

ASSOCIATIONS INCORPORATION ACT 1981 INC.

STATEMENT OF PURPOSES

The purposes of the Church are:-

- (i) To bring glory and honour to God and His Son Jesus Christ.
- (ii) To discern God's specific purposes for the Church and to fulfil them in the strength and wisdom of the Holy Spirit.
- (iii) To propagate the message of the word of God.
- (iv) To engage in evangelism by all means such as public meetings, the printed page and mass media.
- (v) To establish self-governing, self-propagating local churches as the opportunity affords.
- (vi) To uphold the family as the basic social unit of society.
- (vii) To provide Christian and general education for all age groups and to encourage training for active ministry at home and abroad and in particular to support, establish and conduct Christian Colleges and Schools of Education.
- (viii) To release the divinely bestowed ministry gifts of Christ into full operation.
- (ix) To support and engage in missionary enterprise in Australia and other lands with the view to establishing and/or strengthening indigenous local churches.
- (x) To encourage an attitude of the Christian fellowship towards all believers in Christ irrespective of doctrinal or denominational differences.
- (xi) To honour all civil governing authorities according to the Biblical Scriptures.
- (xii) To affiliate with the Australian Christian Churches (formerly Assemblies of God) in Australia Victoria Conference Incorporated.
- (xiii) To be in fellowship with Australian Christian Churches (formerly Assemblies of God) in Australia and to support the rules, policies and by-laws of that body as set down from time to time.

Solely for the purpose of furthering the purposes set out above the Church shall have power:-

- (a) To take over the funds and other assets and the liabilities of the present unincorporated assembly known as Breakthrough Christian Church Inc.
- (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated assembly become liable to pay any amount by way of damages or otherwise.
- (c) To subscribe to, become a member of and co-operate with any other association, or organisation, whether incorporated or not whose objects are altogether or in part similar to those of the Church provided that the Church shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Church under or by virtue of the Rules of the Church.
- (d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Church or persons frequenting the Church's premises.
- (e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Church: Provided that in case the Church shall take or hold any property which may be subject to any trusts the Church shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (f) To enter into any arrangements with any Government or Authority that may seem conducive to the attainment of the objects and the exercise of the powers of the Church and to obtain from any such Government or Authority any rights, privileges and concessions which the Church may think it is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (g) To appoint, employ, remove or suspend such ministers, educators, managers, clerks, secretaries, administrators, servants, workmen and other persons as may be necessary or convenient for the purposes of the Church.

- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Church's interests, and to contribute to, subsidise or otherwise assist and take part in the construction improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with the money of the Church not immediately required in such manner as may from time to time be thought fit.
- (j) To take or otherwise acquire and hold shares, debentures or other securities of any Company or Body Corporate.
- (k) To sell and/or otherwise dispose of the whole or any part of the business and/or property of the Church either together or in portions and for such consideration and/or on such terms and conditions as the Church may think fit.
- (l) To improve, manage, develop, work, maintain, sell, lease, licence, underlet, exchange, surrender, mortgage, charge, dispose of and/or otherwise deal with and/or turn to account all or any part of the real and/or personal property for the time being of the Church wheresoever situate.
- (m) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or denture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Church's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (o) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Church.
- (p) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Church's property of whatsoever kind sold by the Church, or any money due to the Church from purchasers and others.
- (q) To take any gift of property whether subject to any special trust or not, for any one of more of the objects of the Church but subject always to the proviso in paragraph (e) of this clause.
- (r) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Church, in the shape of donations, or otherwise.
- (s) To print and publish any newspapers, periodicals, books or leaflets that the Church may think desirable for the promotion of its purposes.
- (t) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Church and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Church under or by virtue of the Rules.
- (u) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, companies, institutions or societies with which the Church would, if such associations, companies, institutions or societies were incorporated associations, be authorised to amalgamate.
- (v) To transfer all or any part of the property, assets, liabilities and engagements of the Church to any one or more of the incorporated associations with which the Church is authorised to amalgamate.
- (w) To make donations for patriotic or charitable purposes.
- (x) To produce, purchase, use any films, videos, multi-media, radio and/or television materials, scripts or films that the Church may think is desirable for the promotion of its purposes.
- (y) To do all such other things as are incidental or conducive to the attainment of the aims and purposes and the exercise of the powers of the Church.

RULES

1. NAME

The name of the incorporated association is BREAKTHROUGH CHRISTIAN CHURCH INC. (formerly BLACKBURN CHRISTIAN CHURCH INC. and ASSEMBLY OF GOD BLACKBURN) (in these rules called "the Church").

2. DEFINITIONS AND INTERPRETATIONS

2.1 In these rules, unless the contrary intention appears:-

"Assistant Pastor", unless the context otherwise permits, shall include an "Associate Pastor".

"Board" means the Board of Directors of the Church.

"Church Business Council" means the Council appointed pursuant to Rule 28 of these rules.

"Financial year" means the year ending on the 31st December or such other date as the Board may from time to time determine.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Church.

"Senior Pastor" means:-

(a) where there is only one Pastor appointed or elected by the Church - that person.

(b) where there is more than one Pastor elected or appointed to an Church - the person so elected or appointed as the Senior Pastor.

"Special Resolution" means a resolution passed by a majority of not less than three-fourths of the members of the Church as being entitled to so vote in person at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution have been given in accordance with these rules.

"The Act" means the **Associations Incorporation Act 1981**.

"The Regulations" means regulations under the Act.

"National Conference" means the Australian Christian Churches (formerly Assemblies of God) in Australia, a Company incorporated in the State of Victoria and limited by guarantee.

"Victoria Conference" means the Australian Christian Churches (formerly Assemblies of God) in Australia Victoria Conference Incorporated.

2.2 In these rules, a reference to the Secretary of the Church is a reference:-

(a) where a person holds office under these rules as Administrator of the Church - to that person; or

(b) where no person holds office as Administrator but a person holds office under these rules as a Secretary - to that person; and

(c) in any other case, to the public officer of the Church.

Provided however a reference to a Secretary in Rules 21 and 22 shall mean a reference to a Secretary as defined in Rule 23 hereof and shall include an Administrator.

2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the **Interpretation of Legislation Act 1984** and the Act as in force from time to time.

3. APPLICATION FOR MEMBERSHIP

3.1 A natural person who applies and is approved for membership is eligible to be a member of the Church.

3.2 At the time of incorporation a person who is a current member of the Church shall have their membership transferred to the Breakthrough Christian Church Inc.

- 3.3 Applications for membership shall be approved by the Senior Pastor in conjunction with the board in light of the applicants relationship with Jesus Christ, their manner of life according to the bible and their loyalty and unity with the Church.
- 3.4 Where practicable the applicant shall be welcomed into fellowship with the Church and prayed for at a public meeting.
- 3.5 The Secretary shall enter the successful applicant's name in the Register of Members kept by him, and upon the name being so entered the applicant becomes a member of the Church.
- 3.6 A right, privilege, or obligation of a person by reason of his membership of the Church:-
 - (a) is not capable of being transferred or transmitted to another person
 - (b) terminates upon the cessation of his membership.

4. ENTRANCE AND ANNUAL SUBSCRIPTION FEE

There shall be no entrance fee or annual subscription fee.

5. REGISTER OF MEMBERS

The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member. The register shall be available for inspection by members on request to the Public Officer.

6. RESIGNATION OF MEMBERS

A member of the Church may resign from the Church by notifying the Senior Pastor or Secretary in writing. Upon the member's resignation the secretary shall make in the Register of Members an entry recording the date on which they ceased to be a member.

7. DISCIPLINE OF MEMBERS

- 7.1 Subject to these rules, the Biblical principles set out in Matthew 18:15-20, 5:23-26 and Galatians 6:1-5, and the moral standards set out in 1 Corinthians 5:9-13, Romans 1:18-32 and Leviticus 18, the Senior Pastor may determine to:-
 - (a) expel a member from the Church, or
 - (b) suspend a member from membership of the Church for a specified period, if he is or the opinion that the member:-
 - i. has refused or neglected to comply with these rules
 - ii. failed to uphold and maintain the aforementioned moral standards, or
 - iii. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Church, or
 - (c) delete a member from the Register of Members if such member has not, without reasonable excuse or leave of absence granted by the senior Pastor or the Board, attended for any consecutive period of at least 13 weeks, the normal and regular worship meetings of the Church.
- 7.2 Any action taken to expel, suspend or delete a member from the Register of Members as per 7.1 would only occur after strong prayerful consideration. The expelled, suspended or deleted member may request a hearing before the Senior Pastor and Board for the purpose of reconciliation. If the Senior Pastor and Board believe that further discussion would prove helpful to resolving the issue they can arrange a meeting.
- 7.3 A member aggrieved by the final determination of the Senior Pastor and Board shall have no right of appeal or to request a general meeting of the members to consider such determination or resolution as the case may be.

8. ANNUAL GENERAL MEETING

- 8.1 The Church shall in each calendar year convene an Annual General Meeting of its members.
- 8.2 The Annual General Meeting shall be held on such day as the Board determines.

- 8.3 The Annual General Meeting shall be specified as such in the notice convening it.
- 8.4 The ordinary business of the Annual General Meeting shall be:-
- (a) To confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting.
 - (b) To receive from the Board reports upon the transactions of the Church during the last preceding financial year.
 - (c) To receive notice of, and ratify or otherwise the appointment of any Elders.
 - (d) To ratify or otherwise the recommendations of the Senior Pastor or appointments of ordinary members to the Board and such other officers as may be recommended pursuant to rule 22.1 (e) and 22.1 (f).
 - (e) To receive and consider the statement submitted by the Church in accordance with Section 30.3 of the Act.
 - (f) To receive reports from the Senior Pastor and/or the Board and/or Department leaders.
 - (g) To notify members of the appointment of the various Department leaders and their assistants.
 - (h) To appoint an Auditor.
- 8.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 8.6 The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.

9 SPECIAL GENERAL MEETINGS

- 9.1 All general meetings other than the Annual General Meeting shall be called special general meetings.

10 CALLING SPECIAL GENERAL MEETINGS

- 10.1 The Board may, whenever it thinks fit, convene a general meeting of the Church and, where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a general meeting before the expiration of that period.
- 10.2 The members of the Church shall have no right or power to requisition for a general meeting of the Church.

11 NOTICE OF MEETING

- 11.1 Where practicable the members of the Church shall be given 14 days notice of the place, date and time of any general meeting of the Church and the nature of the business to be transacted at the meeting.
- 11.2 A member desiring to bring any business before a meeting may give notice of that business in writing at least 7 days before the meeting to the Secretary or Senior Pastor. The Board shall in its absolute discretion, determine whether such business shall be included as business to be discussed at the next general meeting, or a subsequent general meeting or not be included in the business to be discussed at any general meeting. The Board shall notify the member giving the notice of business of its determination.

12 GENERAL MEETING PROCEDURE

- 12.1 All business that is transacted at a general meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- 12.2 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 12.3 Where the number of members of the Church is less than 100, one third of members personally present, and where the membership of the Church is in excess of 100, one quarter of the members

present, (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting.

- 12.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall be adjourned until a date, time and place to be fixed by those Board members present not exceeding 30 days from the date of adjournment and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall be a quorum.

13 CHAIRMAN OF GENERAL MEETINGS

- 13.1 The Senior Pastor, or in his absence, such person appointed by him, or in that person's absence, the Associate Pastor shall preside as Chairman at each general meeting of the Church.
- 13.2 If the Senior Pastor or the person appointed by him or the Associate Pastor are absent from a general meeting, the meeting shall be adjourned until a date, time and place to be fixed by the Board members present not exceeding 30 days from the date of adjournment.

14 ADJOURNED MEETINGS

- 14.1 The Chairman of a general meeting at which a quorum is present may, with the consent of 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.
- 14.2 When a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 14.3 Except as provided in sub-clause 14.1 and 14.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15 VOTING PROCEDURE

A question arising at a general meeting of the Church shall, unless the Chairman otherwise directs, be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Church, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16 VOTING RIGHTS

- 16.1 Upon any question arising at a general meeting of the Church, a member has one vote only.
- 16.2 All votes shall be given personally and there shall be no voting by proxy.
- 16.3 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

17 CALLING A VOTE

- 17.1 If at a meeting a poll on any question is directed by the Chairman or demanded by not less than five per centum of the present members it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 17.2 A poll that is demanded on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

18 VOTING BY PROXY

A member is not entitled to appoint a proxy to vote on his behalf at meetings of the Church.

19 DISPUTES

- 19.1 All disputes may be resolved on the Biblical principles set out in Matthew 18:15-20, 5:23-26, Galatians 6:1-5, and 1 Timothy 5:19 AND the grievance procedure set out in this Rule applies to disputes under these Rules and concerning the affairs of the Church between:
- (a) a member and another member, or
 - (b) a member and the Church or a Senior Pastor and/or any Associate Pastor of the Church.
- 19.2 The parties to the dispute must meet and discuss the matter in dispute, and, if practicable, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties, or such longer period as the parties may agree.
- 19.3 In the event the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting then a further meeting may be held with the consent of all of the parties to attempt a resolution and failing that the parties must, within thirty days, hold a meeting in the presence of a mediator.
- 19.4 The mediator must be:-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Church or a representative appointed by the Executive of the Victoria Conference; or
 - (ii) in the case of a dispute between a member and the Church, a person who is appointed as mediator by the Executive of the Victoria conference.
- 19.5 A member of the Church can by agreement between the parties be a mediator.
- 19.6 The mediator cannot be a member who is a party to the dispute.
- 19.7 The parties to the dispute must, in good faith and in accordance with the biblical principles set out herein attempt to reach a biblical reconciliation and attempt to settle the dispute by mediation.
- 19.8 The mediator, in conducting the mediation, must –
- (a) provide the parties to the mediation process every reasonable opportunity to be heard, and
 - (b) allow due consideration by the parties to any written statement or materials submitted by any party; and
 - (c) seek to ensure that the principles of natural justice are accorded to the parties to the dispute throughout the mediation process.
- 19.9 Whilst the mediator must not determine the dispute in the absence of agreement between the parties the mediator shall determine the process and conduct of the mediation.
- 19.10 In the event the mediation does not lead to a resolution of the dispute the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.
- 19.11 (a) The Church shall not disaffiliate from or fail to renew its affiliation with the Victoria Conference except by special resolution.
- (b) In the event that a motion for a special resolution is proposed as referred in 19.11(a), the Secretary shall thereupon forward a copy of such motion to the Secretary of the Victoria Conference and convene a general meeting to consider the motion and the Secretary afford opportunity to such person as is appointed by the Executive of the Victoria Conference to speak to the motion. For the purpose of interpreting this Rule the Church shall at all times be affiliated with the Victoria Conference if it holds a current Certificate of Fellowship or equivalent thereof issued by that Conference.

20 MANAGEMENT OF THE CHURCH

- 20.1 The affairs of the Church shall be managed by the Board of Directors constituted as provided in Rule 22.
- 20.2 The Board, subject to the powers invested in the Senior Pastor by these rules:-
- (a) Shall control and manage the business and affairs of the Church.

- (b) May, subject to these rules, regulations and the Act, exercise all such powers and functions as may be exercised by the Church other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Church, and
- (c) Has power subject to these rules, the regulations and the Act, to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Church.

21 OFFICERS

21.1 The officers of the Church shall be:-

- (a) The Senior Pastor
- (b) The Associate Pastor (if any)
- (c) Such number of Assistant Pastors as are determined from time to time by the Senior Pastor
- (d) The Administrator (if any)
- (e) The Secretary (if any)
- (f) Such number of Elders as are from time to time determined by the Senior Pastor and any existing Elders
- (g) Such persons (if any), as appointed by the Senior Pastor, and approved by the Board and Elders (if any), to carry out for the Church the role of an Evangelist or any other ministry function listed in Ephesians 4:11.

21.2 The Senior Pastor shall, subject to these rules hold office until he;

- (a) Resigns his position as an officer; or
- (b) Is removed from his position as an officer by a three quarter majority vote at a general meeting of the Church upon a motion moved on behalf of the Board.

21.3 The Associate Pastor (if any) shall, subject to these rules hold office until he;

- (a) Resigns his position as an officer; or
- (b) Is removed from his position by the Senior Pastor pursuant to the provisions of Rule 23.1

21.4 The Administrator (if any) shall, subject to these rules hold office until he;

- (a) Resigns his position as an officer; or
- (b) Is removed from his position by the Senior Pastor pursuant to the provisions of Rule 23.1

21.5 Any other officer shall, other than those referred to in Rules 21.2, 21.3 and 21.4, and subject to these rules, hold office until he;

- (a) Resigns his position as an officer; or
- (b) Is (if applicable) removed from his position by the Senior Pastor pursuant to the provisions of Rule 23.1; or
- (c) Is removed from his position as an officer by a three quarter majority vote at a general meeting of the Church.

21.6 In the event of a casual vacancy in any office referred to in Rule 21.1 the Board may appoint a person suitably qualified to the vacant office and the person so appointed may continue in office until the position is otherwise filled in accordance with the rules herein.

22 BOARD OF DIRECTORS

22.1 Subject to Section 23 of the Act the Board shall consist of:-

- (a) The Senior Pastor
- (b) The Associate Pastor (if any)
- (c) The Administrator (if any)
- (d) The Secretary (if any)
- (e) Such number of the other officers as is recommended by the Senior Pastor and approved by the members as provided in Rule 8

- (f) Such other members of the Church as shall be recommended by the Senior Pastor and approved by the members as provided in Rule 8 hereof.
- 22.2 Each officer as referred to in sub-rules 22.1 (d) and (e) hereof and any member referred to in sub-rule 22.1 (f) hereof shall, subject to these rules, hold office on the Board until the conclusion of the annual general meeting next after the date of his appointment but is eligible for re-appointment.
- 22.3 Each officer referred to in sub-rules 22.1 (a), (b) and (c) shall hold office on the Board until such time as he ceases to hold the position of an officer as provided in these rules.
- 22.4 In the event of a casual vacancy of a Board Member, the Board may appoint a person suitably qualified to the vacant office and the person so appointed may continue in office until the position is otherwise filled in accordance with the rules herein.

23 FUNCTIONS OF OFFICERS AND BOARDS

23.1 Senior Pastor

- (a) The appointment of Senior Pastor of the Church shall be in recognition of his ministerial gift, initiative and teaching upon the recommendation of the Board to the Church.
- (b) Each person appointed to this office must:-
 - (i) Have a "Ministry Gift" in accordance with Ephesians 4:11,12
 - (ii) Reflect a stable and mature Christian walk
 - (iii) Have the necessary spiritual and scriptural qualifications of an Elder
- (c) The Senior Pastor (in conjunction with the Board) shall exercise leadership and discipline, preserve sound doctrine, teach, minister to the sick, and initiate the spiritual program and vision of the Church.
- (d) The Senior Pastor shall be required to:-
 - (i) Be the Senior Officer of the Church
 - (ii) Be the overall spiritual leader
 - (iii) Be chairman of the Board and all councils or sub-committees within the Church unless he otherwise determines
 - (iv) At his discretion issue a letter of commendation, if requested, to members being transferred to another Church or visiting other churches.
- (e) In the event of the Senior Pastor leaving the Church he shall, in conjunction with the Board, recommend to the Church a suitable replacement and make every effort to ensure that the replacement Senior Pastor is installed with as little delay as possible.
- (f) The Senior Pastor shall have authority to terminate the position of office of an employee of the Church after consultation with any Elders and/or Board members.
- (g) The Senior Pastor shall have authority to terminate the appointment of the Administrator or of any Board member that is subject to annual appointment or any Officer of the Church or of any Deacon or Deaconess after consultation with any Elders and/or Board members

23.2 Associate Pastor

- (a) The Church may, if recommended by the Senior Pastor and the Board, appoint a person to work with the Senior Pastor as an Associate Pastor in such areas of Ministry as the Senior Pastor and Board may determine.
- (b) An Associate Pastor shall hold the same qualifications for appointment as a Senior Pastor.
- (c) In addition to carrying out the Ministry for which he was appointed, the Associate Pastor shall assist and co-operate with the Senior Pastor in all ways and shall, in the absence of the Senior Pastor, undertake and perform the duties and obligations of the Senior Pastor.

23.3 Assistant Pastor(s)

- (a) The Senior Pastor may choose, after consultation with the Board Members, such Assistant Pastors who:-
 - (i) Have a "Ministry Gift" in accordance with Ephesians 4:11,12
 - (ii) Reflect a stable and mature Christian walk

- (iii) Have the necessary spiritual and scriptural qualifications of an Elder
- (b) Assistant Pastors will be required to assist and co-operate with the Senior Pastor and shall exercise leadership and discipline, preserve sound doctrine, teach, minister to the sick, and assist to initiate the spiritual program and vision of the Church.
- (c) An Assistant Pastor shall hold his position with the Church until he:-
 - (i) Resigns his position as Assistant Pastor; or
 - (ii) Is removed from his position as Assistant Pastor pursuant to Rule 23.1 (f)

23.4 The Board of Directors

The Board shall be appointed pursuant to Rule 22 hereof and shall:-

- (a) Assist the Senior Pastor in exercising leadership, discipline, preserving of sound doctrine, teach, minister to the sick, and assist to initiate the spiritual program and vision of the Church.
- (b) Assist the Senior Pastor in giving of direction and formulation of policy to the Board in regard to the management of property, moneys and all secular business of the Church

23.5 Council of Elders

- (a) The Senior Pastor may choose, after consultation with any existing Elders and/or Board members, such men to be nominated as Elders who:-
 - (i) Have the scriptural and spiritual qualifications enumerated in 1 Timothy 3:1-11, Titus 1:5-16 and 1 Peter 5:1-9
 - (ii) Reflect a stable and mature Christian walk
 - (iii) Have ability to give senior counsel and take care of the members of the Church.
- (b) Elders shall be required to assist and co-operate with the Senior Pastor, exercise leadership and discipline, preserve sound doctrine, teach, minister to the sick and assist to initiate the spiritual program and vision of the Church.
- (c) An Elder shall be appointed by the Senior Pastor, who shall seek the approval of the members at a general meeting or otherwise, as is determined by the Senior Pastor in consultation with any existing Elders or Board Members, before such appointment shall take effect.
- (d) The term of the office of each Elder shall be in accordance with Rule 21 hereof.

23.6 Board of Deacons/Deaconesses

- (a) The Senior Pastor may appoint, after consultation with any other Board members, such persons as Deacons/Deaconesses who:-
 - (i) Have the scriptural and spiritual qualifications as enumerated in Acts 6:1-4, 1 Timothy 3:10-16 and Romans 16:1
 - (ii) Reflect a stable and mature Christian walk
- (b) They will be required to work in conjunction with the Board by:-
 - (i) Devoting themselves to the service of the Church and facilitating the conduct of the meetings
 - (ii) Caring for the immediate needs of the people in the Church
 - (iii) Ensuring the smooth running of the various activities of the Church.
- (c) Each Deacon/Deaconess shall be nominated in accordance with the Rules herein at the Annual General Meeting of the Church
- (d) The number of Deacons/Deaconesses shall be determined from time to time by the Senior Pastor in conjunction with the Board.

23.7 Secretary and Treasurer

A Secretary and/or a Treasurer shall be appointed by the Senior Pastor in conjunction with the Board at the Annual General Meeting of the Church each year and subject to these rules shall hold office until the conclusion of the Annual General Meeting next after the date of his appointment but is eligible for reappointment. A person may hold the dual position of Secretary and Treasurer

23.8 Administrator

The Administrator (if any) shall be appointed by the Senior Pastor in conjunction with the Board and, subject to these rules, shall hold office in accordance with Rule 22 hereof. The Administrator shall carry out such administrative functions of the Church as the Board so instructs and shall, if there is no Secretary appointed pursuant to sub-rule 23.7 hereof, perform the duties and functions of the Secretary as provided by these Rules. A person may hold the same position of Secretary and Treasurer.

24 VACANCIES

The office of:-

- an officer of the Church
- a member of the Board
- a member of the Church Business Council
- a member of the College Council

shall automatically become vacant if such person:-

- (i) Becomes an insolvent within the meaning of the Companies (Victoria) Code; or
- (ii) Becomes insane or of unsound mind, or a protected person within the meaning of the public Trustee Act 1958 or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (iii) (except where the position of such person does not require them to be a member of the Church) ceases to be a member of the Church.

25 PROCEEDINGS OF THE BOARD

- 25.1 The Board shall meet at least 3 times in each year at such place and such times as the Board may determine.
- 25.2 Special meetings of the Board may be convened by the Senior Pastor.
- 25.3 Notice shall be given to members of the Board of any special meeting indicating the general nature of the business to be transacted.
- 25.4 The Senior Pastor, or any person appointed by him pursuant to Rule 13.1, together with any 2 members of the Board shall constitute a quorum for the transaction of the business of a meeting of the Board.
- 25.5 No business shall be transacted by the Board unless:-
 - (a) The Senior Pastor or a person appointed by him to preside as Chairman or such meeting is present at such meeting
 - (b) A quorum is present and if within half an hour of the time appointed for the meeting a person referred to in sub-clause (a) above or a quorum is not present the meeting shall stand adjourned until a date, time and place to be fixed by the Board not exceeding 30 days from the date of adjournment unless the meeting was a special meeting in which case it lapses.
- 25.6 At meetings of the Board the Senior Pastor or in his absence the person appointed by him from the members of the Board shall preside.
- 25.7 Questions arising at a meeting of the Board or of any sub-committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 25.8 Each member present at a meeting of the Board or of any sub-committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.9 Notice of each Board meeting shall be given to each member of the Board at a reasonable time before the meeting.
- 25.10 Subject to sub-clause 25.4 the Board may act notwithstanding any vacancy on the Board.

26 SECRETARY

The Secretary of the Church shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.

27 SECRETARY OR TREASURER

27.1 The Secretary, or where there is a Treasurer, the Treasurer of the Church:-

- (a) Shall collect and receive all moneys due to the Church and make all payments authorised by the Church.
- (b) Shall keep correct accounts and books showing the financial affairs of the Church with full details of all receipts and expenditure connected with the activities of the Church.

27.2 The accounts and books referred to in sub-clause 27.1 shall be available for inspection by members provided however, the Board may determine whether generally or specifically, that any accounts or books or any portion thereof that relate:-

- (a) to the terms and conditions of employment (including the amount of any salaries paid) of any employee of the Church; or
- (b) to the receipt or expenditure relating to any proposed contract, purchase, sale or exchange of any real estate or chattels prior to such proposed contract, purchase, sale or exchange is completed

Shall not be made available for inspection by the members.

28 CHURCH BUSINESS COUNCIL

- (a) The Board may appoint a Church Business Council consisting of the Senior Pastor, the Administrator (if any) and such other number of persons determined by the Board as seem to be scripturally and naturally qualified to be on such a Council.
- (b) The Council shall act in accordance with directions and formulated policy set out by the Board in regard to the management of property moneys and all secular business of the Church.
- (c) The Chairman of the Council shall be the Senior Pastor or his nominated representative from the Board.
- (d) The Council shall comprise at least three members of the Church.
- (e) Each Council member other than the Senior Pastor shall be appointed in accordance with the rules herein at the Annual General Meeting of the Church in each year and shall subject to these rules hold office until the conclusion of the Annual General Meeting next after the date of his appointment but is eligible for re-appointment.
- (f) The Senior Pastor shall be a member of the Council at all times and his position on the Council shall stand as long as he is the Senior Pastor.

29 COLLEGE COUNCIL

- (a) The Board may appoint a College Council consisting of the Senior Pastor, the Associate Pastor, the Principal of the College, up to 4 members of the Church and at least 4 such persons as are parents of students of the College and as seem to be scripturally, educationally and naturally qualified to be on such Council.
- (b) The Council shall act in accordance with directions and formulated policy set out by the Board in regard to the conduct of the College by the Church. Notwithstanding anything herein contained the Council may set fees or charges for educational services provided by the College and shall be empowered to carry out the functions of the secretary as provided in Rule 27 hereof as if the words "College Council" was substituted for the word "Church".
- (c) The Senior Pastor and Associate Pastor shall at all times be a member of the Council and their position on the Council shall stand as long as they hold their respective Pastoral position.
- (d) The Principal of the College shall at all times be a member of the Council and his position on the Council shall stand as long as he is Principal.
- (e) The Chairman of the Council shall be the Senior Pastor or his nominated representative from the Board.
- (f) Each parent member shall be appointed in accordance with the rules herein. Their appointment shall be notified to the Annual General Meeting of the Church in each year and their appointment shall take effect from that date. Such parent members shall hold office until the

conclusion of the Annual General Meeting next after the date of their appointment but shall be eligible for re-appointment.

30 ISSUING CHEQUES AND LEGAL DOCUMENTS

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of such number of persons who have been appointed by the Board.

31 COMMON SEAL

31.1 The Common Seal of the Church shall be kept in custody of the Secretary.

31.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Church.

32 AMENDING RULES AND STATEMENT OF PURPOSES

These Rules and Statement of Purposes of the Church shall not be altered except by a special resolution of the Church.

33 SERVICE NOTICE

33.1 A notice may be served or given by or on behalf of the Church upon any member either personally or by sending it by post to the member at his address shown in the Register of Members or by being published in the weekly newsletter of the Church.

33.2 Where a document is properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

34 EXPENDITURE CHURCH INCOME AND PROPERTY

The income and property of the Church whencesoever derived shall be applied solely towards the promotion of the purposes of the Church as set forth in the Statement of Purposes of the Church. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the members of the Church provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or boardmen or servants of the Church or to any member or boardman in return for services actually rendered to the Church nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest on money borrowed from any member or boardman or reasonable property rent for premises demised or let by any member of the Board to the Church and nothing herein contained shall prevent an boardman of the Church being appointed to any salaried office of the Church or any office of the Church paid by fees provided further nothing herein shall prevent the sowing of finances as seed into projects and nothing herein shall prevent the honouring of God's servants according to 1 Thessalonians 5:12-13 and 1 Timothy 5:17 and nothing herein shall prevent bona fide relieving or assisting of members or the espouses, widows, widowers, families or relatives of members who are poor or in necessitous circumstances.

35 CUSTODY OF DOCUMENTS AND SECURITIES

Except as otherwise provided in these Rules, the Senior Pastor and/or Secretary and/or Treasurer shall keep in their custody or under their control all books, documents and securities of the Church.

36 SOURCE OF FUNDS

The funds of the Church shall be derived from tithes, freewill offerings, donations and such other sources as the Board determines and God provides.

37 DISSEMINATING FUNDS UPON DISSOLUTION

If upon the winding up or dissolution of the Church there remains, after satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Church but shall be given or transferred or some other Church of institution or institutions having objects similar to the Statement of Purposes of the Church and whose constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Church under or by virtue of Rule 32 hereof, such institution or institutions to be determined by the members of the Church at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.

38 AUDIT

- 38.1 An Auditor shall be appointed at each Annual General Meeting and such Auditor shall not be an officer of the Church.
- 38.2 The Auditor shall have power at all times to examine the books and documents of the Church and shall after the close of the financial year in each year and prior to the Annual General meeting each year audit the Balance Sheet and Statement of Receipts and Expenditure setting forth the financial business of the Church since the end of the preceding financial year. Any report of the Auditor shall be submitted to the Annual General Meeting/

39 BY-LAWS

The Board may from time to time make by-laws not inconsistent with these Rules for the official working of the Church and to alter amend or to rescind same as the occasion may require. All by-laws shall be entered by the Secretary in a book to be kept for this purpose and shall be available for inspection by the members.