

# CONSTITUTION OF ORANGE EVANGELICAL CHURCH (OEC) INC.

**MARCH 2011**

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## 1 PRELIMINARY

### 1.1 Definitions

In these rules:

***“associate ministry worker”***

means a person appointed according to section 4.4.

***“Board of Reference”***

means those persons appointed according to section 7.10.

***“council”***

means those partners elected according to section 3.7.

***“doctrinal statement”***

means the beliefs set out in section 1.4.

***“financial year”***

means the Association's financial year, ending on 31st December.

***“general meeting”***

means a general meeting of the Association including an annual general meeting.

***“mission statement”***

means the objects of the Association as set out in section 1.3.

***“other minister”***

means a person appointed according to section 4.2.

***“overseer”***

means a partner elected to be an overseer as set out in section 3.3.

***“overseers”***

means the committee, which is comprised of partners as set out in sections 3.1 and 3.2.

***“partner”***

means a member, however described, of the Association.

***“public officer”***

means the person appointed by the overseers according to section 7.9 for the purposes of complying with the *Associations Incorporation Act 2009*.

***“public assembly”***

means a meeting of the Association, other than a meeting held in accordance with Part 6 of this Constitution, which is open to members of the public.

***“secretary”***

means the person appointed according to section 3.13 as secretary of the Association, or if no such person holds that office, the public officer of the Association.

***“senior minister”***

means the person appointed according to section 4.1.

***“special resolution”***

means a resolution to decide any of those matters set out in paragraph 6.4 (c).

**“the Act”**

means the *Associations Incorporation Act 2009*.

**“the Association”**

means Orange Evangelical Church (OEC) Incorporated.

**“the Regulation”**

means the *Associations Incorporation Regulation as made from time to time*.

**1.2 Interpretation**

In this Constitution:

- 1.2(a) a reference to a function includes a reference to a power, authority and duty; and
- 1.2(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
- 1.2(c) the provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act; and
- 1.2(d) in this Constitution a “Note” does not form part of the Constitution.

**1.3 Mission statement**

The objects for which the Association is established are:

To build up the Christian church by presenting God’s word, the Bible, in God’s world through:

- (a) Evangelism: presenting God’s Word clearly to enable people to become Christians;
- (b) Encouragement: presenting God’s Word to build up Christian knowledge and attitudes;
- (c) Equipping: building up skills and experience in Christian service and training Christian leaders.

**1.4 Doctrinal statement**

The Doctrinal statement of the Association is as follows:

We believe

- (a) That the Bible as originally given is the divinely inspired Word of God which reveals God clearly. It is the supreme authority, and can be relied upon fully, in all matters of faith and conduct today.
- (b) That God is the sovereign creator. He is one and yet three persons: the Father, the Son and the Holy Spirit, living and interrelating in perfect unity forever.
- (c) That all people are by nature sinful, rebellious and dead towards God. They are therefore guilty before God and, apart from his grace, stand condemned to hell.
- (d) That God in his love sent his Son Jesus Christ. He was conceived by the Holy Spirit and born of a virgin, Mary. He is human, yet without sin.
- (e) That God’s chosen people are redeemed from the penalty and power of sin only by Christ’s single, perfect sacrificial death which was sufficient for all people. He willingly acted as our representative and substitute before God. Our redemption is not by works but by God’s unmerited grace.
- (f) That Jesus Christ rose from the dead in bodily form and ascended to heaven and is seated with all authority at the right hand of the Father as the one true mediator between God and people.
- (g) That by God’s mercy, his Holy Spirit brings about spiritual rebirth in his people by granting the individual sinner repentance towards God and faith in the Lord Jesus Christ through God’s Word.

- (h) That the Holy Spirit indwells and works in believers to empower them to live godly lives, to give gifts for the ministry of the church, to inspire love for one another and to bring glory to the Lord Jesus Christ.
- (i) That according to his promise, Jesus will return personally and visibly for the final judgment of all people. Those who are his will be rescued from his wrath and raised to be with him forever. This is the Christian's great hope and confidence.

## **1.5 Church practices**

Church practices are to comply with the doctrinal statement while recognising the freedoms allowed by God's Word. The overseers may issue position papers to define such practices in consultation with the members of the Board of Reference.

## **2 PARTNERSHIP OF THE ASSOCIATION**

### **2.1 Partnership qualifications**

A person is qualified to be a partner of the Association if, but only if:

2.1(a) [Deleted]

2.1(b) the person:

- (i) is at least 18 years old; and
- (ii) has been in regular attendance at public assemblies of the Association for a period of at least six months; and
- (iii) has applied for partnership in accordance with section 2.2; and
- (iv) professes faith in Jesus Christ as Lord and Saviour; and
- (v) is willing to commit themselves in terms of prayer, attendance, financial support, decision making and use of their gifts, skills and abilities to achieve the objects of the Association; and
- (vi) can affirm and sign the doctrinal statement of the Association; and
- (vii) is not an official member of another church; and
- (viii) has been approved for partnership by the overseers; or

2.1(c) the person has been appointed as a minister or an associate ministry worker.

### **2.2 Application for partnership**

2.2(a) An application by a person for partnership of the Association should be made verbally or in writing to the overseers.

2.2(b) As soon as practicable after receiving an application for partnership, the overseers will appoint partners to visit the applicant to discuss their Christian commitment, the mission statement, the doctrinal statement and partnership commitments. If they agree with its contents the applicant shall sign a copy of an Affirmation of Commitment document, which includes the statement of beliefs, which is to be delivered to the overseers.

2.2(c) If the overseers determine to approve the application they shall forward the signed affirmation document to the Secretary.

2.2(d) The secretary shall, as soon as practicable upon receipt of a signed affirmation document from the overseers, enter the applicant's details in the register of partners, and upon the details being so entered, the applicant shall become a partner of the Association.

2.2(e) The secretary shall, as soon as possible, notify the applicant and provide a copy of this Constitution to all new partners who do not already possess one.

2.2(f) If the overseers reject the application an overseer shall be appointed to discuss the matter with the applicant.

### **2.3 Partnership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a partner of the Association:

- (i) is not capable of being transferred or transmitted to another person; and
- (ii) terminates upon cessation of the person's partnership.

### **2.4 Cessation of partnership**

If a partner of the Association:

2.4(a) dies; or

2.4(b) resigns from partnership of the Association

they cease to be a partner and the date of cessation of partnership shall be entered into the register.

### **2.5 Resignation or removal of partnership**

2.5(a) A partner is not entitled to resign from partnership of the Association except in accordance with this Constitution.

2.5(b) A partner may resign from partnership of the Association by giving written notice to the overseers of their intention to resign and, upon the expiration of the period of notice, the partner ceases to be a partner.

2.5(c) The overseers may remove a person from partnership of the Association where a person ceases to be in regular attendance at public assemblies of the Association for a period of not less than six months.

2.5(d) [Deleted]

2.5(e) [Deleted]

2.5(f) Where a person ceases to be a partner under this section, the secretary shall make an appropriate entry in the register of partners recording the date on which the partner ceased to be a partner, and shall notify, or attempt to notify, the person of the action taken.

2.5(g) The overseers shall remove a person from partnership of the Association where a person is disciplined by the overseers in accordance with paragraph 2.6 (f).

### **2.6 Disciplining of partners**

2.6(a) Unresolved matters of dispute or offence between partners or other persons who regularly attend public assemblies of the Association shall be referred to the overseers for consideration and determination.

2.6(b) Where a partner:

- (i) speaks in a way contrary to the doctrinal statement or acts in a way contrary to the mission statement of the Association; or
- (ii) professes to no longer have faith in Jesus Christ as Saviour and Lord; or
- (iii) acts in a manner prejudicial to the interests of the Association;

the overseers are to make every effort in love and meekness to restore that partner to healthy participation in the Association.

2.6(c) [Deleted]

2.6(d) Unresolved matters of dispute or offence between partners and the Association shall be referred to the overseers for consideration and determination.

2.6(e) If a dispute between partners and the Association remains unresolved the partners may appeal in writing to the members of the Board of Reference. The members of the Board of Reference shall determine the matter by a simple majority.

2.6(f) Should such efforts fail the overseers will serve notice in writing on the partner that

they propose to remove their name from the register of partners and shall give the partner 14 days within which to make written submissions to the overseers in connection with the notice.

- 2.6(g) The overseers, after considering any such written submissions, may by resolution remove the partner's name from the register of partners as provided for in paragraph 2.5(g).
- 2.6(h) A partner whose name has been removed from the register may appeal in writing to the members of the Board of Reference. The members of the Board of Reference shall decide by a simple majority whether to affirm or revoke the decision of the overseers and their decision will be final.
- 2.6(i) A partner whose name has been removed from the register may seek renewed partnership in accordance with the requirements of section 2.2.

## **2.7 Register of partners**

- 2.7(a) The secretary of the Association shall establish and maintain a register of partners of the Association specifying the name and address of each person who is a partner, together with the date on which the person became, or ceased to be, a partner.
- 2.7(b) The register of partners must be kept at the principal place of administration of the Association and must be available for inspection, free of charge, to any partner of the Association at any reasonable hour.

## **2.8 Partnership fees**

No entrance fee or annual partnership fee is payable to the Association.

## **2.9 Liability of partners**

The liability of a partner to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount of one dollar (\$1.00).

## **2.10 Involvement of persons who are not partners**

- 2.10(a) Persons who are not partners of the Association are welcome to attend all public assemblies of the Association, share in ministry as approved by the overseers and attend meetings as observers. If present at meetings they may speak as permitted by the chairman of the meeting.
- 2.10(b) Where a person who is not a partner brings the Association into disrepute by speaking or acting in a way contrary to the doctrinal statement or mission statement, the overseers shall make every effort in love and meekness to restore that person to healthy participation in the life of the Association.

# **3 OVERSEERS and COUNCIL**

## **OVERSEERS**

### **3.1 Responsibilities of the overseers**

- 3.1(a) The overseers, subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in general meeting:
  - (i) shall oversee and manage the affairs of the Association; and
  - (ii) may exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by the Association in general meeting; and
  - (iii) have the power to perform all such acts and do all such things as appear to the overseers to be necessary or desirable for the proper management of the affairs of the Association.

### **3.2 Composition and membership of the overseers**

- 3.2(a) The composition of the overseers is:
- (i) the senior minister;
  - (ii) four other partners, who are not ministers or associate ministry workers, each of whom shall be elected according to section 3.3.
- 3.2(b) Each overseer other than the senior minister is, subject to this Constitution, to hold office until the conclusion of the second annual general meeting following the date of the overseer's election, but is eligible for re-election.
- 3.2(c) The office bearers of the Association will consist of:
- (i) the senior minister; and
  - (ii) the secretary; and
  - (iii) the treasurer.

### **3.3 Election of overseers**

- 3.3(a) All overseers, including the senior minister, shall:
- (i) be men who are functioning as elders in the Association consistent with the Biblical descriptions, especially 1 Timothy 3:2-7, Titus 1:7-9 and 1 Peter 5:1-5; and
  - (ii) affirm that they agree to uphold the doctrinal statement and mission statement of the Association by signing a copy of each document at each annual general meeting of the Association or as soon as possible thereafter.
- 3.3(b) All overseers, except the senior minister, shall have been partners of the Association for at least twelve (12) months.
- 3.3(c) Nominations for candidates, other than the senior minister, for election as overseers:
- (i) shall be made in writing, signed by two (2) partners of the Association and accompanied by the written consent of the candidate (to be endorsed on the form of nomination—see Appendix 2 – Overseers nomination); and
  - (ii) must be delivered to the secretary of the Association at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 3.3(d) A secret ballot is to be held even if insufficient nominations for all positions are received.
- 3.3(e) The ballot for the election of overseers is to be conducted at the annual general meeting. In order to be elected as an overseer a candidate must receive a vote from at least two thirds (66.7%) of the partners present at the meeting and entitled to vote.
- 3.3(f) Partners may vote only once for any or all candidates. Where more than the required numbers of candidates receive votes from more than two thirds (66.7%) of the partners present, those candidates who receive the highest number of votes will be elected. If more than one candidate for the final position has the same number of votes the chairman will draw lots to decide between them.
- 3.3(g) If the required number of overseers is not elected in this way, then the current overseers will repeat the process from paragraph 3.3 (c) and call a subsequent general meeting to fill any vacancy.
- 3.3(h) [Deleted]

### **3.4 Overseers' meetings and quorum**

- 3.4(a) The overseers shall meet at least six (6) times in each period of twelve (12) months at such place and time as the overseers may determine. The overseers will also meet with the ordinary council members at council meetings.
- 3.4(b) Additional meetings of the overseers may be convened by any overseer.
- 3.4(c) Oral or written notice of overseers' meetings shall be given by the secretary to each



overseer at least 48 hours (or such other period unanimously agreed upon by the overseers) before the time appointed for the holding of the meeting.

- 3.4(d) Notice of a meeting given according to paragraph 3.4 (c) shall specify the general nature of the business to be transacted at the meeting, and no other business shall be transacted at the meeting except business which the overseers present at the meeting unanimously agree to treat as urgent.
- 3.4(e) Three overseers shall constitute a quorum for the transaction of the business of a meeting of the overseers.
- 3.4(e1) An overseer is considered to be present at a meeting of the overseers if they are able to participate in the meeting by telephone, audible computer link or other electronic means as agreed at the time by the overseers.
- 3.4(f) The senior minister will preside at meetings of the overseers unless the overseers appoint an alternative chairman.
- 3.4(g) No minister shall participate in any meeting when his remuneration is being discussed.

### **COUNCIL**

#### **3.5 Responsibilities of the council**

- 3.5(a) The council of the Association is a larger group of partners of which the overseers are all ex officio members. The council is to work with the overseers in managing the affairs of the Association by discussing, planning and engaging in the activities of the Association.
- 3.5(b) The council may exercise the functions of the overseers as specified by the overseers by delegation in accordance with section 3.12.

#### **3.6 Composition and membership of the council**

- 3.6(a) The council is to consist of a maximum of ten partners, including:
  - (i) the five (5) overseers of the Association; and
  - (ii) a maximum of five (5) ordinary members of the council.

This maximum does not include any ministers other than the senior minister, or any associate ministry workers, who automatically become members of the council upon appointment by the Association.

- 3.6(b) Each ordinary member of the council shall, subject to this Constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

#### **3.7 Election of partners to council**

- 3.7(a) The council will be made up of partners who:
  - (i) are recognised as godly and involved in achieving the mission statement of the Association; and
  - (ii) affirm that they agree to uphold the doctrinal statement and mission statement of the Association by signing a copy of each document at each annual general meeting of the Association or as soon as possible thereafter.
- 3.7(b) All ordinary members of council shall have been partners of the Association for at least twelve (12) months.
- 3.7(c) Nominations for candidates for election as ordinary members of the council:
  - (i) shall be made in writing, signed by two (2) partners of the Association and accompanied by the written consent of the candidate (to be endorsed on the form of nomination—see Appendix 1 – Council nomination); and

- (ii) must be delivered to the secretary of the Association at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 3.7(d) A secret ballot is to be held even if insufficient nominations for all positions are received.
- 3.7(e) The ballot for election to council is to be conducted at the annual general meeting. To be elected to council, a person must receive a vote from at least one half (50%) of the partners present at the meeting and entitled to vote.
- 3.7(f) Partners may vote once for any or all candidates. Where more than the required numbers of candidates receive votes from more than one half (50%) of partners, those candidates who receive the highest number of votes will be elected. If more than one candidate for the final position has the same number of votes the chairman will draw lots to decide between them.
- 3.7(g) A maximum number of five (5) ordinary members of the council may be appointed.

### **3.8 Council meetings and quorum**

- 3.8(a) The council shall meet at least four (4) times in each period of twelve (12) months. These meetings shall be at such place and time as the council may determine.
- 3.8(b) Additional meetings of the council may be convened by the overseers.
- 3.8(c) Oral or written notice of council meetings shall be given by the secretary to each council member at least 48 hours (or such other period unanimously agreed upon by the council) before the time appointed for the holding of the meeting.
- 3.8(d) Notice of a meeting given according to paragraph 3.8 (c) shall specify the general nature of the business to be transacted at the meeting and no other business shall be transacted at the meeting, except business which the council members present at the meeting unanimously agree to treat as urgent.
- 3.8(e) Three overseers and half of the ordinary members of the council shall constitute a quorum for the transaction of the business of a meeting of the council.
- 3.8(f) The senior minister will preside at meetings of the council unless the overseers appoint an alternative chairman.
- 3.8(g) Ministers, associate ministry workers and other paid staff shall not participate in any meeting while their remuneration is being discussed.

### **3.9 Removal of overseers or council members**

- 3.9(a) Where an overseer or ordinary member of the council:
  - (i) no longer meets the requirements for the position according to paragraph 3.3 (a) or 3.7 (a); or
  - (ii) acts in a manner prejudicial to the interests of the Association
 the (remaining) overseers will serve notice on the overseer or ordinary member of the council that they propose to put a special resolution to the Association to remove them from membership of the overseers or council, and shall give them 14 days within which to make submissions to the overseers in connection with the notice.
- 3.9(b) The Association in general meeting may, by a special resolution passed in accordance with section 6.4 remove any overseer or ordinary member of the council before the expiration of the member's term of office.
- 3.9(c) An overseer or council member, to whom a proposed resolution referred to in paragraph 3.9 (b) relates, may make representations on their behalf at the meeting at which the resolution is considered, but only if the representations which they make are solely those which have been made known in advance to the (remaining) overseers.
- 3.9(d) The overseers are to make every effort in love and meekness to restore the partner

to healthy participation in the Association.

### **3.10 Vacancies among overseers or council**

- 3.10(a) For the purposes of this Constitution, a vacancy among the council occurs if insufficient members are elected under section 3.7 above, and a vacancy among the overseers or council members occurs if a member:
- (i) dies; or
  - (ii) ceases to be a partner of the Association; or
  - (iii) resigns from office; or
  - (iv) is removed from office pursuant to section 3.9; or
  - (v) is absent without the consent of the overseers or council from all the meetings of the overseers or council respectively held during a period of six (6) months; or
  - (vi) becomes bankrupt or enters a scheme of arrangement with his creditors under the Bankruptcy legislation.
- 3.10(b) In the event of a vacancy occurring in the membership of the overseers or council, the overseers may appoint a partner of the Association to fill the vacancy provided the person is eligible for nomination as an overseer or ordinary council member according to paragraphs 3.3(a) and 3.3(b) or 3.7(a) and 3.7(b). Any partner so appointed shall hold office, subject to this Constitution, until the conclusion of the next annual general meeting following the date of appointment.

### **3.11 Resolutions by overseers, council and sub-committees**

- 3.11(a) Every effort should be made by the overseers, council or any sub-committee to reach consensus when making decisions.
- 3.11(b) If— for the purpose of clarifying any decision taken at a meeting of the overseers, the council or any sub-committee appointed by them—any member present at the meeting requests that a question be put to the vote, then the question is to be decided by a majority of votes on a show of hands.
- 3.11(c) Each member present at a meeting of overseers, the council or any sub-committee appointed by the overseers (including the person presiding at the meeting) is entitled to one (1) vote. In the case of an equality of votes on any question the person presiding may not exercise a second or casting vote.
- 3.11(d) Any decision made at a meeting of the council or any sub-committee shall be subject to review by the overseers unless three or more overseers are present at the meeting, and all those overseers present, in relation to a particular decision, agree with the decision.
- 3.11(e) Subject to paragraphs 3.4 (e) and 3.8 (e), the overseers or council may continue to act despite any vacancy amongst the overseers or council.
- 3.11(f) Any act or thing done or suffered, or purported to have been done or suffered, by the overseers, the council or a sub-committee appointed by the overseers, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the overseers, council or sub-committee.

### **3.12 Delegation by overseers to sub-committee**

- 3.12(a) The overseers may, by instrument in writing, delegate to the council or one or more sub-committees (consisting of such partners of the Association as the overseers think fit) the exercise of such of the functions of the overseers as are specified in the instrument, other than:
- (i) this power of delegation; and
  - (ii) a function which is a function imposed on the overseers by the Act or by any other law.
- 3.12(b) A function, the exercise of which has been delegated to the council or a subcommittee under this Constitution may, while the delegation remains unrevoked,

be exercised from time to time by the council or sub-committee in accordance with the terms of the delegation.

- 3.12(c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 3.12(d) Notwithstanding any delegation under this Constitution, the overseers may continue to exercise any function delegated.
- 3.12(e) The overseers may, by instrument in writing, revoke wholly or in part any delegation previously instrumented.
- 3.12(f) A sub-committee may meet and adjourn as it thinks proper.

### **3.13 Secretary**

- 3.13(a) The secretary of the Association will be appointed from within the overseers by the other overseers.
- 3.13(b) The secretary shall keep minutes of:
  - (i) all elections and appointments of overseers and council members; and
  - (ii) the names of the overseers present at overseers' meetings; and
  - (iii) the names of council members present at council meetings; and
  - (iv) the names of partners present at general meetings; and
  - (v) the proceedings at overseers' and council meetings; and
  - (vi) the proceedings at all general meetings of the Association.
- 3.13(c) Minutes of proceedings at a meeting, not being an annual general meeting, shall be confirmed at the next meeting of the Association (but not an annual general meeting) and signed by the person presiding at the next meeting. Minutes of proceedings at an annual general meeting shall be confirmed at the next annual general meeting and signed by the person presiding at that meeting.
- 3.13(d) The secretary shall establish and maintain the register of partners specified in section 2.7.
- 3.13(e) The overseers may delegate the powers of the secretary to other partners:
  - (i) who shall be accountable to the secretary for the discharge of the responsibilities in paragraphs 3.13 (b) and 3.13 (d); and
  - (ii) who may not be overseers, but may be invited to attend overseers' meetings.
- 3.13(f) The secretary shall prepare an appropriate summary of the discussions of the meetings of the overseers and council, to be made available to partners as the overseers direct.

### **3.14 Treasurer**

- 3.14(a) The treasurer of the Association shall be appointed from within the overseers by the other overseers.
- 3.14(b) The treasurer shall:
  - (i) record all moneys due to or received by the Association and ensure they are deposited in the Association's account; and
  - (ii) make payments authorised by the Association; and
  - (iii) keep accurate accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association; and
  - (iv) give regular reports to the overseers and council; and
  - (v) prepare an annual budget for presentation to the overseers and approval by the partners at the annual general meeting; and

- (vi) present a statement to the partners at the annual general meeting, covering all financial dealings for the preceding financial year. The treasurer will arrange to have the statement externally audited prior to the meeting; and
- (vii) present a summary statement of the financial affairs of the Association to the partners each quarter.

3.14(c) The overseers may delegate the powers of the treasurer to other partners of the Association who:

- (i) shall be accountable to the treasurer for the discharge of the responsibilities in paragraph 3.14 (b); and
- (ii) who may not be overseers, but may be invited to attend overseers meetings.

## **4 MINISTRY STAFF**

### **4.1 The senior minister**

4.1(a) The senior minister shall:

- (i) be a man who functions as an elder consistent with the Biblical descriptions, especially 1 Timothy 3:2-7, Titus 1:7-9 & 1 Peter 5:1-5, and be known for his maturity of faith, Christian character and teaching ability; and
- (ii) affirm that he agrees to uphold the doctrinal statement and the mission statement of the Association by signing a copy of each document at each annual general meeting of the Association.

4.1(b) The senior minister will lead the overseers and any other ministers in setting the direction and vision of the Association in conformity with the teachings of the Bible.

4.1(c) The senior minister will be responsible for leading and teaching in accordance with the doctrinal and mission statements of the Association. He will be able to preach and teach the Bible, effectively exegeting its text and explaining its application.

4.1(d) The senior minister has the right to give or refuse permission for other persons to exercise an official guest or visiting teaching or preaching role at any assemblies of the Association. All such permission is subject to review by the overseers.

4.1(e) The senior minister may be appointed by the Association without specifying any length of tenure but with a minimum tenure of 12 months.

4.1(f) The terms of remuneration for the senior minister will be set by the overseers and will be comparable with stipend packages paid by the main Protestant denominations in the State of New South Wales.

### **4.1A Other ministers**

4.1A(a) The Association may appoint other ministers.

4.1A(b) Other ministers will:

- (i) be appointed in the same way as a senior minister in accordance with paragraphs 4.1(a), 4.1(c), 4.1(e) and 4.1(f); and
- (ii) become members of the council; and
- (iii) work under the direction of the senior minister and assist him in leading and teaching (in accordance with the doctrinal statement and mission statement of the Association) as approved by the senior minister and the overseers from time to time.

### **4.2 Vacancy and appointment of ministers**

4.2(a) Whenever the position of senior minister is vacant, a meeting of the remaining overseers may appoint a suitable interim senior minister in accordance with section 4.1. This interim may be one of the remaining ministers or overseers.

4.2(b) When any position of minister becomes vacant, or an existing minister has given notice of his resignation, or the Association wishes to appoint an additional minister,

the overseers shall consult with the members of the Board of Reference and appoint a selection team of five (5) partners of the Association plus an overseer who shall chair the team.

- 4.2(c) The overseers shall provide the selection team with guidelines to be followed in selecting a minister.
- 4.2(d) Any partner of the Association can make a written recommendation by submitting a name, together with a rationale for their selection, to the selection team.
- 4.2(e) The selection team can conduct whatever discussions, investigation and interviews are necessary until agreement is reached regarding the one person to be approached.
- 4.2(f) The selection team will communicate privately with this candidate to ascertain whether he would be willing for his name to go before the Association.
- 4.2(g) Should the candidate be willing for his name to go forward, the selection team's recommendation shall be submitted to the overseers for approval before being able to be submitted to the Association. Prior to granting approval for such submission the overseers shall refer the recommendation to the members of the Board of Reference. If all the overseers then approve the candidate, they will arrange an opportunity for the other partners to meet him and/or hear his preaching.
- 4.2(h) The passing of a special resolution by the Association, in accordance with section 6.4, is required to allow the appointment of the candidate.
- 4.2(i) In the event of an adverse vote at paragraph 4.2(h), the above procedures shall be repeated as necessary until a candidate is successful.
- 4.2(j) All terms and conditions of the position shall be conveyed to a successful nominee in writing, having been clarified previously between both parties, together with an official invitation to be the relevant minister of the Association. A report of the history, particulars and current state of the Association which has been ratified by all overseers should accompany the invitation, along with a copy of this Constitution.
- 4.2(k) Acceptance of a position of minister of the Association shall be made in writing to the Association, addressed to the secretary, indicating acceptance of the terms and conditions of the position.

### **4.3 Removal of ministers**

- 4.3(a) Unresolved matters of dispute or offence between partners and any minister shall be referred to the overseers for consideration and determination.
- 4.3(b) The grounds for removal of a minister shall be:
  - (i) gross misconduct which brings the Association or the Christian faith into disrepute; or
  - (ii) persistent and wilful failure to implement the mission statement, or to adhere to the doctrinal statement, in life or teaching; or
  - (iii) irreversible mental or physical incapacity which leaves him incapable, as certified by two suitably qualified medical practitioners who are not partners of the Association, of fulfilling his responsibilities; or
  - (iv) other grounds as approved by the overseers after consultation with the members of the Board of Reference and compliance with matters of procedural fairness; or
  - (v) failure to continue to meet the requirements of paragraph 3.3 (a)(i); or
  - (vi) inability of the Association to continue to pay his salary.
- 4.3(c) A minister cannot be removed before:
  - (i) there has been a decision by 75% of the remaining overseers at a special overseers meeting held after consultation by them with the members of the Board of Reference; and
  - (ii) a special resolution of the Association has been passed in accordance with section 6.4.

- 4.3(d) If a decision at paragraph 4.3 (c) has been made on the grounds specified at paragraph 4.3 (b) (iii), (iv) or (vi), the Association shall pay the minister one (1) month's salary for each year of service with the church, up to a maximum of three (3) months' salary, in lieu of notice of the termination of his appointment.
- 4.3(e) In all cases where a decision has been made to remove a minister, the Association shall pay all outstanding annual leave, study leave and long-service leave.
- 4.3(f) [Deleted]

#### **4.4 Associate ministry workers**

- 4.4(a) Associate ministry workers, who may be male or female, shall:
  - (i) affirm that they agree to uphold the doctrinal statement and mission statement of the Association by signing copies of the affirmation document and mission statement yearly; and
  - (ii) become members of the council; and
  - (iii) work under the direction of the senior minister and assist him in leading and teaching (in accordance with the doctrinal statement and mission statement of the Association) as approved by the senior minister and the overseers from time to time.
- 4.4(b) Associate ministry workers may be appointed by the Association with a stated specified length of tenure being a minimum of 12 months.
- 4.4(c) The terms of remuneration for an associate ministry worker will be set by the overseers.
- 4.4(d) When the overseers decide that an associate ministry worker should be appointed, they shall consult with the members of the Board of Reference and may appoint a selection team of five (5) partners of the Association plus an overseer who shall chair the team.

*Note: Paragraphs (e) to (h) below only apply if such a selection team is appointed.*

- 4.4(e) Any partner of the Association can make a written recommendation by submitting a name, together with a rationale for their selection, to the selection team.
- 4.4(f) The selection team can conduct whatever discussions, investigation and interviews are necessary until agreement is reached regarding the person to be approached.
- 4.4(g) The selection team will communicate privately with this candidate to ascertain whether he or she would be willing for their name to go before the Association.
- 4.4(h) Should the candidate be willing for their name to go forward, the selection team's recommendation shall be submitted to the overseers for approval before being able to be submitted to the Association. Prior to granting approval for such submission the overseers shall consult with the members of the Board of Reference. If all the overseers then approve the candidate, they may arrange an opportunity for the other partners to meet the candidate and/or hear their preaching.
- 4.4(i) The passing of a special resolution by the Association, in accordance with section 6.4, is required to allow the appointment of the candidate.
- 4.4(j) All terms and conditions of the position shall be conveyed to a successful nominee in writing, having been clarified previously between both parties, together with an official invitation to be an associate ministry worker for the Association. A report of the history, particulars and current state of the Association ratified by all overseers should accompany the invitation, along with a copy of this Constitution.
- 4.4(k) Acceptance of a position of associate ministry worker for the Association shall be made in writing to the Association, addressed to the secretary, indicating acceptance of the terms and conditions of the position.

#### **4.5 Removal of associate ministry workers**

- 4.5(a) Any charges to be brought against an associate ministry worker must first be dealt

with according to paragraph 2.6 (a).

- 4.5(b) The grounds for removal of an associate ministry worker who has been appointed following the recommendation of a selection team at paragraph 4.4 (d) and the action to be taken, shall be the same as those for a minister under section 4.3.
- 4.5(c) The grounds for removal of other associate ministry workers, and the action to be taken, shall be the same as those for a minister under section 4.3, except that the overseers shall give only one month's notice in writing of the termination of appointment, and the members of the Board of Reference need not be consulted.

## **5 MINISTRY REVIEW AND EVALUATION**

The overseers shall, at least once every three years, review the performance of the Association in fulfilling the mission statement. The review process will focus on highlighting the strengths and achievements of the Association, the ministers, any associate ministry workers and the overseers. As part of the review process the overseers will set goals for the Association to assist it in pursuing the mission statement.

The outcome of the review will be reported to the Association at the next general meeting.

## **6 GENERAL MEETINGS**

### **6.1 General meetings—calling of**

- 6.1(a) The overseers shall convene at least one general meeting each year in addition to the annual general meeting.
- 6.1(b) [Deleted]
- 6.1(c) The overseers shall, on the requisition in writing of not less than one fifth (20%) of the total number of partners, convene a general meeting of the Association.
- 6.1(d) A requisition of partners for a general meeting:
  - (i) shall state the purpose or purposes of the meeting; and
  - (ii) shall be signed by the partners making the requisition; and
  - (iii) shall be lodged with the secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one (1) or more of the partners making the requisition.
- 6.1(e) If the overseers fail to convene a general meeting within one (1) month after the date on which a requisition of partners for the meeting is lodged with the secretary, any one or more of the partners who made the requisition may convene a general meeting to be held not later than three (3) months after that date.
- 6.1(f) A general meeting convened by a partner or partners referred to in paragraph 6.1(e) shall be convened as nearly as practicable in the same manner as general meetings are convened by the overseers, and any partner who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **6.2 General meetings—notice**

- 6.2(a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, notify partners of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Where no resolutions are proposed for the meeting written notice is not required but only notice under paragraph 6.2 (e).
- 6.2(b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, notify the partners of the matters required in paragraph 6.2 (a), specifying in addition the intention to propose



the resolution as a special resolution.

- 6.2(c) No business other than that specified in the notice convening the general meeting shall be transacted at the meeting except:
  - (i) other business which the partners present at the meeting agree by resolution to treat as urgent; or
  - (ii) in the case of an annual general meeting, business which may be transacted pursuant to paragraph 6.8 (b).
- 6.2(d) A partner desiring to bring any business before a general meeting must give details in writing of that business to the overseers who may include that business in the next notice calling a general meeting given after receipt of the details from the partner.
- 6.2(e) Notice of general meetings may also be given during the 14 days preceding the general meeting:
  - (i) verbally at each public assembly of the Association; and
  - (ii) by publication in each bulletin supplied at each public assembly.
  - (ii) [Deleted]

### **6.3 General meetings—procedure and quorum**

- 6.3(a) No item of business shall be transacted at a general meeting unless a quorum of partners entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 6.3(b) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, or the election of overseers or ordinary members of the council, one fifth (20%) of the partners on the register and entitled by this Constitution to vote at a general meeting, and who are present in person, will constitute a quorum for the transaction of the business of a general meeting.
- 6.3(c) Where the nature of the business proposed to be dealt with at a general meeting includes the election of overseers or ordinary members of council, one half (50%) of the partners on the register, present in person, will constitute a quorum.
- 6.3(d) If within half an hour after the appointed time for the commencement of the general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of partners, is to be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the following week at the same time and place (unless another day, time or place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to partners given before the day to which the meeting is adjourned).
- 6.3(e) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the partners present (being at least one tenth (10%) of the partners) are to constitute a quorum. All business except that requiring a special resolution can be dealt with at this meeting.
- 6.3(f) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, three fifths (60%) of partners on the register, present in person or by proxy as allowed under section 6.9, will constitute a quorum.

### **6.4 General meetings—special resolutions**

- 6.4(a) A special resolution of the Association requires that it be passed by a majority which comprises at least three fifths (60%) of partners on the register (who are present in person or by proxy as allowed under section 6.9) at a general meeting of which at least 21 days' notice specifying the intention to propose the resolution as a special resolution was given in writing in accordance with section 7.8, following consultation by the overseers with the members of the Board of Reference.

*Note: This means 100% of partners must vote for a motion at a meeting where only the minimum 60% quorum of the partnership is present in person (or by proxy where allowed).*

- 6.4(b) [Deleted]
- 6.4(c) The following business requires a special resolution of the Association at a general meeting:
- (i) appointment or removal of a minister; or
  - (ii) appointment or removal of an associate ministry worker; or
  - (iii) removal of overseers or ordinary members of the council; or
  - (iv) changes to this Constitution; or
  - (v) purchase or sale of real property; or
  - (vi) borrowing of funds.

## **6.5 General meetings—chairman and decision process**

- 6.5(a) The senior minister will preside at general meetings unless the overseers appoint an alternative overseer as chairman.
- 6.5(b) If the senior minister or the overseers' appointee is unable to act, the partners present shall elect another member of the overseers to act as chairman at the meeting.
- 6.5(c) In relation to any resolution or question arising at a general meeting of the Association each partner has one (1) vote only.
- 6.5(d) Voting on the following matters is to be conducted by secret ballot:
- (i) appointment or removal of a minister; or
  - (ii) appointment or removal of an associate ministry worker; or
  - (iii) election or removal of overseers or ordinary council members; or
  - (iv) purchase or sale of real property; or
  - (v) anything else deemed appropriate by the person presiding at the meeting.
- 6.5(e) Voting on other matters shall be determined on a show of hands.
- 6.5(f) The majority required to pass other resolutions shall be more than one half (50%) of the partners present.
- 6.5(g) [Deleted]
- 6.5(h) [Deleted]
- 6.5(i) A meeting convened on the requisition of partners under paragraph 6.1(c) or 6.1(e) shall be chaired by a member of the Board of Reference.

## **6.6 General meetings—adjournment**

- 6.6(a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of partners present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 6.6(b) If a general meeting is adjourned for 14 days or more, the secretary shall give notice of the adjourned meeting to the partners of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 6.6(c) Notice shall be given during the 14 days preceding the general meeting:
- (i) verbally at each public assembly of the Association; and
  - (ii) by publication in each bulletin supplied at each public assembly.

## **6.7 Holding of annual general meetings**

- 6.7(a) With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its partners.

- 6.7(b) The Association shall hold its first annual general meeting:
  - (i) within the period of eighteen (18) months after its incorporation under the Act; and
  - (ii) within the period of six (6) months after the expiration of the first financial year of the Association.
- 6.7(c) Paragraphs 6.7(a) and 6.7(b) have effect subject to any extension or permission granted by the Commissioner under the Act.

## **6.8 Annual general meetings—calling of and business at**

- 6.8(a) The annual general meeting shall be held on such date and at such place and time as the overseers think fit.
- 6.8(b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (i) to confirm the minutes of the last preceding annual general meeting; and
  - (ii) to receive from the overseers reports on the activities of the Association during the last preceding financial year; and
  - (iii) to appoint overseers and members of council in accordance with sections 3.3 and 3.7; and
  - (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to partners pursuant to section 44 of the Act and paragraph 3.14(b)(vi);
  - (v) to appoint auditors for the following year; and
  - (vi) to consider and approve a budget for the following year as required under paragraph 3.14(b)(v).
- 6.8(c) An annual general meeting shall be specified as such in the notice convening it.

## **6.9 Proxy voting**

- 6.9(a) Proxy voting is only permitted in the case of changes to this Constitution where at an initial meeting called to amend the Constitution 60% of partners were not present.
- 6.9(b) Each partner may appoint another partner as proxy by notice given to the secretary.
- 6.9(c) Directed or undirected proxy voting is permitted. In the case of undirected proxy votes each partner may hold only one undirected proxy.
- 6.9(d) The notice appointing the proxy shall be in the form set out in Appendix 3 – Proxy appointment.
- 6.9(e) All directed proxy votes shall be held by the Secretary.

## **7 MISCELLANEOUS**

### **7.1 Insurance**

- 7.1(a) The Association must effect and maintain property insurance and public liability insurance.
- 7.1(b) [Deleted]

### **7.2 Funds—source**

- 7.2(a) The funds of the Association shall be derived from donations and, subject to any resolution passed by the Association in general meeting, such other sources as the overseers determine.
  - (i) Where the overseers determine that funds should be borrowed for any purpose such borrowing can only proceed if agreed to by a special resolution.
- 7.2(b) All money received at assemblies of the Association must be counted and attested to by the signature of two persons, who are not ministers, a treasurer or associate ministry workers, at least one of the persons being a partner of the Association.

- 7.2(c) All money received by the Association shall be deposited as soon as possible and without deduction to the credit of the Association's bank account.
- 7.2(d) The Association shall, as soon as practicable after receiving any money other than donations, issue an appropriate receipt.

*Note: Whenever possible banking of money will be carried out by a current or former overseer or member of the council or a person authorised by the overseers.*

### **7.3 Funds—management**

- 7.3(a) The funds of the Association shall be used as legally required in pursuance of the mission statement and purposes of the Association in such a manner as the overseers determine, subject to any resolution passed by the Association in general meeting.
- 7.3(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) partners of the Association, being partners authorised to do so by the overseers.
- 7.3(c) The overseers shall appoint an auditor, who is not a partner of the Association, to audit the Association's accounts.

### **7.3A Funds—non profit**

The assets and income of the Association, and any Building Fund established by the Association, shall be applied solely in furtherance of the Mission statement (objects) of the Association and no portion shall be distributed, directly or indirectly, to the partners of the Association except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Association or any Building Fund it establishes.

### **7.3B Funds—dissolution**

- 7.3B (a) If any property remains upon the winding up, dissolution or cancellation of incorporation of the Association after satisfaction of all its debts and liabilities, that property may not be paid to or distributed amongst the partners of the Association but must be given or transferred to some other institution having objects similar to the Mission statement of the Association and whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under this Constitution and the *Associations Incorporation Act 2009*.
- 7.3B (b) The institution will be determined by the partners at or before the time of dissolution of the Association by a special resolution.
- 7.3B (c) If effect cannot be given to clause (b) above then any property which remains on the winding up, dissolution or cancellation of incorporation of the Association after satisfaction of its debts and liabilities shall be divided among those churches associated formally with the Fellowship of Independent Evangelical Churches.

### **7.3C Funds—building funds**

- 7.3C (a) The Association may establish a Building Fund which complies with the requirements of the Australian Taxation Office for granting of tax-deductible status.
- 7.3C (b) Such a Building Fund may include a separate Constitution.

### **7.3D Financial year**

The financial year of the Association is each period of 12 months commencing on 1 January and ending on the following 31 December.

**7.4 Alteration of this constitution**

Any changes to this Constitution can only be made by a special resolution, and shall follow consultation by the overseers with the members of the Board of Reference.

**7.5 Common seal**

7.5(a) The common seal of the Association shall be kept in the custody of the secretary.

7.5(b) The common seal shall not be affixed to any instrument except by the authority of the overseers and the affixing of the common seal shall be attested to by the signatures of two (2) overseers.

**7.6 Custody of books**

Subject to the Act, the Regulation and this Constitution, the secretary shall keep in his custody or under his control all records, books and other documents relating to the Association.

**7.7 Inspection of books**

The records, books and other documents of the Association—other than confidential minutes of overseers' meetings—shall be open to inspection, free of charge, by a partner of the Association at any reasonable hour. Minutes of overseers' meetings, other than those matters deemed confidential by the overseers, shall be supplied to the council and incorporated into the minutes of the council.

**7.8 Service of notices**

7.8(a) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any partner either personally or by post to the partner.

7.8(b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time the letter would have been delivered in the ordinary course of the post.

**7.9 Public officer**

The overseers shall appoint a public officer in accordance with the requirements of the Act.

**7.10 Board of reference**

7.10(a) A Board of Reference will be appointed to support the Association in pursuing its mission statement.

7.10(b) Each person on the Board of Reference must:

- (i) be known for maturity of Christian faith and character and have demonstrated a commitment to pursuing the mission statement within their own context; and
- (ii) agree in writing to uphold the doctrinal statement; and
- (iii) agree in writing to support the Association in pursuing the mission statement; and
- (iv) not be a partner of the Association.

7.10(c) The overseers shall appoint a minimum of three (3) persons to the Board of Reference for terms of up to five (5) years at a time.

7.10(d) The overseers have the power to remove persons from the Board of Reference if they no longer meet the requirements of paragraph 7.10 (b).

7.10(e) The names of all persons on the Board of Reference are to be provided to the Association at each annual general meeting.

7.10(f) The overseers shall consult with the members of the Board of Reference when:

- (i) selecting a new minister or associate ministry worker; or

- (ii) seeking to remove a minister, or an associate ministry worker who has been appointed following the recommendation of a selection team at paragraph 4.4 (d); or
  - (iii) considering changes to the doctrinal statement; or
  - (iv) proposing to issue position papers; or
  - (v) considering changes to this Constitution.
- 7.10(g) The overseers may consult the members of the Board of Reference on other matters, such as unresolved disputes between partners, as it sees fit.
- 7.10(h) Any partner may consult the members of the Board of Reference on any other matter as he or she sees fit.
- 7.10(i) Any member of the Board of Reference may consult with the senior minister or overseers on matters relating to the Association as he or she sees fit.
- 7.10(j) The overseers will provide each member of the Board of Reference with a copy of the reports at paragraph 6.8(b)(ii) after each annual general meeting.

**7.11 Postal ballots**

Postal ballots will not be used by the Association.

**Appendix 1 – Council nomination**

**Form of Nomination for ordinary members of the council of  
Orange Evangelical Church (OEC) Incorporated**

I .....  
*(full name)*

of .....  
.....  
*(full address)*

being a partner of Orange Evangelical Church (OEC) Incorporated, hereby nominate for membership of the council

.....  
*(full name of nominee)*

of .....  
.....  
*(full address of nominee)*

being a partner of Orange Evangelical Church (OEC) Incorporated whom I consider fulfils the requirements of the Constitution of the Association as a member of the council.

.....  
*(Signature of nominee accepting nomination)*

.....  
*(Signature of person making the nomination)*

.....  
*(Signature of partner seconding the nomination)*

.....  
*(Date)*

**Appendix 2 – Overseers nomination**

**Form of Nomination for overseers of Orange Evangelical Church (OEC) Incorporated**

*Note: The names of persons nominated as overseers but not elected will automatically be added to the nominations for ordinary members of council*

I .....  
(full name)

of .....  
.....  
(full address)

being a partner of Orange Evangelical Church (OEC) Incorporated, hereby nominate for membership of the overseers

.....  
(full name of nominee)

of .....  
.....  
(full address of nominee)

being a partner of Orange Evangelical Church (OEC) Incorporated whom I consider fulfils the requirements of the Constitution of the Association as an overseer.

.....  
(Signature of nominee accepting nomination)

.....  
(Signature of person making the nomination)

.....  
(Signature of partner seconding the nomination)

.....  
Date



**Appendix 3 – Proxy appointment**

**FORM OF APPOINTMENT OF PROXY FOR CHANGES TO OEC INC. CONSTITUTION**

I .....  
(full name)

of .....  
.....  
(full address)

being a partner of Orange Evangelical Church (OEC) Incorporated, hereby appoint:

.....  
(full name of proxy or "The Secretary of OEC Inc")

of .....  
.....  
(full address of proxy if not the Secretary)

who is a partner of Orange Evangelical Church (OEC) Incorporated, as my proxy to vote on my behalf at the general meeting of the Association to be held on the:

..... day of ..... in the year .....  
and at any adjournment of that meeting.

My proxy is undirected:  (tick if appropriate).

My proxy is directed to vote in favour of/against the resolution/s (insert details of resolutions and whether vote is for or against):

.....Signature of partner appointing proxy

.....Date

*Note: All proxy votes are to be notified to the Secretary prior to the opening of the meeting.*

## Appendix 4 – Record of Amendments

### Original Constitution – Approved ... November 1998

#### General Meeting 8 August 2004

##### *Technical/Machinery amendments only*

Amend 1.1 definitions	“appointed” to “elected” in “Council” and “Overseer” and wherever else occurring.
Amend 1.1 definitions	“General Meeting”
Amend 1.1 definitions	“Public Assembly”
Insert 1.1 definitions	“Public Officer”
Amend 1.1 definitions	“Senior Full-time Minister” to “Senior Minister” here and wherever else occurring.
Amend 1.5	“the Board of Reference” to “members of the Board of Reference” here and wherever else occurring.
Amend 2.1(c)	“the senior minister” to “minister” here and wherever else occurring to “minister” or “ministers” as appropriate.
Amend 2.2(a)-(d).	Application for partnership
Insert 2.2(e)	Rejected application for partnership
Amend 2.4	Cessation of partnership
Delete 2.4(iii)	Removal of partners
Amend 2.5(f)	Record of partners removed
Insert 2.5(g)	Removal of disciplined partners
Amend 3.2(a)(ii)	Insert “ministers”
Amend 3.2(b)	Exempt senior minister
Amend 3.3(a)(ii)	Add “or as soon as possible thereafter” to the end
Amend 3.3(e) and (g)	Election of Overseers
Amend 3.4(g)	Remuneration – change “the senior” to “No”.
Amend 3.5(a)	Council responsibilities
Amend 3.6(a)	Ex officio Council members
Amend 3.7(d) and (e)	Election of Council members
Amend 3.8(g)	Council meetings - “No minister”
Amend 3.10(a)(vi)	Bankruptcy of minister
Amend 3.10(b)	Delete “casual”. Omit “of this constitution” here and wherever else occurring when referring to sections or paragraphs of the constitution
Amend 3.13(c)	Confirmation of minutes
Amend 3.14(b)(v)	Present budget for approval to AGM
Amend 4.1(a)(i) and (f)	Senior minister stipend
Amend 4.1(b)	Other ministers
Amend 4.2(h)	Special resolution to appoint minister
Amend 4.2(j)	Add “relevant” minister
Delete 4.3(f)	Minister must retire at 65
Amend 4.4(a)(i)	Signing of statements by associate ministry workers
Amend 4.4(i)	Special resolution to appoint associate ministry worker
Amend 6.3(b) and (c)	Procedure and quorum at general meetings
Amend 6.4(c) and (v)	Change “land or buildings” to real property here and wherever else occurring.
Amend 6.5(b)	Change “council” to “overseers”
Amend 6.8(b)(iii)	AGM - appointing overseers and council members
Insert 6.8(b)(v)	AGM - appointment of auditors
Insert 6.8(b)(vi)	AGM - consideration and approval of budget
Amend Appendices 1 and 2	Replace “who fulfils” with “whom I consider fulfils” and insert date
	<b>Partnership amendments</b>
Insert definition	“other minister”
Amend 2.1(b)(ii) and (v)	Partnership qualifications

Amend 2.5(c)	Remove exception, replace “shall” with “may”
Delete 2.5(d) and (e)	Removal of partners
Replace 2.6	Disciplining of partners - whole section
Amend 2.10(a)	Non-partners at meetings. Change “chairperson” to “chairman” here and wherever else occurring

**Minister amendments**

Amend 4.1(e)	Senior minister stipend
Amend 4.2(a), (b)	Vacancy/appointment ministers including senior minister
Insert 4.3(b)(v) and (vi)	Additional grounds for removing minister
Amend 4.3(d) and (e)	Removal of minister/s

**General Meeting 29 May 2005**

Insert 1.1 definitions	“special resolution”
Insert 1.1 definitions	“other minister”
Insert 1.2(iv)	Notes
Amend 3.3(a)(i), 3.3(d), (f),	Overseers election
Delete 3.3(h)	Defer appointment of Councillors
Insert 3.7(a)(ii)	Election of Council
Amend 3.7(f)	Election of Council
Insert 3.7(g)	Number of members of Council
Replace 3.9(a)	Removal of Overseer/Council
Amend 3.9(b)	Removal of Overseer/Council
Insert 3.9(d)	Restoration of Overseer/Councillor
Amend 3.10(a)	Vacancies among Overseers/Council
Insert 3.13(f)	Secretary to prepare summary of meetings for partners
Insert 3.14(b)(vii)	Treasurer to present summary report quarterly
Insert 4.1A	Appointment of other ministers
Amend 4.1(e)	Tenure of senior minister
Amend 4.3(a) and (b)(iii)	Removal of minister/s
Amend 4.3(c)(ii)	Special resolution to remove minister
Amend 4.4(b) and (d)	Associate ministry workers tenure and selection team chair
Amend 4.5(a)	Removal of associate ministry workers
Delete 6.1(b)	Overseers may call other general meetings
Amend 6.2(a), (c) and (e)	Notice of general meetings
Insert 6.2(c)(i)	Other urgent business
Delete 6.2(e)(iii)	Notices of general meetings to be place near entry doors
Amend 6.3(e)	Quorum for adjourned meetings to be 10%
Insert 6.3(f)	Quorum for special resolutions to be 60%
Amend 6.4(a)	Special resolutions
Delete 6.4(b)	Notice of special resolutions
Amend 6.5(f)	Majority for other resolutions to be 50%
Delete 6.5(g), (h)	Proxy voting procedure
Insert 6.5(i)	Meeting to be chaired by member of Board of Reference
Insert 6.9	Proxy voting - new section
Amend 7.2(b)	Funds counting
Amend 7.3(a)	Funds management
Amend Appendix 3	Proxy form

**General Meeting 11 February 2007**

Insert 6.4(c)(vi)	Special resolution required to borrow funds
Insert 7.2(a)(i)	Borrowing requires special resolution
Insert 7.3A	Funds—non profit
Insert 7.3B	Funds—dissolution
Insert 7.3C	Funds—building funds

### **Special General Meeting 20 March 2011**

Amend OEC title	“(OEC)” inserted into name as per Certificate name
Amend Definitions	Year of the Act changed from 1984 to 2009
Delete 2.1(a)	Partnership qualifications from previous organisations
Amend 3.3(c)(ii)	Nominations previously closed 14 days before the AGM
Insert 3.4(e1)	Electronic participation in overseers’ meetings
Amend 3.7(c)(ii)	Nominations previously closed 14 days before the AGM
Amend 3.12(a)	Incorrect reference to paragraph 3.11(d) deleted
Amend 3.12(c)	Incorrect reference to paragraph 3.11(d) deleted
Amend 6.2(e)(ii)	Typographical error (“and”) removed
Amend 6.7(c)	Reference to section 26(3) of the Act deleted
Amend 6.8(b)(i)	Reference to general meetings omitted
Amend 6.8(b)(iv)	Section of the Act changed from 26(6) to 44
Amend 7.1(a)	Insurance required; no longer required by the Act
Delete 7.1(b)	Additional insurance may be obtained
Amend note to 7.2	Past office holders or overseers’ nominees may bank cash
Amend 7.3B(a)	Change year of the Act from 1984 to 2009
Insert 7.3D	Financial year of the Association
Insert 7.11	No use of postal ballots