Lord Jesus Christ in the Church and in the community.
6. Promoting the spread of the Gospel in Australia and overseas
7. Such other activity consistent with the foregoing Objects

### Financial Year

1. The first financial year of the Church is to be the period, not exceeding 18 months, being a period commencing on the date of incorporation of the Church and ending on (select date).
2. Each subsequent financial year of the Church is the period of 12 months commencing on (select date ) and (select date) of the year.

**Note The organisation may select a calendar year, fiscal year or some other period if approved by the ACNC**

### 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; and
8. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Church

## PART 2 —NOT FOR PROFIT BODY

### Not-for-profit body

1. The property and income of the Church must be applied solely towards the promotion of the objects or purposes of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Church only if it is authorised under sub rule (3).
3. A payment to a member out of the funds of the Church is authorised if it is —

1. the payment in good faith to the member as reasonable remuneration for any services provided to the Church, or for goods supplied to the Church, in the ordinary course of business; or
2. the payment of interest, on money borrowed by the Church from the member, at a rate not greater than the secured lending rate of the financial institution with which the Church conducts its financial affairs.
3. the payment of reasonable rent to the member for premises leased by the member to the Church; or
4. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Church.

## PART 3 — MEMBERS

###  Eligibility for membership

1. A person, who is born again of the Holy Spirit, baptised by immersion as believers in the name of the Lord Jesus Christ, and who gives evidence of their faith in daily life, is eligible to apply to become a member. However a person who for reasons of physical incapacity cannot be baptised but is committed to the principle of believers baptism, is willing to be baptised, and otherwise qualifies, shall also be eligible to apply to become a member.

**Note: Modify as appropriate for your church doctrinal position and practice**

1. Each applicant for membership is required to express agreement with the **Statement of Faith**, support the **Objects** of the Church and abide by these **Rules**.
2. The Church must always have at least 6 members with full voting rights.

### Applying for membership

* 1. A person who wants to become a member must apply in writing to the Church.
	2. The application must include a member’s nomination of the applicant for membership.
	3. The Application must be signed by the applicant and the member nominating the applicant.

### Dealing with membership applications

1. The committee must consider each application for membership of the Church and decide whether to accept or reject the application.
2. The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
3. The committee must notify the applicant of the committee’s decision to accept or reject the application as soon as practicable after making the decision.
4. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

### Becoming a member

An applicant for membership of the Church becomes a member when —

1. the committee accepts the application; and
2. the Church must give each person who becomes a member of the Church a copy of the rules in force at the time their membership commences. This may be by electronic transmission or providing the details of the website where the rules may be downloaded.

### Membership

1. The Church members all have full voting rights and any other rights conferred on them by these rules or approved by resolution at a general meeting or determined by the committee.
2. Each member has one vote at a general meeting of the Church*.*
3. Members are expected to support the ministry, and maintain the fellowship of the Church, especially by :-
4. Prayer.
5. Attendance at the Services and the Lord's Supper.
6. Engaging in service for Christ through the Church.
7. Sharing in the governance and life of the Church by attendance at Members Meetings.
8. Conscientious giving as God's provision enables

### When membership ceases

1. A person ceases to be a member when any of the following takes place —
2. the individual dies;
3. the person resigns from the Church under rule 13;
4. the person is removed from membership of the Church under rule 16;
5. The secretary must keep a record, for at least one year after a person ceases to be a member, of —
6. the date on which the person ceased to be a member; and
7. the reason why the person ceased to be a member.

### Resignation

1. A member may resign from membership of the Church by giving written notice of the resignation to the secretary.

(2) The resignation takes effect —

(a) when the secretary receives the notice and brings it to the committee; or

(b) if a later time is stated in the notice, at that later time.

### Membership fees

The committee has determined that no membership fees will be payable.

### Register of members

1. The secretary, or another person authorised by the committee, is responsible to maintain the register of members and record in that register any change in the membership of the Church.
2. The register of members must includeeach member’s name, and a residential, postal or emailaddress, and the date on which each member becomes a member. When a member ceases to be a member this date must also be recorded.
3. The register of members must be kept at the secretary’s place of residence, or at another place determined by the committee.
4. A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements at a time mutually convenient.
5. If —
6. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register; or
7. a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Church.

## PART 4 — DISCIPLINARY ACTION AND DISPUTES

### Suspension or removal from membership

1. The committee may decide to suspend a member’s membership or remove a member’s membership of the Church if —
	1. the member contravenes any of these rules; or
	2. the member acts detrimentally to the interests of the Church; or
	3. The member fails to attend the regular worship services for a period of 3 months; or
	4. The member by his or her conduct or lifestyle fails to reflect values consistent with their profession of faith
2. The secretary must give the member written notice of the proposed suspension or removal at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
3. The notice given to the member must state —
	1. when and where the committee meeting is to be held; and
	2. the grounds on which the proposed suspension or removal is based; and
	3. that the member is encouraged to attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or removal;
4. At the committee meeting, the committee must —
	1. give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or removal; and
	2. give due consideration to any submissions so made; and
	3. decide —
		1. whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
		2. whether or not to remove the member from the membership roll of the Church.
5. A decision of the committee to suspend the member’s membership or to remove the member from the membership roll of the Church takes immediate effect.
6. The committee must give the member written notice of the committee’s decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
7. A member whose membership is suspended or who is removed from the Church membership roll may, within 14 days after receiving notice of the Committee’s decision under sub rule (6), give written notice to the secretary requesting the matter be referred to the ~~Baptist Churches of WA~~ for re-consideration.

**Note denomination name where appropriate otherwise delete whole clause**

1. In any matter being considered under this rule, the privacy of the individual(s), the good name of the Church, and the ministry of the Church, as followers of Jesus Christ, shall be given appropriate consideration.

### Consequences of suspension

1. During the period a member’s membership is suspended, the member loses any rights (including voting rights) arising as a result of membership.
2. When a member’s membership is suspended, the secretary must record in the register of members —
	1. that the member’s membership is suspended; and
	2. the date on which the suspension takes effect; and
	3. the period of the suspension.
3. When the period of the suspension ends, the secretary must record in the register of members that the member’s membership is no longer suspended.

###  Disputes

1. Disputes may arise under these rules —
	1. between members (or former members); or
	2. between one or more members and the Church
2. The parties to a dispute must meet and discuss the matter in dispute and attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party
3. If the parties are unable to resolve the dispute any party may take a witness in an attempt to resolve the dispute
4. If the parties are still unable to resolve the dispute between themselves, any party to the dispute may take the matter to the Committee (as the representatives of the Church) by giving written notice to the secretary of —
	1. the parties to the dispute; and
	2. the matters that are the subject of the dispute.
5. Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
6. The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
7. The notice given to each party to the dispute must state —
	1. when and where the committee meeting is to be held; and
	2. that the party is encouraged to attend the meeting and will be given a reasonable opportunity to make written or oral (or both) submissions to the committee about the dispute.
8. If —
	1. the dispute is between one or more members and the Church; and
	2. any party to the dispute gives written notice to the secretary stating that the party does not agree to the dispute being determined by the committee;

the Committee must not determine the dispute and should refer the matter ~~to the Baptist Churches of WA for consideration in accordance with their Complaints Process Policy~~

**Note denomination name where appropriate otherwise alternative of your choice.**

### Determination of dispute by committee

1. At the committee meeting at which a dispute is to be considered and determined, the committee must, subject to rule 18(7)—
	1. give each party to the dispute a reasonable opportunity to make written or oral (or both) submissions to the committee about the dispute; and
	2. give due consideration to any submissions so made; and
	3. determine the dispute.
2. The committee must give each party to the dispute written notice of the committee’s determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
3. A party to the dispute may, within 14 days after receiving notice of the committee’s determination under sub rule (1)(c), give written notice to the secretary requesting the matter be referred to the ~~Baptist Union Appeals Board~~ for a decision. Such a decision will be binding on the parties to the dispute.

**Note denomination name where appropriate otherwise alternative of your choice.**

## PART 5 — COMMITTEE

### Committee

1. The committee members are the persons who, as the management committee of the Church, have the power to manage the affairs of the Church.
2. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Church.
3. The committee must take all reasonable steps to ensure that the Church complies with the Act, these rules and the by-laws (if any).
4. a member of the management committee is not liable in respect of the liabilities of the Church.

**Note the name of this Committee of Management may be changed to suit the Church, some church’s use “Council” or “Board”**

### Committee members

1. The committee shall consist of a minimum number of five (5) members, including the (Lead/Senior) Pastor, the office holders and ordinary committee members.
2. The committee must determine the maximum number of the committee.
3. The following are the office holders of the Church —
	1. The chairperson; (this may be the Pastor)
	2. the deputy chairperson (where appointed);
	3. the secretary;
	4. the treasurer.
4. A person may be a committee member if the person is —
	1. an individual who has reached 18 years of age; and
	2. a member of the Church for a minimum of 1 years
5. The committee members will, at their first meeting following the Annual General Meeting, elect from within their membership the office holders of the Church.

### (Lead or) Senior Pastor

**Note: Modify to show correct name/title**

1. It is the Senior Pastor’s responsibility to:
	* 1. Provide Biblical vision and direction to the Church.
		2. Oversee and coordinate the day to day ministry of the congregation and administration of the church.
		3. In consultation with the committee to staff the church to help administer the affairs of the church.
	1. The Senior Pastor is the senior administrator of the church. He is ultimately responsible for all day-to-day administrative decisions of the Committee.
	2. The Senior Pastor is empowered to hire, direct and, if considered appropriate, to suspend staff to fulfil the objects of the Church
	3. The choice and appointment of the Senior Pastor is vested in the membership of the Church
	4. When it becomes necessary to consider the appointment of a Senior Pastor, the Committee will establish a sub-committee (the Call Committee), that will make the necessary enquiries and bring forward a recommendation to the Church via the Committee. Where appropriate the Call Committee may seek advice from the …

Note: Delete last sentence if inappropriate

* 1. The recommendation of the Call Committee shall be considered by a Special Members Meeting called for the purpose. The invitation to a Senior Pastor will be by a Special Resolution requiring at least 75% of the members present and voting by secret ballot in favour of doing so.
	2. The term of appointment of the Senior Pastor will be included in the invitation and would normally be five (5) years. The term can be extended for such further term as determined by Special Resolution.
	3. The term of service between Church and Pastor may be terminated by three months’ notice on either side, unless otherwise mutually agreed upon
	4. The Senior Pastor may be removed or suspended from office or face disciplinary action in the event of misconduct. If the Board receives a complaint, alleging misconduct of any kind, against the Senior Pastor it shall be referred to the ~~Assessment Group of the Baptist Churches of WA~~ for investigation and appropriate action.

Note: denominational body or name leadership of larger Church with whom you have close links

* 1. Any decisions made by the Church under sub-rule (8) or (9) shall be by ordinary resolution.

### Chairperson

1. The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
2. It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.

### Secretary

The secretary is responsible for —

1. dealing with the Church’s correspondence;
2. consulting with the chairperson regarding the business to be conducted at each committee meeting and general meeting;
3. preparing the notices required for meetings and for the business to be conducted at meetings;
4. unless another member is authorised by the committee to do so, maintaining on behalf of the Church the register of members as required under rule 15;
5. maintaining on behalf of the Church an up-to-date copy of these rules, as required under the Act;
6. unless another member is authorised by the committee to do so, maintaining on behalf of the Church a record of committee members and other persons authorised to act on behalf of the Church, as required under rule 58;
7. ensuring the safe custody of the books of the Church, other than the financial records of the Church;
8. maintaining full and accurate minutes of committee meetings and general meetings;
9. carrying out any other responsibilities given to the secretary under these rules or by the committee.

### Treasurer

The treasurer is responsible for —

1. ensuring that any amounts received by the Church, are deposited promptly, to the credit of the appropriate (bank) account of the Church, as required under rule 52 and directed by the committee;
2. ensuring that any payments to be made by the Church that have been authorised by the committee or at a general meeting are made on time;
3. ensuring the safe custody of the Church’s financial records, financial statements or financial reports of the Church;
4. Coordinating the preparation of the Church’s financial statements or financial reports before their submission to the Church’s annual general meeting as required in rule 53;
5. providing any assistance required by an auditor or reviewer conducting an audit or review of the Church’s financial statements or financial report under Part 5 of the Act;
6. carrying out any other duty given to the treasurer under these rules or by the committee.

### How members become committee members

A member becomes a committee member if the member —

1. is elected to the committee at a general meeting; or
2. is appointed to the committee by the committee to fill a casual vacancy under rule 32.

###  Nomination of committee members

1. At least 21 days before an annual general meeting, the secretary must send a written notice to all the members —
	1. calling for nominations for election to the committee; and
	2. stating the date by which nominations must be received by the secretary to comply with sub rule (2).
2. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 14 days before the annual general meeting.
3. The written notice must include a statement by another member in support of the nomination.

### Election of Committee

1. At the annual general meeting, an election must be held for each vacancy in the Committee.
2. The members must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
3. Each member may vote for one member who has nominated for each vacancy.
4. A member who has nominated for the vacancy may vote for himself or herself.
5. The new members of the management committee, elected at the annual general meeting, take office at the close of the meeting.

### Term of office

1. The term of office of a committee member begins when the member —
	1. is elected at an annual general meeting; or
	2. is appointed to fill a casual vacancy under rule 32
2. Subject to rule 31, a committee member elected under sub-rule 1(a) holds office for a three (3) year term with the position becoming vacant at an annual general meeting. A person appointed under sub-rule 1(b) serves until the next annual general meeting
3. A committee member is eligible for re-elected.

### Resignation and removal from office

1. A committee member may resign from the committee by written notice given to the secretary or, if the resigning member is the secretary, given to the chairperson.
2. The resignation takes effect —
	1. when the notice is received by the secretary or chairperson; or
	2. if a later time is stated in the notice, at the later time.
3. At a general meeting, the Church may by resolution remove a committee member from office.
4. A committee member who is the subject of a proposed resolution under sub rule (3) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
5. The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### When membership of committee ceases

1. A person ceases to be a committee member if the person —
	1. dies or otherwise ceases to be a member; or
	2. resigns from the committee or is removed from office under rule 30; or
	3. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act,;
	4. becomes permanently unable to act as a committee member because of a mental or physical disability; or
	5. fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
2. Where a person ceases to be a member of the committee the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the Church’s affairs.

### Filling casual vacancies

1. The committee may appoint a member who is eligible under rule 21(4) to fill a position on the committee that —
	1. has become vacant under rule 31; or
	2. was not filled by election at the most recent annual general meeting.
2. Subject to the requirement for a quorum under rule 39, the committee may continue to act despite any vacancy in its membership.
3. If there are fewer committee members than required for a quorum under rule 39, the committee may act only for the purpose of —
	1. appointing committee members under this rule; or
	2. convening a general meeting.

### Validity of acts

The acts of a committee or subcommittee, or of a committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a committee member or member of a subcommittee.

### Payments to committee members

A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in connection with the Church’s business.

### Committee meetings

1. The committee must meet at least 3 times in each year on the dates and at the times and places determined by the committee.
2. The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
3. Special committee meetings may be convened by the chairperson or any 2 committee members.

### Notice of committee meetings

1. Notice of each committee meeting must be given to each committee member at least 48 hours before the time of the meeting.
2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
3. Unless sub rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
4. Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

### Procedure and order of business

1. The chairperson or, in the chairperson’s absence, the deputy-chairperson must preside as chairperson of each committee meeting.
2. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of their number to act as chairperson of the meeting.
3. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
4. The order of business at a committee meeting may be determined by the committee members at the meeting.
5. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
6. A person invited under sub rule (5) to attend a committee meeting —
7. has no right to any agenda, minutes or other document circulated at the meeting; and
8. must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
9. cannot vote on any matter that is to be decided at the meeting.
10. A member of the committee who has a material personal interest in a matter being considered at a committee meeting must, as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and disclose the nature and extent of the interest at the next general meeting of the Church
11. the sub rule 7 does not apply in respect of a material personal interest
12. that exists only because the member is an employee of the Church; or
13. that the member has in common with all, or a substantial proportion of, the members of the Church.
14. A member of the committee who has a material personal interest in a matter being considered at a meeting of the committee must not be present while the matter is being considered at the meeting or vote on the matter
15. Every disclosure made by a committee member of a material personal interest must be recorded in the minutes of the committee meeting at which the disclosure is made.

### Use of technology to be present at committee meetings

1. The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
2. A member who participates in a committee meeting as allowed under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### Quorum for committee meetings

1. Subject to rule 32(3), no business is to be conducted at a committee meeting unless a quorum is present.
2. Fifty (50) percent of committee members will constitute a quorum.
3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
4. in the case of a special meeting — the meeting lapses; or
5. otherwise, the meeting is adjourned to the same time, day and place in the following week.
6. If a quorum is not present within 30 minutes after the commencement time of a committee meeting held under sub rule (3)(b); and at least 2 committee members are present at the meeting, those members present are taken to constitute a quorum.

### Voting at committee meetings

1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
2. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
3. If the votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

### Minutes of committee meetings

* 1. The committee must ensure that minutes are taken and kept of each committee meeting.

* 1. The minutes must record the following —
	2. the names of the committee members present at the meeting;
	3. the name of any person attending the meeting under rule 37(5);
	4. the business considered at the meeting;
	5. any motion on which a vote is taken at the meeting and the result of the vote;
	6. any disclosure of a member’s material personal interest.
1. The minutes of a committee meeting must be entered in the minute book within 30 days after the meeting is held.
2. The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —
3. the chairperson of the meeting; or
4. the chairperson of the next committee meeting.
5. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
6. the meeting to which the minutes relate was duly convened and held; and
7. the matters recorded as having taken place at the meeting took place as recorded; and
8. any appointment purportedly made at the meeting was validly made.

### Subcommittees

1. To help the committee in the conduct of the Church’s business, the committee may, in writing establish one or more subcommittee.
2. A subcommittee may consist of the number of people, whether or not members, that the committee considers appropriate.
3. Subject to any directions given by the committee a subcommittee may meet and conduct business as it considers appropriate.

### Delegation to subcommittees

1. The committee may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the committee other than —
	1. the power to delegate; and
	2. a non-delegable duty.
2. The delegation may be made subject to any conditions or exceptions that the committee specifies in the document by which the delegation is made. However this does not prevent the committee from exercising or performing the power or duty delegated.
3. Any act or thing done by a subcommittee under the delegation has the same force and effect as if it had been done by the committee.
4. The committee may, in writing, amend or revoke the delegation.

## PART 6 — GENERAL MEETINGS

### Annual general meeting

1. The committee must determine the date, time and place of the annual general meeting.
2. If it is proposed to hold the annual general meeting more than 6 months after the end of the Church’s financial year, the secretary must apply to the Commissioner for permission within 4 months after the end of the financial year.
3. The ordinary business of the annual general meeting is as follows —
	1. to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
	2. to receive and consider —
		1. the committee’s annual report on the Church’s activities during the preceding financial year; or
		2. the financial statements or the financial report of the Church for the preceding financial year; and
		3. a copy of the report of the review or auditor’s report on the financial statements or financial report; (if applicable).
	3. to elect committee members of the Church;
	4. if applicable, to appoint or remove a reviewer or auditor of the Church;
	5. any other business of which notice has been given in accordance with these rules.

### Special general meetings

1. The committee may convene a special general meeting.
2. The committee must convene a special general meeting if at least 10% of the members require a special general meeting to be convened.
3. The members requiring a special general meeting to be convened must —
	1. make the requirement by written notice given to the secretary; and
	2. state in the notice the business to be considered at the meeting; and
	3. each sign the notice.
4. The special general meeting must be convened within 28 days after notice is given under sub rule (3)(a).
5. If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
6. A special general meeting convened by members under sub rule (5) —
	1. must be held within 3 months after the date the original requirement was made; and
	2. may only consider the business stated in the notice by which the requirement was made.
7. The Church must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (5).

### Notice of general meetings

1. The secretary or, in the case of a special general meeting convened under rule 45(5), the members convening the meeting, must give to each member —
	1. at least 21 days’ notice of a general meeting if a special resolution is to be proposed at the meeting; or
	2. at least 10 days’ notice of a general meeting in any other case.
2. The notice must —
	1. specify the date, time and place of the meeting; and
	2. indicate the general nature of each item of business to be considered at the meeting; and
	3. if the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 27(2); and
	4. if a special resolution is proposed —
		1. set out the wording of the proposed resolution; and
		2. state that the resolution is intended to be proposed as a special resolution;
	5. All notices of and other communications relating to any general meetings of the Church that a member is entitled to receive must be given to the reviewer or auditor(where appointed).

### Presiding member and quorum for general meetings

1. The chairperson or, in the chairperson’s absence, the deputy chairperson must preside as chairperson of each general meeting.
2. If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a general meeting, the members at the meeting must appoint a chairperson of the meeting.
3. No business is to be conducted at a general meeting unless a quorum is present.
4. Twenty (20) percent of members personally present will constitute a quorum
5. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
	1. in the case of a special general meeting — the meeting lapses; or
	2. in the case of the annual general meeting — the meeting is adjourned to —
		1. the same time and day in the following week; and
		2. the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
6. If —
	1. a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under sub rule (5)(b); and
	2. at least 2 members are present at the meeting,

those members present are taken to constitute a quorum.

### Adjournment of general meeting

1. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
3. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 46.

### Voting at general meeting

1. On any question arising at a general meeting —
	1. subject to sub rule (3), each member has one vote; and
	2. members shall vote in person.
2. Except in the case of a special resolution, a motion is carried if a majority of the members present and voting at a general meeting vote in favour of the motion.
3. If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

### Determining whether resolution carried

1. Subject to sub rule (3), the chairperson of a general meeting may, by a show of hands, declare that a resolution has been —
	1. carried; or
	2. lost.
2. If the resolution is a special resolution, the declaration under sub rule (1) must identify the resolution as a special resolution.
3. If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person —
4. the poll must be taken at the meeting in the manner determined by the chairperson; and
5. the chairperson must declare the determination of the resolution on the basis of the poll.
6. If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
7. A declaration under sub rule (1) or (3) must be recorded in the minutes of the meeting as evidence of how the resolution was determined.

### Minutes of general meeting

1. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must record —
	1. the names of the members attending the meeting; and
	2. the financial statements or financial report presented at the meeting; and
	3. any report of the review or auditor’s report on the financial statements or financial report presented at the meeting.
4. The minutes of a general meeting must be entered in the Church’s minute book within 30 days after the meeting is held.
5. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
	1. the chairperson of the meeting; or
	2. the chairperson of the next general meeting: or
	3. authority is given to the committee to review and approve.
6. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that —
	1. the meeting to which the minutes relate was duly convened and held; and
	2. the matters recorded as having taken place at the meeting took place as recorded; and
	3. any election or appointment purportedly made at the meeting was validly made.

## PART 7 — FINANCIAL MATTERS

### Control of funds

1. The Church must open an account in the name of the Church with a financial institution from which all expenditure of the Church is made and into which all funds received by the Church are deposited.
2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Church.
3. The committee may authorise the treasurer to expend funds on behalf of the Church up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Church must be signed by two persons, where practicable at least one of them being a committee member
5. All funds of the Church must be deposited into the Church’s account promptly after their receipt
6. The Church must keep financial records that;
7. correctly record and explain its transactions and financial position and performance; and
8. enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
9. The Church must retain its financial records for at least 7 years after the transactions covered by the records are completed.

### Financial statements and financial reports

1. For each financial year, the committee must ensure that the requirements imposed on the Church under Part 5 of the Act relating to the financial reporting of the Church are met.
2. Those requirements include —
	1. if the Church is a tier 1 association, the preparation of the financial statements;
	2. if the Church is a tier 2 or tier 3 associations, the preparation of the financial report.
	3. the presentation to the annual general meeting of the financial statements or financial report, as applicable
3. Where the Association is a tier 2 or tier 3 association, or where the Members of the Association request it, an audit or review (as appropriate) of the financial report is required for presentation to the Members Meeting.

## PART 8 — GENERAL MATTERS

### By-laws

1. The Church may, by resolution at a general meeting, make, amend or revoke by-laws.
2. By-laws may —
	1. impose restrictions on the committee’s powers, including the power to dispose of the Church’s assets; and
	2. provide for any other matter the Church considers necessary or convenient to be dealt with in the by-laws.
3. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
4. At the request of a member, the Church must make a copy of the by-laws available for inspection by the member.

### Executing documents and common seal

1. The Church may execute a document without using a common seal if the document is signed by —
	1. 2 committee members; or
	2. one committee member and a person authorised by the committee.
2. If the Church has a common seal —
	1. the name of the Church must appear in legible characters on the common seal; and
	2. a document may only be sealed with the common seal by the authority of the committee and in the presence of —
		1. 2 committee members; or
		2. one committee member and a person authorised by the committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

1. The secretary must make a written record of each use of the common seal.
2. The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

### Giving notices to members

A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and —

* 1. delivered by hand to the recorded address of the member; or
	2. sent by prepaid post to the recorded postal address of the member; or
	3. sent by electronic transmission to an appropriate recorded electronic address of the member.

### Custody of books and securities

1. Subject to sub rule (2), the books and any securities of the Church must be kept in the secretary’s custody or under the secretary’s control.
2. The financial records and, as applicable, the financial statements or financial reports of the Church must be kept in the treasurer’s custody or under the treasurer’s control.
3. Sub rules (1) and (2) have effect except as otherwise decided by the committee.
4. The books of the Church other than the Minute Book must be retained for at least 7 years. The Minute Books should as far as is possible, be retained as a permanent record.

### Record of office holders

The record of committee members and seal holders of the Church that is required to be maintained under the Act must be kept in the secretary’s custody or under the secretary’s control.

### Inspection of records

1. A member may, at any reasonable time, inspect without charge the Rules, minutes of any general meeting, the membership register, the register of office holders and any reports presented at any general meeting.
2. The member must contact the secretary to make the necessary arrangements for the inspection at a mutually convenient time.
3. The member may make a copy of or take an extract from a record or document referred to in sub rule (1) but does not have a right to remove the record or document for that purpose.
4. The member must not use or disclose information in a record or document referred to in sub rule (1) except for a purpose —
	1. that is directly connected with the affairs of the Church; or
	2. that is related to complying with a requirement of the Act.

### Publication by committee members prohibited

A committee member must not publish, or cause to be published, any statement about the business conducted by the Church at a general meeting or committee meeting unless —

1. the committee member has been authorised to do so at a committee meeting; and
2. the authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

### Distribution of surplus property on cancellation or winding up

* 1. On the cancellation of the incorporation or the winding up of the Church, its surplus property must be distributed as determined by special resolution of the members to another Incorporated Church having objects wholly or substantially similar to the Church and which has been endorsed by the ACNC as a charity.
	2. A meeting convened under this rule requires 28 days written notice

* 1. In this rule ***surplus property***, in relation to the Church, means property remaining after satisfaction of —
	2. the debts and liabilities of the Church; and
	3. the costs, charges and expenses of winding up or cancelling the incorporation of the Church,

but does not include books relating to the management of the Church.

* 1. The Board shall continue in office subsequent to the decision to cancel or wind up the Association for the purpose of giving effect to the efficient realisation of assets and the winding up in accordance with the provisions of the Act

###  Alteration of rules

1. If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution approved at a members meeting of which 28 days written notice has been given.
2. The Association must lodge with the Commissioner, within one month, the notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules so altered conform to the requirements of the Act.
3. The Alteration to the rules of the Association do not take effect until the approval of the Commissioner is given.

### Statement of Faith

**Note: insert here an appropriate statement**