

**PROPOSED
CONSTITUTION
OF THE
MUKINBUDIN CHURCH OF CHRIST
INCORPORATED**

25th of April 2019

Rules

Mukinbudin Church of Christ INC.

1. NAME

The name of the body is "**Mukinbudin Church of Christ Incorporated,**" in this constitution called "**the Church,**"

2. DEFINITIONS

In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporations Act 2015* (as amended or substituted).

"**Affirmation**" means nominated by the Board of Management and affirmed by the vote of the active members.

"**Association**" means the Churches of Christ in Western Australia Inc.

"**Board of Management**" means the management committee of the Church, in this constitution called "**the Board**".

"**Church of Christ**" means a church affiliated with the Association of Churches of Christ in Western Australia Inc.

"**Deacon**" means any member elected to the Board.

"**Elder**" means any member elected into the eldership of the church and includes the senior pastor.

"**General Meeting**" means a General Meeting of members of the Church convened in accordance with this constitution.

"**Member**" means a member of the Church with full voting rights.

"**Ministry Team Leader**" means a member appointed by the Elders, to a position of leadership within the church.

"**Ordinary Resolution**" is a resolution of the Church which is not a Special Resolution.

"**Poll**" means the method of voting on a motion in writing.

"**Senior Pastor**" means the person appointed by the church who oversees the day to day running of the Church.

"**Special Resolution**" includes a resolution required for the alteration of this constitution, voluntary winding-up and distribution of assets. It requires to be passed by a majority of

not less than 75% of the members present and entitled to vote at a general meeting of which prior written notice of the special resolution has been given.

“Tier 1 Association” means an incorporated association with revenue less than \$250,000 per year.

“Tier 2 Association” means an incorporated association with revenue of between \$250,000 and \$1,000,000 per year.

“Tier 3 Association” means an incorporated association with revenue exceeding \$1,000,000 per year.

3. Powers of the Church

Subject to the Act, the Church may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

- (a) Acquire, hold, pledge or create encumbrances, mortgages, charges or lien, deal with, develop, redevelop, lease, maintain and dispose of any real or personal property, whether in whole or in part;
- (b) Open and operate bank accounts, draw, make, accept, endorse and issue Bills of Exchange, Promissory notes and other negotiable instruments of whatsoever kind or nature;
- (c) Invest its funds -
 - in any security in which trust funds may lawfully be invested; or
 - in any other manner authorised by the rules of the Association;
- (d) Borrow funds upon such terms and conditions as the Association thinks fit;
- (e) Provide guarantees to financial institutions or other funding bodies on behalf of member churches seeking external loans or grants for purposes consistent with this constitution;
- (f) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) Enter into hedging facilities or any other transaction in connection with financial exposures to interest rates or any other financial risk or exposure and to undertake, execute or otherwise enter into any derivative, financial markets or capital markets transactions of whatsoever kind or nature;
- (h) Appoint agents to transact any business of the Association on its behalf;
- (i) Act as trustee and accept and hold real and personal property upon trust, but it 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 rules of the Association;

- (j) Borrow funds and to secure repayment thereof (with or without interest) and for such purpose execute any mortgage, charge, debenture or other security over all or any real or personal property of the Association;
- (k) Use or permit others to use on terms and conditions, if necessary or desirable, the real and personal property of the Association;
- (l) Accept subscriptions, donations and bequests of real and personal property;
- (m) Affiliate with, establish, or support, or aid in the establishment or support of any association, society, fund or movement to further the objects of the Association;
- (n) Do such other acts or things or enter into such other contracts as are beneficial to the furthering of the objects of the Association.

4. OBJECTS

- (a) To proclaim the Good News of the Kingdom of God.
- (b) To provide services which builds people as disciples of Jesus Christ.
- (c) To serve the community so that people may experience the love and presence of God.
- (d) To make the Holy Bible the sole and final authority in all matters of faith and practice.

5. 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.

5.1 Payment may be made to a Member out of funds of the Church only if authorised under rule 5.2

5.2 A payment to a member out of the funds of the church is authorised if:

- (a) 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
- (b) the payment of interest, on money borrowed by the Church from the member, at a rate not greater than the secured rate of the financial institution with which the Church conducts its financial affairs;
- (c) the payment of reasonable rent to the member for premises leased by the member to the Church; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Church.

6. MEMBERSHIP

6.1 Membership of the Church shall comprise those who have been invited by the Elders and declare their faith in Jesus Christ as Lord and Saviour, who have been baptised by immersion according to New Testament practice, who accept the objects of the Church and who formally seek identification with this congregation.

6.2 Membership of the church is free, but members are encouraged to give regularly and in accordance with their means in general and special offerings to support ministry and mission of the Church.

7. MEMBERSHIP REGISTER

7.1 An **ACTIVE MEMBER** is one who regularly participates in the activities of the Church as determined on a policy basis by the Board.

7.2 A member who is absent from fellowship activities (other than for sickness or other acceptable reason) shall be deemed to be **INACTIVE** on a policy basis as determined by the Board.

7.3 A person who is committed to the Church but who chooses not to be a member, or who does not qualify for membership shall be considered to be an **ASSOCIATE**.

7.4 A person who has the qualifications of Active Members but are unable to attend services regularly because of distance or other personal circumstances shall be considered an **ISOLATED MEMBER**.

Regular attendance is defined as attending at least one service a month.

7.5 Removal of members

A person ceases to be a member when any of the following take place:

- 7.5.1 On their own request.
- 7.5.2 The member dies.
- 7.5.3 The member joins another church.
- 7.5.4 By the Elders if absent for an extended period.
- 7.5.5 By the Elders in cases of misconduct.
- 7.5.6 Before a member is removed from membership, other than at their own request, the member must be offered an opportunity to be heard.

The Elders must advise the person of their decision.

7.5 Register of Members

The Board shall keep and maintain a register of members at the Church office, in compliance with the Act.

8. MEETINGS OF MEMBERS

8.1 The Church shall in each calendar year convene an Annual General Meeting (AGM) of its members.

8.2 The Board may call a members meeting at any time.

8.3 Four (4) weeks' notice shall be given for each members meeting. Notice is to be given by:

- publication on the church website
- weekly announcement at church services.

8.4 Twenty five percent (25%) of the members is a quorum.

8.5 Conducting Business

The business of a members meeting may only be conducted and decided by Motions on Notice given in writing to the Board at least three weeks prior to the meeting. Procedural motions may be moved without notice.

The Board will give at least two weeks' notice to all members of Motions on Notice.

The Chairperson of the Board will ordinarily chair meetings. If the Chairperson is unable or unwilling, the members may elect a Chairperson from amongst its members.

The proceedings of the meeting are to be conducted in such a manner as the Chairperson thinks fit and unless the Chairperson rules otherwise, shall be conducted in accordance with the rules of debate.

8.6 Voting

Each **Active and Isolated** member over the age of 18 is entitled to vote.

Voting shall generally be on the voices or on a show of hands as the Chairperson chooses, in which case each member is entitled to one vote.

The Chairperson may, or the meeting may resolve to, call for a Poll (secret ballot). Polls shall be conducted using voting slips. If a poll is called for it shall be held at that meeting and the Chairperson shall announce the result immediately after completion of counting.

8.7 Minutes of Meetings

8.7.1 The Secretary must cause proper minutes of all proceedings of all general 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.

9. SPECIAL GENERAL MEETINGS

9.1 Special General Meetings are:

- Meetings called by the Board other than the AGM, and
- Meetings requisitioned by Members.

9.2 Twenty percent (20%) of the Members from time to time may together, in writing, ask the Board to call a Special General Meeting.

9.3 Requisitions shall clearly define the business of the proposed meeting and any proposed motions as Motions on Notice. Only the business set out in the requisition may be conducted at a Special General Meeting.

9.4 The Board shall consider the business of any Special General Meeting and may make a recommendation to the Meeting on any item of business.

10. The Board of Management

10.1 Composition

The Board shall consist of;

- (a) The Elders
- (b) The Deacons

10.2 Responsibility and Powers

The Board shall have the responsibility for the governance as distinct from the management of the Church. In particular, it will serve the Church by:

- (a) engaging in strategic planning;
- (b) legal compliance;
- (c) fiscal accountability;
- (d) public image and relationships with related organisations;
- (e) producing written governing policies;
- (f) encouraging and developing potential Board members;
- (g) delegating implementation of goals;
- (h) monitoring achievement of goals;
- (i) communicating information to the church on its activities and decisions;
- (j) providing guidance on the interpretation of the constitution.

In addition to the above the Elders are responsible for;

- (a) overseeing the spiritual health and direction of the Church;
- (b) determining the mission, vision and values;
- (c) selecting and supporting the Senior Pastor;
- (d) producing an assessment of Senior Pastor's performance.

10.3 Qualification of Members eligible to be Members of the Board

Members of the Board shall be active members of the Church in good standing for a minimum period of two years.

10.4 Chairperson

10.4.1 The Board at its first meeting shall appoint, from its membership, a Chairperson and from either its membership or the active members of the Church a Secretary, and Treasurer for the ensuing year.

10.4.2 The Chairperson's role is to run the meetings in an orderly fashion and to ensure appropriate records are kept of the meetings.

10.4.3 Unless otherwise determined by the Board, the Secretary will fulfil the responsibilities of Public Officer of the Church.

10.5 Quorum and Procedure

10.5.1 The quorum for any Board meeting shall be not less than fifty percent (50%) of the members of the Board.

10.5.2 The members of the Board, shall be entitled to one vote on questions arising in a meeting.

10.5.3 Meetings of the Board will be held bi-Monthly or more frequently as determined by the Board.

10.5.4 Voting shall be by simple majority with the Chair holding a casting vote. If requested, voting can be by secret ballot or may be conducted using available technology.

10.5.5 The Secretary must cause proper minutes of all proceedings of all Board meetings to be taken and a record made.

10.6 Term of Office

10.6.1 Deacons elected to the Board shall be appointed for a term of two years.

10.7 Vacancies

10.7.1 For the purposes of this constitution, the office of a member of the 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) is found guilty of misconduct or experiences moral or ethical circumstances rendering the holding of the office incompatible with the objects of the Church.

Where 10.7.1.(c) applies the process will include the following steps:

The Elders will give written notice of the reason, and will seek a meeting with the person;

The person will have opportunity to respond to this notice;

A Special Resolution for termination of Board membership is passed at a Board meeting.

Notification of the outcome of the Special Resolution is made to the person within fourteen (14) days.

10.7.2 The Board may appoint a member to fill any vacant position on the Board and the appointed member shall hold office until the conclusion of the AGM following the date of the appointment.

11. ELECTION TO BOARD

11.1 Elders

Nominations for new Elders shall be nominated by the existing Elders of the Church, nominees shall only be appointed if affirmed by at least 75% of the valid votes cast by the members by secret ballot as set out in the Church policy document.

11.2 Deacons

Deacons shall be nominated by two active members and a nominee shall only be appointed if affirmed by at least 66% of the valid votes cast by the members by secret ballot as set out in the Church policy document.

12. MINISTRY

12.1 Appointment

12.1 The calling and appointment (including extension of appointment) of the Senior Pastor shall be by affirmation of the Church following a recommendation by the Elders. The affirmation of the Senior Pastor shall be by secret ballot and require the approval of at least 75% of valid votes cast by the members.

12.2 Accountability

12.2.1 The Senior Pastor shall be accountable to the Board for the execution and implementation of policies and for the procedures of the Church.

12.2.2 Other Pastors shall be accountable to the Elders.

12.2.3 Termination of any Minister shall require (apart from emergent circumstances) three months' notification on either side. If the Board determines that immediate vacation of the position is required, other than for reason of misconduct, they shall have the discretion to pay out the notice period.

12.2.4 To terminate an Employee, the Board must:

- (a) Reach a consensus that termination is required.
- (b) Comply with the procedures as set from time to time in the Mukinbudin Church of Christ Board Governance policies.

- (c) If requested involve a person nominated by the Executive Minister of Churches of Christ in WA Inc to give advice to both parties, or
- (d) Request a person or persons nominated by the Executive Minister of Churches of Christ in WA Inc to mediate between the parties to ensure natural justice is exercised.

12.2.5 Following advice that termination is proposed, the employee may be suspended at the discretion of the Elders pending termination.

13. OTHER CHURCH LEADERS

13.1 The calling and appointment of other church leaders shall be entrusted to the Elders.

13.2 Other church leaders shall be accountable to the Elders.

14. FINANCE AND PROPERTY

14.1 Loans and Property

The Board is responsible for all church properties.

No property is to be acquired or sold without the approval of the members.

14.2 Funds of the Church

14.2.1 The funds of the Church shall be derived from offerings, gifts, interest, loans and such other sources as the Board determines.

14.2.2 The control of the Church funds shall be overseen by the Board.

14.2.3 The signatories for the Church bank account(s) shall be at least two members of the Board and any members appointed by the Board for that purpose.

14.2.4 Two signatures of approved persons shall be required to validate each payment.

14.2.5 For each financial year, the Board must ensure that the requirements imposed on the Church under Part 5 of the Act relating to financial statements or financial reports of the Church are met.

Those requirements include –

- (a) if the Church is a tier 1 association, the preparation of the financial statements;
- (b) if the Church is a tier 2 or tier 3 association, the preparation of the financial report;
- (c) the presentation to the annual general meeting of the financial statements or financial report, as applicable

Where the Church is a tier 2 or tier 3 association, or where the members of the Church request it, an audit or review (as appropriate) of the financial report is required for presentation to the members meeting.

14.2.6 Payments made to any Board member, other than those exempt under the Act, must be approved by the Board and recorded in the minutes.

14.3. Financial Year

The financial year of the Church is to be from 1 July to 30 June.

15. COMMON SEAL

15.1 The Common Seal shall be in the custody of the Secretary.

15.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and such affixing shall be attested by the signatures of two members of the Board.

16. VALIDATION OF ACTS

If it is afterwards discovered that there was some defect in the appointment or election of a person as a member of the Board, or that person so appointed or elected was ineligible, all acts done at any meeting of the board or of a committee or by any person acting as a Board member are as valid as if that person had been duly appointed or elected and was eligible to be a Board member.

17. DISPUTES AND DISCIPLINE

17.1 All disputes between one member and another member or between a member and the Church may be resolved according to the procedure set out in Scripture, such as Matthew chapter 18 verses 15 to 20.

17.2 The procedure set out in these Rules applies to disputes or differences under these Rules between either a member, including a partner, and another member, or partner, or a member, or partner, and the Church.

17.3 A member subject to discipline by the Church may request a person or persons nominated by the Executive Minister of Churches of Christ in WA Inc to mediate between the parties to ensure natural justice is exercised.

17.4 Before commencing proceedings in any jurisdiction, the parties to a dispute or grievance must meet personally, or, if an incorporated body, by personal representative authorised to settle the dispute, and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after notice of the dispute is given to all parties.

If the parties are unable to resolve the dispute or difference at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days advise the Board Chairperson in writing about the dispute.

The Chairperson shall refer the dispute or grievance to mediation in accordance with, and subject to, The Resolution Institute Mediation Rules 2016 and request that The Resolution Institute appoint a mediator.

If the dispute or difference is not settled within 30 days of submission to mediation (unless such period is extended by agreement of the parties), either of the parties may make an application to the State Administrative Tribunal to have the dispute determined by that Tribunal.

Notwithstanding the existence of a dispute or difference each party shall continue to perform any contract they have between them.

18. INSPECTION OF RECORDS

The Board is responsible for the custody of all records, books, documents and securities all of which shall be kept at the office of the Church unless in secure storage elsewhere.

A member may at any reasonable time inspect without charge, the minutes of any general meeting, the membership register, the constitution, the financial reports and any report presented at any general meeting of the Church.

19. RULES

19.1 These Rules may be amended by special resolution in accordance with the Act.

19.2 Revocation of Former Rules.

Upon adoption, these Rules revoke any previous Rules and revoke any standing motion inconsistent with these Rules.

20. DISSOLUTION

The Church shall only be dissolved in accordance with the Act.

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 members of the Church but shall be transferred or distributed or given to Churches of Christ in Western Australia Inc.