

 **CROSSWAY**

Rules

Crossway Baptist  
Church Inc

ABN: 26 318 801 524

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## **1 Name**

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The name of the association is Crossway Baptist Church Inc (the **Church**).

## **2 Introduction**

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While these Rules govern the administration of the Church, in other matters, the real spirit of the Church becomes manifest in the harmony of its members as they are guided by the Holy Spirit and as they seek to conduct the ministry of the Church to the glory of God.

### **2.1 Mission**

The mission of the Church is "Loving God, loving people, building disciple-makers".

### **2.2 Principles**

- (a) Jesus Christ is the head of the Church, which is His body. Jesus is the One who leads the flock. The Church is a theocracy with its rule coming from Jesus Christ.
- (b) Each person shall be encouraged to exercise a ministry in the body according to their gifting and scriptural qualifications and all ministries shall be regularly evaluated in the light of the Purpose. All groups active in the Church will give equal value to relationships and functions and come together for worship, fellowship, discipleship, ministry and empowerment for mission.

### **2.3 Basis of fellowship**

- (a) The Church is a body of Christian people who have responded to the Word of God and the call of the Holy Spirit and have been united to Jesus Christ and to his people in their own confession of faith and in their baptism.
- (b) The Church baptises professing believers, in the name of the Father, the Son and the Holy Spirit, as a sign of their salvation and their initiation into the membership of the body of Christ. Wherever practicable, baptism is practised by immersion into water as the form of baptism normative in the New Testament because it portrays "going down" into death with Christ and "coming up" into resurrection with Christ.
- (c) Recognising Christ's ministry to bring unity to all things in himself, and recognising that believers are baptized by one Spirit so as to form one body in Christ, the Church is a member church of the Baptist Union of Victoria. It affirms Baptist understandings of the Gospel and accepts as expressions of the Christian faith the Doctrinal Basis and the Principles and Ideals of the Baptist Faith contained in the Constitution of the Baptist Union of Victoria.
- (d) This Church accepts its commission to participate in Christ's ministry to all creation, to proclaim and live out the gospel message of reconciliation to God and to one another. All members have been gifted by the Holy Spirit for their part in this ministry and are called to fulfil the meaning of their baptism by exercising their gifts together in nurturing the growth of Christian faith, peace and love.

### **2.4 Beliefs**

The beliefs of members are as follows:



- (a) The Bible is God's word to us and it is the ultimate authority by which we live (2 Timothy 3:16-17; 2 Peter 1:20-21).
- (b) God is one God in three persons – the Father, the Son and the Holy Spirit (Matthew 28:19, 1 Corinthians 12:4-6).
- (c) The Lord Jesus Christ is fully God who, as a real man, lived on earth (John 1:1, 14, 4:25-26, 42; Hebrews 1:3, Titus 2:13).
- (d) Every person has rebelled against God (we call this "sin") and so is separated from God (Romans 3:23; 5:12).
- (e) All people may be reunited with God, having their sin and its effects cancelled because of Jesus' perfect life, death and rising from the dead as our substitute. Jesus is now with God and prays for us constantly (1 Corinthians 15:3-4, 2 Corinthians 5:21; Ephesians 2:8-9).
- (f) To be reunited with God, it is necessary for us to turn away from our sins, to seek God's forgiveness, to accept what Jesus has done on our behalf and to believe in Him (Acts 2:38, Hebrews 6:1).
- (g) When we do this, the Holy Spirit enters our lives to renew and preserve us, to help us to grow to become more like Jesus (John 16:8-14; 2 Corinthians 3:18, 1 Peter 1:2; Ephesians 4:30).
- (h) The Holy Spirit is fully God and the third person of the Trinity. We believe in the ongoing activity of all of the gifts of the Holy Spirit which are given to build up the body of Christ.
- (i) The mission of God is in the hands of ordinary people and everyone has a part to play (Acts 4:13, 1 Cor 12:12-25)
- (j) One day everyone will rise from the dead to be judged by Jesus Christ (John 5:28-29; Acts 17:31).
- (k) There are three special ceremonies of the Church:
  - (i) Baptism by which believers express their faith in Jesus. They do this by being totally immersed in water as an act of union with Jesus' death, burial and resurrection (Matthew 28:18-20; Acts 8:35-38; Romans 6:3-4).
  - (ii) The Lord's Supper (also known as Communion) is celebrated to remind us of Jesus dying for us and that He is coming again (1 Corinthians 11:23-32).
  - (iii) Marriage is celebrated as the union of one man to one woman, to the exclusion of all others and for life (Gen 2.24, Matt 19.4-6, Eph 5.22-23) as affirmed by the Baptist Union of Australia and the Baptist Union of Victoria.

### **3 Purpose and powers**

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- (a) The Church is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.
- (b) The Purpose for which the Church is established is to advance the Christian faith, including by sharing the Christian message of Jesus Christ with others in order to make followers of Jesus Christ who are obedient to God's Word.
- (c) Solely to carry out the Purpose, the Church may exercise all of the powers of an individual and an association under the Act.

- (d) Under the guidance of God and Scripture, the Church will be governed on congregational principles, with the members in general meetings and Special Church Meetings being the final authority on all matters.

#### **4 Not-for-profit**

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- (a) The income and property of the Church must be applied solely towards the Purpose.
- (b) No part of the income or property of the Church may be paid or transferred directly or indirectly to members by way of dividend, bonus or other profit distribution in their capacity as members.
- (c) Rule 4(b) does not stop the Church from making a payment:
  - (i) to a member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Church;
  - (ii) to a member in carrying out the Church's Purpose;
  - (iii) of premiums for insurance indemnifying directors to the extent allowed for by law and these Rules; or
  - (iv) with the prior approval of the Board, to a director:
    - (A) for work they do for the Church, if the amount is no more than a reasonable fee for the work done; or
    - (B) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as director.

#### **5 Membership**

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##### **5.1 General**

The Church must have at least 30 members.

##### **5.2 Eligibility**

- (a) To be eligible to apply for membership, a person must:
  - (i) be personally committed to Jesus Christ as Lord and Saviour and to the Purpose and the Mission;
  - (ii) hold as their general tenets the doctrines set out in the Doctrinal Basis;
  - (iii) have been regularly participating in worship at the Church for at least six months (unless transferring from another Baptist church); and
  - (iv) subject to rule 5.2(c), be baptised by immersion in accordance with clause 9 of the Doctrinal Basis.
- (b) For the purpose of rule 5.2(a)(iv), a person is recognised as having been "baptised by immersion" if the person has been immersed upon the profession of their faith in the Lord Jesus Christ, as a symbol of the fellowship of the regenerate in His Death, burial and resurrection.
- (c) If a person cannot be baptised by immersion due to physical or medical reasons, then the Board may at its discretion approve of an alternative form of baptism for the purpose of rule 5.2(a)(iv).

##### **5.3 Application**





- (a) An application for membership must be made in writing in the form and manner (if any) approved by the Board.
- (b) The Church must notify members of all new applicants in the Church Bulletin.

#### **5.4 Admission**

- (a) The Board must consider and resolve whether to accept or reject each application for membership within a reasonable time.
- (b) The Board does not have to give reasons for accepting or rejecting any application.
- (c) If the Board accepts an applicant's membership application:
  - (i) the Secretary must, as soon as possible:
    - (A) enter the applicant's details into the Register; and
    - (B) notify the applicant in writing of the date their membership commenced;
  - (ii) the Board must notify members of its decision via the Church Bulletin; and
  - (iii) the applicant may be welcomed into the fellowship of the Church at a worship service.
- (d) If the Board rejects an application, the Secretary must notify the applicant in writing of the rejection as soon as possible.
- (e) A person becomes a member when their name is entered into the Register.

#### **5.5 Fees**

Members are not required to pay any joining fee or annual membership fee.

#### **5.6 Register of members**

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
  - (i) for each current member – the member's name, address, and date of admission to membership; and
  - (ii) for each person who ceased to be a member – the person's name and the date on which the person ceased to be a member.
- (c) The Secretary must remove all information about a person who is a former member within 14 days of the person ceasing to be a member (other than the information specified in rule 5.6(b)(ii)).
- (d) Notices may be served on a member at their address in the Register.
- (e) The Church must give members access to the Register in accordance with the Act.
- (f) Information that is accessed from the Register by members under rule 5.6(e) must only be used in accordance with the Act.
- (g) The Church must give the BUV access to the Register if:
  - (i) the BUV holds property on trust for the Church on trust in accordance with Schedule B; and

- (ii) the BUV requires a copy of the register to convene a Special Church Meeting under rule 8 and Schedule B.
- (h) Information that is accessed from the Register by the BUV under rule 5.6(g) must only be used for the purpose of convening a Special Church Meeting.

### **5.7 Ceasing to be a member**

- (a) A person ceases to be a member on:
  - (i) death;
  - (ii) resignation;
  - (iii) expulsion in accordance with rule 9.1;
  - (iv) the Board deeming, in its sole discretion, the person to be an untraceable member because the person has:
    - (A) been absent or inactive for at least twelve months; and
    - (B) failed to respond to correspondence sent from the Church after the period in rule 5.7(a)(iv)(A) requesting that they confirm whether they wish to remain a member within three months of that correspondence being sent; or
  - (v) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health.

### **5.8 General responsibilities and rights of members**

- (a) Each member shall maintain an active Christian witness and do everything possible to extend the Kingdom of God, to co-operate with other members in Christian fellowship, to attend the services of the Church, the Lord's Supper, and general meetings, to support the Church and its ministries in prayer and to contribute towards the work of the Church through tithes and offerings according to scriptural principles.
- (b) Members who are eligible to vote shall, under God and in accordance with the Bible:
  - (i) consider nominations for the Board and record a decision through the ballot for each nominee;
  - (ii) consider for approval the Church's annual budget and other matters specified as the responsibility of the membership;
  - (iii) meet half yearly and additionally as required for sharing, testimony, praise, prayer, information and decision-making purposes at members' meetings, to demonstrate our life together in the Body of Christ;
  - (iv) be entitled to make submissions to the Board on matters relevant to the ministry of the Church;
  - (v) be involved in the ministry of the Church and support the leadership of the Board, the pastors, administration and ministry groups; and
  - (vi) make decisions as may be required by these Rules.
- (c) A member who is entitled to vote has the right:
  - (i) to receive notice of member meetings and the proposed resolutions in the manner and time prescribed by these Rules;

- (ii) to submit items of business for consideration at member meetings in accordance with these Rules;
- (iii) to attend and be heard at member meetings; and
- (iv) to have access to the minutes of member meetings and other documents of the Church as provided under rule 16.2.

## **6 General meetings**

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### **6.1 Convening general meetings**

- (a) The Board may call a general meeting.
- (b) The Senior Pastor or members with at least 10% of the votes that may be cast at a general meeting may request that the Board convenes a general meeting (referred to as a **"Request"** for the purpose of this rule 6.1).
- (c) The Request must:
  - (i) be in writing signed by the Senior Pastor or members;
  - (ii) be delivered to the Secretary; and
  - (iii) include any business or resolution(s) to be proposed at the meeting.
- (d) Unless the Request includes a proposed resolution that:
  - (i) would be in conflict with the Rules, the Act or any applicable law;
  - (ii) is beyond the legal powers of the Church or of the members; or
  - (iii) is inconsistent with the Purpose;
 the Board must give all members notice of a general meeting within 21 days of the Request and hold the general meeting within two months of the Request.
- (e) If the Board is required by rule 6.1(d) to call a meeting and does not do so within 21 days of a Request:
  - (i) the Senior Pastor or 50% or more of the members who made the Request may call a general meeting; and
  - (ii) the Church must pay the Senior Pastor or members who made the Request any reasonable expenses they incur because the Board did not call and hold the meeting.
- (f) To call and hold a meeting under rule 6.1(d), the Senior Pastor or members must:
  - (i) as far as possible, follow the general meeting procedures in these Rules; and
  - (ii) hold the general meeting within three months after making the Request.
- (g) Any meeting that is held following a Request:
  - (i) must only consider the resolution(s) proposed within the Request; and
  - (ii) may not consider any other business.

### **6.2 Changes to general meeting arrangements**

- (a) The Board may change the venue for, postpone or cancel a general meeting called under rule 6.1(a).



- (b) If a change is made under rule 6.2(a):
  - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under these Rules;
  - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
  - (iii) rule 6.6 does not apply to the notice.
- (c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

### **6.3 Entitlement to receive notice**

Notice of a general meeting:

- (a) must be given to every member and every director; and
- (b) may be given to any auditor appointed for the Association and in office at the time.

### **6.4 Member proposed business or resolution**

- (a) A member may submit proposed business or resolutions to the Secretary for consideration at a general meeting.
- (b) Unless the proposed business or resolution is considered by the Board (in its sole discretion), to be:
  - (i) in conflict with the Rules, the Act or any applicable law;
  - (ii) beyond the legal powers of the Church or of the members; or
  - (iii) inconsistent with the Purpose;
 it must be considered at a general meeting.
- (c) If the proposed business or resolution meets the requirements of rule 6.4(b) and submitted to the Secretary in writing:
  - (i) at least one month prior to the general meeting – it must be included in the notice of general meeting; and
  - (ii) otherwise – it must be considered at a later general meeting.

### **6.5 Notice of general meetings**

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) include any proposed business or resolution that meets the requirements of rule 6.4(b);
- (f) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution); and
- (g) state that proxy voting is not permitted.

## **6.6 Timing of notice**

All members must be provided with:

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting (subject to rule 6.6(b));
- (b) at least one months' notice of a general meeting if a special resolution to amend the Rules is to be proposed at the meeting; or
- (c) notice on the two Sundays preceding the general meeting in any other case.

## **6.7 Annual general meeting**

- (a) The Board must hold an annual general meeting at least once in every calendar year, within five months of the end of the financial year.
- (b) The business of an annual general meeting may include any of the following (even if not stated in the notice of meeting):
  - (i) confirmation of the minutes of the previous annual general meeting;
  - (ii) receipt and consideration of the Church's annual report, financial statements and any auditor's report;
  - (iii) the election of directors and members of the Nominating Committee; and
  - (iv) the appointment and remuneration of any auditor.

## **6.8 Chairperson of general meetings**

- (a) The Chair will preside as chairperson at every general meeting.
- (b) If there is no Chair, the Chair is not present within 15 minutes of the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):
  - (i) the Deputy Chair (if any);
  - (ii) a director chosen by a majority of the directors present;
  - (iii) the only director present; or
  - (iv) a member chosen by a majority of the members present.

## **6.9 Quorum for general meetings**

- (a) No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a general meeting is 30 members or 20% of members present for the whole meeting, whichever is lower.
- (c) If a quorum is not present within 30 minutes of the commencement time, then:
  - (i) if the meeting was called by or at the request of members, the meeting will dissolve;
  - (ii) otherwise:
    - (A) the meeting stands adjourned to the day, time and place determined by the Board (or if no determination is made by the

Board, to the same day, time and place in the following week);  
and

- (B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.

- (d) A suspended member is not counted for the purpose of determining a quorum.

#### **6.10 Adjournment of general meetings**

- (a) The chairperson may (and must if directed by a majority of the members present and entitled to vote) adjourn the meeting or any business, motion or discussion being considered or remaining to be considered.
- (b) Only unfinished business may be transacted at a general meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for 14 days or more.
- (d) A meeting adjourned under this rule 6.10 is adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week).

### **7 Voting at general meetings**

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#### **7.1 Voting rights**

- (a) On a vote conducted at a general meeting (whether on a show of hands or voices or by poll), each member present has one vote (subject to rules 7.1(b), 7.3(b) and 8(c)(iii)).
- (b) A suspended member is not entitled to vote.

#### **7.2 Method of voting**

- (a) Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.
- (b) A poll can be demanded by ten or more members at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A poll must be taken in the manner directed by the chairperson.
- (d) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- (e) A member may vote in person or by technology.

#### **7.3 Decisions of the members**

- (a) Questions arising for determination at a general meeting will be decided:
  - (i) in the case of a special resolution, only with the support of 75% of votes cast by members present, including (without limitation) any resolution under rules 10.8(a), 18(a) and 22.1; and
  - (ii) otherwise – by a majority of votes cast.



- (b) The chairperson has a deliberative vote (if they are a member). If the votes cast on a motion are equal, the chairperson will also have a casting vote.
- (c) A declaration by the chairperson that a motion has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

#### **7.4 Seconding**

It is not necessary for a motion to be seconded in order to be put to a vote.

#### **7.5 Proxies**

Proxy voting is not permitted.

#### **7.6 Use of virtual meeting technology in general meetings**

- (a) The Board may hold general meetings using any virtual meeting technology that is agreed to by the Board.
- (b) The use of any virtual meeting technology must give participants a reasonable opportunity to participate, including a reasonable opportunity to exercise a right to speak.
- (c) The Board's agreement may be a standing one.
- (d) For the purpose of the Act, a person who attends a general meeting by technology is deemed to be present in person at the meeting.
- (e) A member participating through the use of virtual meeting technology:
  - (i) must be given the opportunity to participate in a vote in real time; and
  - (ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the voter may elect to vote in real time or in advance.
- (f) A document that is required or permitted to be tabled at a general meeting using virtual meeting technology is taken to have been tabled if it is:
  - (i) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
  - (ii) made accessible to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) during the meeting.

### **8 Special Church Meetings**

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- (a) A Special Church Meeting:
  - (i) may only be called for the purpose of the Church issuing a direction or making a decision under Schedule B; and
  - (ii) may only consider that direction or decision.
- (b) Subject to rule 8(a), a Special Church Meeting:

- (i) may be called at any time by the Board;
  - (ii) must be called by the Board if the Board receives a written request to do so from members who satisfy the criteria in rule 8(c)(iii) with at least one-sixth of the votes that may be cast at a Special Church Meeting; and
  - (iii) may be called by the BUV if the Board fails to convene a Special Church Meeting after receiving a written request to do so by the BUV.
- (c) A Special Church Meeting must, as far as possible, follow the general meeting procedures in rules 6-7, save that:
- (i) at least 14 days' notice must be given of the time, place and purpose of the Special Church Meeting to members;
  - (ii) notice must be given by:
    - (A) informing members during the usual time of giving notices in each church service on the two Sundays that precede the Special Church Meeting; or
    - (B) posting an obvious written notice on or inside the Church building;
  - (iii) a member may only vote at the Special Church Meeting if the member:
    - (A) is over 18 years of age;
    - (B) has been a member for at least six months;
    - (C) has been present at Church for Communion at least twice in the six months prior to the Special Church Meeting being called; and
    - (D) has not ceased to be an active Member;
  - (iv) subject to rule 8(c)(v)(A), business may only be transacted if a quorum of at least 90 members or 40% of members, whichever is lower, is present;
  - (v) if a quorum is not present within 30 minutes after the Special Church Meeting starts:
    - (A) any resolutions passed by the members present will be valid if they are approved by the BUV Council; and
    - (B) the minutes of the meeting must record that there was no quorum; and
  - (vi) decisions arising for determination at a Special Church Meeting will be decided by a two-thirds majority of votes cast by members present in person.

## **9 Discipline and grievances**

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### **9.1 Disciplinary procedure**

- (a) The Board may take disciplinary action against a member in accordance with this rule 9.1 if it considers there are sufficient grounds to do so.
- (b) The grounds upon which the Board may take disciplinary action against a member include, without limitation:
  - (i) non-compliance with these Rules;
  - (ii) engaging in conduct that is prejudicial to the Church; or
  - (iii) engaging in conduct that is inconsistent with or indicates that the member no longer supports the Beliefs, Doctrinal Basis, Mission or Purpose.



- (c) The Board may not resolve to suspend or expel a member outside of a Board meeting.
- (d) If the Board intends to consider a resolution to suspend or expel a member, it must notify the member in writing at least seven days prior to the relevant Board meeting:
  - (i) of the date, place and time of the meeting where the resolution will be considered;
  - (ii) of the intended resolution and the grounds on which it is based; and
  - (iii) that the member may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- (e) After considering any oral or written explanation or submission, the Board may resolve to:
  - (i) take no further action;
  - (ii) warn the member;
  - (iii) suspend the member's rights for up to twelve months;
  - (iv) expel the member;
  - (v) refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this rule); or
  - (vi) require the matter to be determined at a general meeting.
- (f) At the end of any period of suspension under 9.1(e)(iii) the Board may, in its sole discretion and with regard to all relevant circumstances including whether the individual has repented, resolve to:
  - (i) restore the member's rights;
  - (ii) extend the period of suspension (provided that the total period of suspension does not exceed 12 months); or
  - (iii) expel the member.
- (g) Subject to rule 9.1(h), any member expelled from the Church may apply to be readmitted as a member.
- (h) The Board is not required to consider any membership application from a former member who has been expelled:
  - (i) that is received within twelve months of the date of expulsion; or
  - (ii) more than once in any twelve-month period.
- (i) No person may become a director while suspended.

## **9.2 Grievance procedure**

- (a) The Church, a member or a director must not start a grievance procedure in relation to a matter which is the subject of a disciplinary procedure under rule 9.1 until the disciplinary procedure is completed.
- (b) Disputes under this grievance procedure are to be dealt with in accordance with the teaching of Jesus in Matthew 18:15-20 and elsewhere in the Holy Scriptures.
- (c) The parties to a dispute under these Rules, being a member or director and:
  - (i) one or more members;

- (ii) one or more directors; or
  - (iii) the Church;
- must attempt to resolve the matter between themselves within 14 days of being made aware of the dispute.
- (d) If the parties cannot resolve the dispute within 14 days (or any longer period agreed between the parties), the parties must discuss the matter with the Senior Pastor or the Senior Pastor's appointee.
  - (e) If the parties cannot resolve the dispute between themselves or with the support of the Senior Pastor, they must:
    - (i) notify the Board;
    - (ii) agree or request that a mediator be appointed; and
    - (iii) attempt in good faith to settle the dispute by mediation.
  - (f) The mediator must be:
    - (i) a person chosen by agreement between the parties; or
    - (ii) in the absence of agreement:
      - (A) for disputes between members – a person chosen by the Board; and
      - (B) for all other disputes – a person chosen by the president of the BUV.
  - (g) A mediator chosen by the Board pursuant to rule 9.2(f)(ii)(A):
    - (i) must be a professionally accredited mediator;
    - (ii) must not be a current or former member;
    - (iii) must not have a personal interest in the dispute; and
    - (iv) must not be biased towards or against anyone involved in the dispute.
  - (h) When conducting the mediation, the mediator must allow those involved a reasonable chance to be heard and to review any written statements.
  - (i) The mediator must not determine the dispute.
  - (j) A member or a director must not commence a formal legal proceeding (except for interlocutory relief) in relation to a dispute under these Rules unless and until they have complied with this grievance procedure.

## 10 Appointment and removal of directors

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### 10.1 Number and composition of directors

- (a) At all times, the Church must have at least three and no more than nine directors.
- (b) The Board will comprise:
  - (i) the Senior Pastor; and
  - (ii) up to eight members nominated by the Nominating Committee and elected by the members in accordance with rule 10.4 (**Ordinary Directors**).

- (c) The Secretary may attend and speak at Board meetings but is not a director and may not vote.

## 10.2 Eligibility

- (a) Any member is eligible to be a director (and referred to as an **“Eligible Person”** throughout these Rules) provided:
  - (i) the person has consented in writing to be a director;
  - (ii) the person has suitable qualifications, skills and experience to discharge the functions of a director, as determined by the Nominating Committee from time to time; and
  - (iii) the person is not ineligible to be a director under:
    - (A) the *Corporations Act 2001* (Cth); or
    - (B) the ACNC Legislation.
- (b) Rule 10.2(a)(iii)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

## 10.3 Nominating Committee

- (a) The Church must establish a Nominating Committee, being a committee of the Board under rule 12.4.
- (b) The role of the Nominating Committee is to manage the recruitment and vetting of nominees for election to the role of Ordinary Director, including by:
  - (i) proposing a skills, expertise and experience matrix for approval by the Board;
  - (ii) identifying needed skills with reference to the skills, expertise and experience matrix, the strategic plan of the Church and the composition of the Board and submitting them to the Board for comment prior to commencing the recruitment process;
  - (iii) actively recruiting candidates to fill the identified gaps in skills, expertise and experience; and
  - (iv) vetting nominees to ensure that all approved candidates satisfy the eligibility criteria in rule 10.2.
- (c) The Nominating Committee will comprise:
  - (i) two members of the Church elected under rule 10.3(g); and
  - (ii) one Ordinary Director of the Church appointed by the Board.
- (d) The term of office of the members in rule 10.3(c)(i):
  - (i) is two years (unless the Board specifies a shorter period prior to the election of a member);
  - (ii) commences at the end of the annual general meeting at which they are elected; and
  - (iii) expires at the end of the second annual general meeting following the election (or at the end of any shorter period specified by the Board).
- (e) The term of office of the Ordinary Director in rule 10.3(c)(ii):
  - (i) commences at the end of the annual general meeting at which they are elected; and

- (ii) expires at the end of the first annual general meeting following the election.
- (f) The terms of the members in rule 10.3(c)(i) will be staggered such that only one position is vacant at each annual general meeting.
- (g) Each year, an election must be held for the vacant position on the Nominating Committee under rule 10.3(c)(i) at the annual general meeting as follows:
  - (i) The Board will endorse a member (referred to as the “**endorsed member**” in this rule 10.3(g)) for election to the Nominating Committee.
  - (ii) The Secretary must notify members of the name of the endorsed member no later than two Sundays before the annual general meeting.
  - (iii) The endorsed member will be elected to the Nominating Committee if a simple majority of votes cast by members present at the annual general meeting are in favour of their election.
  - (iv) Ballots for elections under this rule 10.3(g) will be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (h) The Nominating Committee may seek advice or retain advisors either paid or unpaid to assist it in its work.

#### **10.4 Election of Ordinary Directors**

- (a) Elections for vacant Ordinary Director positions must be held at each annual general meeting in accordance with rules 10.4(b)-(h) below.
- (b) Nominations for vacant Ordinary Director positions must:
  - (i) be made in writing;
  - (ii) signed by the nominee; and
  - (iii) contain any information prescribed by the Nominating Committee.
- (c) Nominations must be submitted to the Nominating Committee at least one month before the date of the relevant annual general meeting.
- (d) Nominees who meet the eligibility requirements in rule 10.2, the requirements in rules 10.4(b)-(c) and are selected by the Nominating Committee for election of the Board will become approved candidates for election.
- (e) The Secretary must notify members of the candidates in rule 10.4(d) no later than two Sundays before the annual general meeting.
- (f) The candidates in rule 10.4(d) will be elected if at least two-thirds of votes cast by members present at the annual general meeting are in favour of their election.
- (g) Ballots for elections held under this rule 10.4 will be conducted at the relevant annual general meeting in such usual and proper manner as the Board may direct.
- (h) The results of an election held at an annual general meeting under this rule 10.4 must be announced at the annual general meeting.

#### **10.5 Directors appointed by the Board**

The Board may:



- (a) appoint an Eligible Person to be a director to fill a casual vacancy in the Ordinary Director position; and
- (b) appoint an Eligible Person as an additional Ordinary Director (subject to the maximum number specified in rule 10.1).

#### **10.6 Term of office**

- (a) The term of office of an Ordinary Director elected by the members:
  - (i) is two years (unless a different period is specified by the Board for that position in the relevant notice of the general meeting);
  - (ii) commences at the end of the general meeting at which they are elected; and
  - (iii) expires at the end of the second annual general meeting following the election (or at the end of the period specified in the notice of general meeting).
- (b) The term of office of an Ordinary Director appointed by the Board under rule 10.5:
  - (i) commences on the date of appointment; and
  - (ii) expires at the conclusion of the first annual general meeting following the appointment.
- (c) The term of office of the Senior Pastor on the Board:
  - (i) commences on the date they are appointed to the Senior Pastor position; and
  - (ii) expires on the date they are removed from the Senior Pastor position.
- (d) An Ordinary Director who has served continuously for three consecutive terms may only seek re-election following a period of at least one year in which they do not serve as a director.

#### **10.7 Ceasing to be a director**

A person stops being a director, and a casual vacancy is created, if they:

- (a) resign by written notice to the Church;
- (b) are removed by the members under rule 10.8;
- (c) are removed by resolution passed by at least 75% of the directors (excluding the affected director), where the directors are satisfied that the person has engaged in serious misconduct or has breached their duties under the Act, the ACNC Legislation or the common law;
- (d) are absent without leave of the Board under rule 10.9 from:
  - (i) three consecutive Board meetings; or
  - (ii) four Board meetings over 12 months;
- (e) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
- (f) are directly or indirectly interested in any contract or proposed contract with the Church and fail to declare the nature of the interest as required by the Act;
- (g) cease to be a member; or

- (h) cease to be eligible to be a director under:
  - (i) the *Corporations Act 2001* (Cth); or
  - (ii) the ACNC Legislation.

#### **10.8 Removal of directors**

- (a) The members may, at a general meeting and by special resolution:
  - (i) remove a director; and
  - (ii) appoint an Eligible Person to replace that director.
- (b) A director subject to a proposed special resolution under rule 10.8(a)(i) may provide a written statement not exceeding 1,500 words to the Board, in which case the Board must (at the Board's election) either provide or read the statement to members during the relevant general meeting.
- (c) The term of office of a director appointed under this rule will be the remaining term of the director they are appointed to replace.

#### **10.9 Leave of absence**

- (a) Directors are entitled to request a leave of absence from Board meetings for a maximum period of three months, subject to approval by the Board.
- (b) Leave of absence requests must be made in writing to the Board and cannot be granted retrospectively, unless there are extenuating circumstances (as agreed by the Board from time to time) which warrant a retrospective approval.
- (c) The Board will consider any request for a leave of absence at its next scheduled meeting, unless there are extenuating circumstances (as agreed by the Board from time to time).
- (d) A director on an approved leave of absence:
  - (i) is not counted for the purpose of forming a quorum in accordance with rule 11.3 or passing resolutions without meetings in accordance with rule 11.7;
  - (ii) will be recorded in Board meeting minutes as a director on an approved leave of absence;
  - (iii) will receive minutes of Board meetings or general meetings; and
  - (iv) will be recorded as being on an approved leave of absence in the Church's annual report.

#### **10.10 Insufficient directors**

If the number of directors is insufficient to constitute a quorum or less than the minimum number fixed under rule 10.1, the remaining directors may, except in an emergency, act only to:

- (a) increase the number of directors to a number sufficient to constitute a quorum or meet that minimum number; or
- (b) convene a general meeting.

#### **10.11 Defects in appointment of directors**



An act done by, or with the participation of, a person acting as a director or committee member is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting or taking the relevant step.

## **11 Board decision making**

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### **11.1 Convening Board meetings**

- (a) A director may convene or ask the Secretary to convene a Board meeting by giving notice to all of the other directors in accordance with rule 11.2.
- (b) The Board must meet as often as the directors deem it necessary to carry out their role and in any event at least four times each year.

### **11.2 Notice of Board meetings**

- (a) Written notice of Board meetings must be given to every director at least 48 hours prior to the meeting (unless the Board unanimously waives this requirement).
- (b) A notice of a Board meeting:
  - (i) must specify the place, day and time of the meeting;
  - (ii) must provide details of any technology that will be used to facilitate the meeting; and
  - (iii) does not need to specify the nature of the business to be transacted at the meeting.

### **11.3 Quorum for Board meetings**

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum of directors for a Board meeting is three directors or a majority of directors present for the duration of the meeting, whichever is higher.
- (c) A director on a leave of absence approved by the Board should not be included when calculating the total number of directors for the purposes of this rule 11.3.

### **11.4 Use of virtual meeting technology in Board meetings**

- (a) The Board may hold its meetings using any virtual meeting technology that is agreed to by the Board.
- (b) The use of any virtual meeting technology must provide the directors with a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- (c) The Board's agreement may be a standing one.
- (d) A director who attends by technology is deemed to be present in person at the meeting.
- (e) A director participating through the use of virtual meeting technology:
  - (i) must be given the opportunity to participate in a vote in real time; and

- (ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the director may elect to vote in real time or in advance.
- (f) A document that is required or permitted to be tabled at a meeting using virtual meeting technology is taken to have been tabled if it is:
  - (i) given to the directors entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
  - (ii) made accessible to the directors entitled to attend the meeting (whether physically or using virtual meeting technology) during the meeting.

#### **11.5 Chairperson of Board meetings**

- (a) The Chair will preside as chairperson at Board meetings.
- (b) If there is no Chair, the Chair is not present within 15 minutes after the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting then:
  - (i) if there is a Deputy Chair, the Deputy Chair will be the chairperson; and
  - (ii) if the Deputy Chair is not present or is not willing and able to be the chairperson during all or part of the meeting, the directors present may elect a director to be chairperson of the meeting or part of it.

#### **11.6 Decisions of the Board**

- (a) A question arising at a Board meeting convened with:
  - (i) at least 48 hours' notice under rule 11.2(a) is to be decided by a majority of votes of directors present and entitled to vote; and
  - (ii) less than 48 hours' notice under rule 11.2(a) is to be decided by an absolute majority of directors entitled to vote.
- (b) The only business that may be conducted at a meeting convened with less than 48 hours' notice under rule 11.2(a) is the business for which the meeting is convened.
- (c) The chairperson has a deliberative vote. If the votes cast on a motion are equal at a meeting convened with at least 48 hours' notice, the chairperson will also have a casting vote.

#### **11.7 Resolutions without meetings**

- (a) A Board resolution may be passed without a meeting if all of the directors entitled to vote on the resolution vote in favour of the resolution.
- (b) For the purpose of this rule:
  - (i) a director may vote by sending an email or signed document to the Church that contains the text of the proposed resolution and states whether they are in favour of the resolution;
  - (ii) the resolution fails if it has not achieved unanimous consent within five days after the notice was given; and
  - (iii) the resolution is passed only if and when a vote in favour is received from every director.



- (c) Resolutions without meetings must be recorded in the minutes of the next Board meeting.

## **12 Directors' powers and duties**

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### **12.1 Powers of the Board**

- (a) The directors are responsible for the governance of the Church and furthering the Purpose.
- (b) The directors may exercise all the powers of the Church that are not, by the Act or by these Rules, required to be exercised by the members.
- (c) The Board cannot remove a director or an auditor.
- (d) The Board may delegate any of its powers to one or more directors, the Senior Pastor, a committee, an employee or any other person.
- (e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

### **12.2 Roles and responsibilities of the Board**

The Board has the following roles and responsibilities:

- (a) to be a prayerful body;
- (b) to select and recommend for consideration of the members its nominee for the position of Senior Pastor;
- (c) to review the Senior Pastor's performance;
- (d) to provide advice to the Senior Pastor on all aspects of Church life and on the Senior Pastor's specific responsibilities;
- (e) to approve the appointment or termination of persons reporting directly to the Senior Pastor;
- (f) to refer any matters to the Church which may not be satisfactorily resolved with the Senior Pastor or which are required to be heard at a Special Church Meeting under rule 8;
- (g) to act as a body of appeal for any pastor who may be unable to resolve an issue with the Senior Pastor;
- (h) to approve and recommend to the Church major policy matters such as finance, property, and doctrine and also to consider other items as may be referred to or requested by the Board from the Church;
- (i) to determine the date, time and place of general meetings and Special Church Meetings and instruct the Secretary to notify members of meetings; and
- (j) to advise the Church of major business decisions made at Board meetings on a regular basis. For this purpose "business decisions" are deemed to cover administration, finance and organisation structure.

### **12.3 Duties of directors**

Directors must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

### **12.4 Establishment of committees**



- (a) The Board may establish committees.
- (b) A committee may include, or be comprised of, non-directors.
- (c) The meetings and proceedings of committees are:
  - (i) subject to any terms of reference and/or delegation; and
  - (ii) otherwise governed as far as possible by the provisions of these Rules which regulate the proceedings of the Board.

#### **12.5 By-laws**

- (a) The Board may make regulations or by-laws not inconsistent with these Rules for the general conduct and management of the Church and the business of the Board.
- (b) The Board may revoke and alter by-laws or regulations as it sees fit.

### **13 Directors' interests**

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- (a) A director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of the Church:
  - (i) to the Board – as soon as the director becomes aware of the interest; and
  - (ii) to the members – at the next general meeting.
- (b) The director:
  - (i) must not be present while the matter is being considered at the Board meeting; and
  - (ii) must not vote on the matter.
- (c) Rules 13(a)-(b) do not apply to a material personal interest:
  - (i) that exists only because the director is an employee of the Church or belongs to a class of persons for whose benefit the Church is established; or
  - (ii) that the director has in common with all, or a substantial proportion of, the members.

### **14 Office Bearers, Secretary and Senior Pastor**

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#### **14.1 Appointment of Office Bearers**

- (a) From time to time as required, the Board:
  - (i) must appoint a Chair; and
  - (ii) may appoint any other Office Bearers it deems fit (including, without limitation, a Deputy Chair);
 from among the Board.
- (b) Office Bearers of the Church hold office until the end of the first annual general meeting following their appointment.
- (c) An Office Bearer may be elected for more than one successive term.
- (d) The Board may remove or suspend a person from holding any Office Bearer position by resolution passed at a Board meeting provided:

- (i) the resolution is passed by not less than two-thirds of the directors present; and
- (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person who is the subject of the resolution.

#### **14.2 Secretary**

- (a) The Board must appoint at least one Secretary, who must not be a director.
- (b) A person may not be appointed as Secretary unless the person:
  - (i) consents in writing to being appointed as Secretary;
  - (ii) is at least 18 years of age; and
  - (iii) is resident in Australia.
- (c) The Board may suspend or remove a Secretary.
- (d) The Secretary must give the Registrar notice of their appointment within 14 days of their appointment.
- (e) The Board must fill any vacancy in the office of Secretary within 14 days of the vacancy arising.

#### **14.3 Senior Pastor**

- (a) A Senior Pastor must be called or dismissed in accordance with Schedule B (if applicable).
- (b) To be eligible to be called to the position of Senior Pastor, a person must:
  - (i) meet the criteria in rule 10.2; and
  - (ii) hold, preach, teach and maintain the doctrines and practices referred to in clause 4 of Schedule B (if applicable).
- (c) The Board may recommend a person to be called to the position of Senior Pastor.
- (d) The Board may:
  - (i) confer powers, discretions and duties on the Senior Pastor as it sees fit;
  - (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
  - (iii) authorise the Senior Pastor to delegate all or any of the powers, discretions and duties conferred.

### **15 Indemnities and insurance**

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- (a) The Church indemnifies every present and past director and office holder to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer holder of the Church.
- (b) This indemnity:
  - (i) is a continuing obligation and is enforceable even if the person has ceased to be an office holder; and
  - (ii) is not subject to any requirement to first incur an expense or make a payment.
- (c) The Church may, to the extent permitted by law, pay or agree to pay a premium in respect of a contract insuring its office holders.

- (d) Nothing in this rule 15 limits the Church's ability to indemnify or pay for insurance for any person not expressly covered by this rule.

## **16 Administration**

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### **16.1 Minutes**

- (a) The Board must ensure that:
- (i) minutes of all general meetings, Special Church Meetings, Board meetings and committee meetings; and
  - (ii) records of resolutions passed by members, directors and committees without a meeting;
- are recorded and kept with the Church's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- (b) The Board must ensure that minutes of a:
- (i) Board or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting; and
  - (ii) Special Church Meeting are approved by the members present and signed by the chairperson before the meeting is dissolved.

### **16.2 Inspection of books and records**

- (a) Members may on request inspect:
- (i) the minutes of general meetings;
  - (ii) these Rules;
  - (iii) the Register (save that the Secretary may refuse to allow a member to inspect any part of the Register in accordance with the Act); and
  - (iv) subject to rules 16.2(c) and 16.2(d), Board meeting minutes, financial records, books, securities and other documents of the Church.
- (b) Inspection, if granted, will take place within 28 days of the receipt of a request in rule 16.2(a) in the presence of the Secretary.
- (c) Members may not have access to the financial records, books, securities and any other document of the Church, including minutes of Board meetings, unless otherwise permitted by these Rules, law or the Board.
- (d) The Board may refuse any request to inspect books and records of the Church where:
- (i) inspection would be inconsistent with the Church's privacy policy;
  - (ii) the records relate to confidential, personal, employment, commercial or legal matters; and/or
  - (iii) allowing the request would be prejudicial to the interests of the Church.
- (e) Members must not:
- (i) use information obtained about another person from the Register to contact or send materials to the other person; or
  - (ii) disclose information obtained about a person from the Register knowing that the information is likely to be used to contact or send materials to the other person;

unless the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules or by law.

- (f) If the Church provides access to these Rules on the Church's website or the ACNC website, the Board will be deemed to have allowed a member to inspect and copy these Rules, unless the member informs the Church that they are unable to access the Rules on either website.

### **16.3 Common seal**

- (a) If the Church has a common seal, the Board must provide for its safe custody.
- (b) The Church may execute a document with the approval of the Board if the fixing of the common seal is witnessed by:
  - (i) a director; and
  - (ii) another director, the Secretary or a person appointed by the Board for that purpose.

### **16.4 Execution of documents**

The Church may execute documents by the signature of:

- (a) two directors; or
- (b) one director and the Secretary.

## **17 Audit and finance**

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### **17.1 Accounts and other records of the Church**

- (a) The Board must:
  - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
  - (ii) ensure that records of its operations are kept; and
  - (iii) take reasonable steps to ensure that the Church's records are kept safe.
- (b) The Church must retain its records for at least seven years.

### **17.2 Audit**

- (a) If required by law, the Church must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any general meeting and to be heard by the members on any business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The Church may give any auditor all communications relating to the general meeting that the members are entitled to receive.
- (d) The members may remove an auditor by resolution at a general meeting provided:
  - (i) the notice of general meeting is provided at least two months before the general meeting;
  - (ii) the notice is provided to the auditor; and
  - (iii) a copy of the notice is lodged with the Registrar.

### **17.3 Financial year**

The financial year will begin on 1 January and end on 31 December, unless the Board passes a resolution to change the financial year.

### **17.4 Source of funds**

The funds of the Church may be derived from donations, fundraising activities, grants, interest and any other sources approved by the Board.

### **17.5 Management of funds**

- (a) The Board may approve expenditure on behalf of the Church.
- (b) The Board may authorise the expenditure of funds on behalf of the Church without requiring approval from the Board for each item on which the funds are expended.
- (c) All cheques must be signed by two directors or otherwise authorised in accordance with any process determined by the Board.
- (d) The Board must ensure that systems and procedures for the management of the Church's funds are appropriate for its size and circumstances and the complexity of its financial affairs.
- (e) All payments must be authorised in accordance with any process determined by the Board.

## **18 Amending these Rules**

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- (a) The Church may only amend these Rules by special resolution in accordance with the Act.
- (b) The members must not pass a special resolution that amends these Rules if passing it causes the Church to:
  - (i) no longer be a Charity; or
  - (ii) fail to pursue Christian ministry purposes.
- (c) A special resolution to amend the Rules will not be effective unless:
  - (i) at least one month's notice of the general meeting is given to members; and
  - (ii) the Board approves the proposed amendments in writing in the three months before the general meeting.

## **19 Notices**

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- (a) Notice of a general meeting may be provided to members:
  - (i) by announcement at worship services; and/or
  - (ii) by publication of details about the meeting in the Church Bulletin given to members before the meeting.
- (b) Notices can be served on members or directors:
  - (i) personally; or
  - (ii) by post, email or other electronic means;
- (c) Notices are taken to be served:



- (i) in the case of a properly addressed and posted notice – five business days after the date of posting; and
  - (ii) in the case of a notice sent by email or other electronic means – at the time of sending.
- (d) The non-receipt of notice or a failure to give notice does not invalidate any thing done or resolution passed at the meeting if:
- (i) the non-receipt or failure occurred by accident or error;
  - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
  - (iii) the individual notifies the Church of their agreement to that thing or resolution before or after the meeting.
- (e) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

## **20 Powers of the BUV Council**

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- (a) If:
- (i) the number of members is greater than twelve and less than 30; and
  - (ii) the BUV Council resolves that it is necessary or advisable that directions issued by the Church be subject to oversight by the BUV Council;
- then the prior written approval of the BUV Council must be obtained before any resolution of the Church takes effect:
- (iii) to issue directions to the BUV regarding trust property held by it as trustee for the purposes of the Church;
  - (iv) regarding the land, buildings or other significant assets of the Church that has the capacity to significantly affect the Church's financial standing; or
  - (v) to appoint or remove a director.
- (b) If:
- (i) the number of members is twelve or less; or
  - (ii) the Church has ceased to meet for the public worship of God for six months or more (except where the Church is unable to meet due to special circumstances, including legal restrictions); or
  - (iii) the number of members is greater than twelve and less than 30 and, after exploring all options that appear to the BUV Council to be reasonable to invigorate the Church, the BUV Council forms the view that the Church is no longer a viable church;
- then the BUV Council may, by resolution passed by two-thirds or more of BUV Council members present and voting at a special meeting of the BUV Council called for the purpose, exercise any powers exercisable by the members of the Church.

## **21 Associated entities**

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The Church must not pass a resolution in relation to a separately incorporated ministry arm or trust fund unless the Church is satisfied that the resolution will have the effect of furthering the Purpose.

**22.1 General**

The Church may only be wound up in accordance with the Act.

**22.2 Distribution of assets on winding up**

- (a) Where on the winding up or dissolution of the Church there is a surplus of assets after satisfying all the Church's liabilities and expenses, the surplus:
  - (i) must not be paid or distributed to a member in their capacity as a member; and
  - (ii) will be given or transferred to the BUV, provided that entity still exists and is:
    - (A) a Charity;
    - (B) has a similar purpose to the Purpose; and
    - (C) prohibits the distribution of income, profit and assets to its members in their capacity as members.
- (b) If, for any reason, the BUV is unable or unwilling to receive the surplus assets, the surplus assets must go to a Charity (or Charities) which:
  - (i) has a similar purpose to the Purpose; and
  - (ii) prohibits the distribution of income, profit and assets to its members in their capacity as members.
- (c) The members must decide before any winding up or dissolution which Charity (or Charities) will receive a distribution under rule 22.2(b). If the members fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

**23 Interpretation**

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**23.1 Definitions**

In these Rules:

**ACNC** means the Australian Charities and Not-for-profits Commission.

**ACNC Legislation** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

**Act** means the *Associations Incorporation Reform Act 2012* (Vic).

**auditor** may mean a reviewer, if permitted by the Act or ACNC Legislation.

**Baptist Union of Victoria, BUV and Union** mean the Baptist Union of Victoria (ABN 67 934 884 236).

**Beliefs** means the beliefs in rule 2.4.



**business day** means a day that is not a Saturday, Sunday or public holiday in the State of Victoria.

The **BUV Council** is the governing body of the Baptist Union of Victoria.

**Chair** means the person appointed to the position of Chair under rule 14.1(a)(i).

**chairperson** means the person chairing a meeting.

**Charity** means a charity registered under the ACNC Legislation.

**Church Bulletin** means the bulletin of the Church circulated periodically to members and other individuals within the Church community.

**Board** means the group of individuals that are responsible for the governance of the Church. The Board is the Committee for the purposes of the Act.

**day** means calendar day except public holidays.

**director** means an individual appointed pursuant to rule 10.4 or 10.5. The directors are Committee members for the purpose of the Act and Deacons for the purpose of Schedule B.

**Doctrinal Basis** means the Doctrinal Basis of the Baptist Union of Victoria in Appendix A.

**general meeting** means a meeting of members (including an annual general meeting) convened pursuant to clause 6.

**member** means a person whose name is entered in the Register as a member of the Church in accordance with rule 5.4(e).

**Mission** means the mission set out in rule 2.1.

**Nominating Committee** means the committee under rule 10.3.

**Office Bearer** means Chair, Deputy Chair (if any) and any other person appointed under rule 14.1(a).

**person** includes a natural person and a corporation within the meaning of section 57A of the *Corporations Act 2001* (Cth).

**Purpose** means the purpose set out in rule 3(b).

**Register** means the register of members under rule 5.6.

**Registrar** means the Registrar of Incorporated Associations in Victoria.

**Schedule B** means Schedule B of *The Baptist Union Incorporation Act 1930* (Vic).

**Special Church Meeting** means a meeting convened under rule 8.

**special resolution** means a resolution passed at a general meeting:

- (a) of which 21 days' notice specifying the intention to propose the resolution as a special resolution has been given pursuant to these Rules and the Act; and

- (b) by not less than three fourths of the members entitled to vote who are present at the general meeting.

### **23.2 Interpretation**

In these Rules:

- (a) if an expression in the Rules has a meaning in the Act, the meaning from the Act will apply to the expression (except where a contrary intention appears in these Rules); and
- (b) a reference to any legislation or to any provision of any legislation includes:
  - (i) any modification or re-enactment of it;
  - (ii) any legislative provision substituted for it; and
  - (iii) all regulations and statutory instruments issued under it.

## **24 Transitional provisions**

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The following rules apply notwithstanding anything to the contrary in these Rules.

### **24.1 Members**

The members immediately following the adoption of these Rules will be those members listed on the Register at the time of adoption.

### **24.2 Directors**

- (a) The directors immediately following the adoption of these Rules will be those in office at the time of adoption.
- (b) Directors appointed prior to the adoption of these Rules may complete their term of office under the previous Rules. Time served prior to the adoption of these Rules will be taken into account for the purposes of rule 10.6(d).

### **The Baptist Union of Victoria Doctrinal Basis**

1. The divine inspiration and supreme authority of the Scriptures of the Old and New Testaments.
2. The existence of one God in three persons - the Father, the Son, and the Holy Spirit.
3. The deity and incarnation of the Lord Jesus Christ, who is the Son of God, the second person of the Holy Trinity.
4. The fallen, sinful and lost estate of all people.
5. The salvation of men and women from the penal consequences and power of sin through the perfect obedience of the Lord Jesus Christ, His atoning death, His resurrection from the dead, His ascension to the right hand of the Father, and His unchanging priesthood.
6. The immediate work of the Holy Spirit in the regeneration of men and women, in their sanctification, and in their preservation to the heavenly Kingdom of the Lord Jesus Christ.
7. The necessity, in order to know salvation, of repentance towards God and of faith in the Lord Jesus Christ.
8. The resurrection of the dead, and the final judgment of all people by the Lord Jesus Christ.
9. The two ordinances of the Lord Jesus Christ, namely Baptism and the Lord's Supper, which are of perpetual obligation: Baptism being the immersion of believers upon the profession of their faith in the Lord Jesus Christ, and a symbol of the fellowship of the regenerate in His death, burial and resurrection; the Lord's Supper being a memorial, until He comes, of the sacrifice of the body and blood of the Lord Jesus Christ.