

CONSTITUTION OF THE ROSTREVOR BAPTIST CHURCH INC.
Initially adopted 13 October 2020; operative from 1 January 2021;
amended 26 November 2024



Section 1 - GENERAL PROVISIONS

1. NAME.

The name of the Association is the Rostrevor Baptist Church Incorporated.

2. DEFINITIONS AND ABBREVIATIONS. (words in bold are terms defined in this clause)

Unless the context otherwise requires, in this Constitution and the **Rules**:

"ACNC" is the Australian Charities and Not-For-Profits Commission;

"Act" is the Associations Incorporation Act 1985;

"ASG" is the Administrative Services Group set up under Clause 18;

"BCSANT" is Baptist Churches of South Australia and the Northern Territory Inc;

"budget" means "an estimation of revenues and expenses for a future year reasonably suitable to be used by the **v/members, Elders** and **ASG** in the process of assent to, reporting and monitoring of **RBC's** finances"

"Casual vacancy" is any vacancy occurring through other than the period of the appointment expiring."

"Code of Conduct" is the **Code of Conduct** made by **BCSANT** as amended; "Complaints Regulations" are the Regulations For Dealing With Complaints made by **BCSANT** as amended;

"Manager, Ministry Support" is the staff member appointed to coordinate the provision of resources and administrative support for **RBC**;

"member" is either a **V/member** or a **NV/member** of **RBC**;

"Ministry staff" is defined in Clause 22.

"Non voting member" is defined in Clause 8(1);

"**NV/member**" is a **non voting member**;

"notice" includes any communication dealt with in the Constitution and the **Rules**;

"**RBC**" is the Rostrevor Baptist Church Inc;

"Rules" are those made under Clause 7;

"Senior Leadership Position" is defined in Clause 21;

"**V/member**" is a Voting **member**;

"Voting member" is defined in Clause 8(2).

3. INTERPRETATION.

(1) Sections 4AA, 13, 19, 19A, 21, 22, 25, 26, 27, 33, 34 and 36 of the South Australian Acts Interpretation Act 1915 apply to this Constitution and the **Rules** as if the Constitution was an Act and the **Rules** a Statutory Instrument. (See legislation.sa.gov.au)

(2) The Electronic Transactions Act 2000 applies to procedures under this Constitution and the **Rules**. (See legislation.sa.gov.au)

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4. STATEMENT OF FAITH.

The following Statement of Faith states the core beliefs of **RBC** and of its **members**

- (1) We believe that the Bible is the inspired Word of God. In the Bible we find the complete revelation of God's will for the salvation of people of all ages, and divine and final authority for the Christian faith and lifestyle.
- (2) We believe in one God, creator of all things, who is perfect and eternally existent in three persons: Father, Son and Holy Spirit. That Jesus is fully God and fully man, was conceived of the Holy Spirit, born of the Virgin Mary, He died on the cross as an atoning sacrifice for our sins. Further, He rose bodily from the dead, ascended into heaven, and is now at the right hand of the Father as our High Priest and Advocate.
- (3) We believe that all people are created in the image of God but have fallen into sin and are therefore lost in broken relationship with God. It is only through the regenerative work of the Holy Spirit that salvation and life with God can be obtained. The shed blood of Jesus Christ and His resurrection provide the only grounds for justification and salvation.
- (4) We believe that, through the Holy Spirit, God glorifies His Son, Jesus Christ. That the Holy Spirit indwells, guides, instructs and empowers those who believe so they might live Godly lives of service. Every believer should be continually filled with the Holy Spirit, thus being empowered to be witnesses to the truth of the Gospel.
- (5) We believe that there is one true Church universal, comprised of all those who have received God's grace in the person of Jesus Christ and that the local body of believers gathers for worship, prayer, teaching of the Word, fellowship, service, and the observance of Baptism and Communion.
- (6) We believe that believer's baptism by immersion is the appropriate discipleship response to the grace of God in Jesus Christ and that all believers should be encouraged to be baptised in accordance with the call of Jesus.
- (7) We believe in the priesthood of all believers and maintain that every believer has been gifted and equipped by God for their role in the ministry and life of the Church. Moreover, we believe that God leads and directs His Church through His people and seeks to facilitate this through the exercise of congregational government.
- (8) We believe God in His own time and in his own way will bring the current world to its appropriate end. According to His promise, Jesus Christ will return personally and visibly in glory to the earth; the dead will be raised; and Christ will judge all people in righteousness. The unrighteous will be consigned to hell, the place of everlasting punishment. The righteous in their resurrected and glorified bodies will receive their reward and will dwell forever with the Lord.

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5. MISSION STATEMENT.

RBC seeks to engage in the mission of God as it is revealed in the Bible, holding in focus the following aims and objectives:

- (1) To announce and demonstrate the Gospel of our Lord and Saviour Jesus Christ.
- (2) To give Biblical instruction, including the implications for daily living, to people of all ages and cultures.
- (3) To nurture a disciple-making culture that encourages and trains believers in sharing their faith and in the use of their spiritual gifts and talents in the service of Jesus Christ.
- (4) To engage in and encourage regular public worship of God in accordance with the statement of faith.
- (5) To create an environment where the love of Christ is expressed through mutual understanding and encouragement, justice and love, forgiveness and practical care, and to reflect those qualities into the world around us.
- (6) To partner in the mission of God through supporting the work of Baptist affiliated ministries locally, nationally and globally.
- (7) To partner in God's mission by planting vibrant and diverse communities of faith that reach more people with the life changing message of the gospel.

6. AFFILIATION WITH BCSANT.

RBC is to be a member of **BCSANT**.

7. RULES CONTROLLING PROCEDURES.

- (1) The **V/members** may make **Rules** ("the **Rules**") controlling the processes needed to implement this Constitution which are to be a Schedule to this Constitution.
- (2) The **Rules** are supplementary to the Constitution and are subordinate to it.
- (3) The **V/members** may without any prior **notice** of the motion having been given:
 - (a) waive compliance with any Rule, including retrospectively;
 - (b) amend any Rule;
 - (c) rescind any Rule; or
 - (d) make any new Rule.

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Section 2 - RBC MEMBERSHIP

8. MEMBERSHIP OF RBC.

(1) A **NV/member** of **RBC** must:

- (a) Confess Jesus Christ as their personal Lord and Saviour;
- (b) Subscribe to the Statement of Faith in this Constitution;
- (c) Agree to be bound by this Constitution including the **Code of Conduct**;
- (d) Be prepared to take part in the life and ministries of **RBC** and be subject to its leadership.(See 1 Cor 12:12-27); and
- (e) Have either:
 - (i) been baptised by immersion upon a personal confession of faith in Jesus Christ;
 - (ii) desired baptism by immersion but was precluded from it by disability; or
 - (iii) received in another Christian tradition a different form of baptism which is acceptable to the Elders.

(2) A **V/member** of **RBC** must:

- (a) Qualify to be a **NV/member**; and
- (b) Desire to participate in the spiritual ministry of discernment and decision making in **RBC**.

(3) All applications for membership are to be made in accordance with the **Rules** and may be approved by the Elders if the applicant satisfies the requirements for membership and is considered to be a suitable person to be a **member**. (See Rule 3.)

(4) A **V/member** of **RBC** immediately prior to the commencement of this Constitution retains that membership, and a Covenant member immediately prior to the commencement of this Constitution becomes a **NV/member** under this Constitution, but in both cases subject to any changes to that form of membership made by this Constitution.

(5)

- (a) A **V/member** who either does not attend in person or by proxy at meetings of **V/members** either for any continuous period of 24 months or for four consecutive meetings of **V/members** automatically thereupon ceases to be a **V/member**, but continues as a **NV/member**; and
- (b) In special circumstances the Elders may waive the operation of subpara (a), including retrospectively.

(6) **Rules** may be made for registers of both **V/members** and **NV/members** (See Rule 4) and for the resignation of both **V/members** and **NV/members** (see Rule 5).

(7) The Elders may remove **NV/members** who are no longer active in the life of **RBC** by procedures set out in the **Rules**. (See Rule 5(4) & (5))

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9. DUTIES OF MEMBERS.

- (1) All **members** are to contribute to the life of **RBC** as they are able and gifted in line with the Statement of Faith of **RBC** as they:
 - (a) Glorify God in the worship and work of the Church;
 - (b) Join as fully as possible in congregational worship, and **RBC** community life, listening to God's Word and sharing in the Lord's Supper;
 - (c) Lead a Christian life, studying the Scriptures and engaging in regular private prayer;
 - (d) Serve harmoniously with others in the fulfilment of the **RBC's** objectives, seeking to build up other believers in love and spiritual growth;
 - (e) Give faithfully according to their financial means and personal abilities, and with a thankful heart, to the work and witness of the Church and sharing a faith testimony into the wider community; and
 - (f) Comply with the **Code Of Conduct**.
- (2) The **V/members** are also to participate in the **V/members'** meetings, sharing with other believers in the process of discovering the will of the Lord in matters of **RBC** business.
- (3) No subscription is payable by any **member**.

10. MEETINGS OF V/MEMBERS.

- (1) The **V/members** perform their functions under this Constitution and the **Rules** through meetings and other processes as laid down by the Constitution and the **Rules**. (See Rule 6)
- (2) The primary function of the **V/members** is to discern the will of God for **RBC**.
- (3) The Elders will convene in accordance with the **Rules** at least two meetings of the **V/members** each year of which one is to be the Annual General Meeting:
 - (a) at which any election of Elders and officers is to occur and annual reports are to be received; and
 - (b) is to be held within five months of the end of **RBC's** financial year. (See Rule 6)
- (4) The Elders may convene a meeting of the **V/members** at any time.
- (5) Where the Elders receive a written request from at least 10 **V/members** to convene a special meeting of **V/members** to consider specified business the Elders are:
 - (a) as soon as practicable to notify all **V/members** of the request; and
 - (b) to convene the requested meeting if within seven days at least 10% of the **V/members** respond agreeing to holding such a meeting.
- (6) A quorum:
 - (a) is 25% of the **V/members**;

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- (b) is 50% of the **V/members** for motions to amend the Constitution or to appoint or dismiss the Lead pastor or appointees to **Senior Leadership positions**
 - (c) is two **V/members** for an adjourned meeting under (7);
and
 - (d) includes those present by proxies.
- (7) If the necessary quorum is not present within 30 minutes of the scheduled starting time for the meeting, it is adjourned to the next practicable date to be fixed and convened by the Elders in accordance with the **Rules**. (See Rule 6(5))
- (8) A **V/member** who is not reasonably able to attend a meeting may do so by proxy in accordance with the **Rules**. (See Rule 7)
- (9) On any motion to revoke or vary a decision of the Elders an acting chairperson is to be appointed who is not an Elder.
- (10) Voting must be by secret ballot:
- (a) For amendments to the Constitution and the appointment or dismissal of the Lead Pastor, Elders or Senior Leadership appointees;
 - (b) When stipulated by the Elders; or
 - (c) Where requested by 10% of the **V/members** present at the meeting.
- (11) Any resolution for:
- (a) the appointment or dismissal of the Lead Pastor or any Senior Leadership appointee; or
 - (b) an amendment to the Constitution must be passed by a majority of at least 75% of the **V/members** present at the meeting in person or by proxy.

10A. ONLINE MEETINGS.

- (1) The Rules may provide that a meeting of the V/members may be held by the use of online technology and without the V/members attending being at the same location. Any resolution duly passed at such a meeting is to be a resolution of the V/members. (See Rule 6.)
- (2) Attendance at such an online meeting is to count as an attendance for Subclause 8(5).
- (3) No resolution of the V/members is to be invalid for non-compliance with any Rules made under (1) above, provided that the Elders are satisfied that such non-compliance did not work a significant injustice to any V/member relying upon that non-compliance.

11. NOTICE TO V/MEMBERS AND TO RBC.

- (1) **Notice** by **RBC** to **members**, or by **members** to **RBC**, under this Constitution or the **Rules** may be given in accordance with the **Rules**. (See Rule 8)

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- (2) Inadvertent failure to give the required **notice** to any of the **members** does not invalidate any resolution of the **V/members** or the Elders.

12. EXPULSION AND DISCIPLINING OF MEMBERS.

- (1) Clause 12 does not apply where the subject matter of the complaint against the respondent:
- (a) has been, or is being, dealt with under the **Complaints Regulations**; or
 - (b) will in the opinion of the Elders be dealt with satisfactorily under those Regulations in the future.
- (2) Any other complaint or charge against a **member** is to be dealt with under the terms of the **Complaints Regulations** as if they were part of this Constitution.
- (3) For any complaint or charge under (2) the Elders are to perform the functions of the Professional Standards Assessment Team and for the purposes of a particular charge they are to appoint suitable persons to perform the roles of the Director Of Professional Standards, and the Director of Ministries and to be the members of the Tribunal.
- (4) Every **member** agrees by continuing to be a **member** to be subject to the disciplinary procedures contained in this clause.

Section 3 - GOVERNANCE PROVISIONS

13. GOVERNANCE OF RBC.

- (1) Subject to this Constitution, and to any Regulations made by **BCSANT** to which **RBC** has submitted itself, the **V/members** are to administer the affairs of **RBC**.
- (2) The Elders have the same powers as the **V/members** to administer the affairs of **RBC**, except they are not, unless permitted by the **V/members**, to resolve upon:
- (a) The annual **budget** and variations to it;
 - (b) The purchase, sale or mortgage of real property or rentals exceeding one year;
 - (c) The relationship of **RBC** with **BCSANT**;
 - (d) The exercise of powers which are expressly conferred on the **V/members** by this Constitution or the **Rules** (eg amendment of this Constitution and the **Rules**, the appointments and removals of pastors and officers etc.), or
 - (e) Matters referred to the **V/members** under Clause 17(4).
- (3) The Elders are the committee for the purposes of the **Act**.
- (4) The **V/members** may revoke or vary any decision of the Elders, including retrospectively if the

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V/members consider it appropriate.

14. MINUTES.

- (1) Minutes of each meeting of the **V/members**, the Elders and the Administrative Services Group are to be kept in accordance with the **Act**.
- (2) The minutes of the meetings of the **V/members** are to be available to the **V/members** provided they keep them confidential and are only to be available to non members with permission of the Elders or their delegate.
- (3) The minutes of the meetings of the Elders and the **ASG** are to be available only to the Elders unless they are disclosed by permission of the Elders or their delegate, except where a **V/members** meeting has resolved that the minutes of Elders or ASG meetings be provided to the **V/members** as they relate to a particular specified matter.

15. DISPUTE RESOLUTION.

- (1) Clause 15 applies to any dispute or difference between **RBC** and its **members**, or between the **members** of **RBC**, which is not the subject of a complaint or charge under Clause 12.
- (2) The Elders may require the parties to submit the dispute or difference to mediation, or another appropriate form of alternative dispute resolution, by a person or persons appointed by **BCSANT**.
- (3) The **members** concerned and **RBC** are to be bound by the result of this process.

Section 4 - ELDERS' COUNCIL

16. THE ELDERS.

- (1) The Elders are:
 - (a) **V/members** who are recognised by the **V/members** as having spiritual gifts and talents equipping them for leadership in **RBC** and as being called by God to minister as Elders in the Biblical sense of the term; and
 - (b) expected to provide governance (Rule 13), leadership and ministry in a spiritual and inspirational way.
- (2) The Elders are the Lead Pastor, the Chairperson of **RBC**, the Administrator and up to six further Elders elected by the **V/members**.

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- (3) The elected Elders:
- (a) Must be **V/members**;
 - (b) Must not be paid employees of **RBC** or the spouse of a paid employee;
 - (c) Are to be appointed for a term of three years, but not including any period filled as a **casual vacancy** under (6) below; and
 - (d) Cannot be reappointed after serving three previous terms unless there is a gap of at least one year before any next term commences.
- (4) **Rules** may be made for the procedure for the appointment of Elders.(See Rule 9)
- (5) Elders cease to be Elders upon:
- (a) Death;
 - (b) Ceasing to be **V/members**;
 - (c) Being removed by a resolution of the **V/members**;
 - (d) Resigning as an Elder;
 - (e) Becoming chronically incapacitated from performing the functions of an Elder: or
 - (f) Being disqualified from eligibility under the **Act** or from not meeting the standards required by the **ACNC**.
- (6) In the event of any **casual vacancy** on the Elder's Council for any reason whatsoever, and notwithstanding Clause 10(3), the remaining Elders may appoint a person suitably qualified for that position who is to hold that position until the next **V/members** meeting, at which time that person may be appointed for the remainder of the term of the **casual vacancy** thus filled.

17. MEETINGS OF THE ELDERS.

- (1) The Elders perform their functions under this Constitution and the **Rules** through meetings and other processes as laid down by the Constitution and the **Rules**. (See Rule 10)
- (2) The primary function of the Elders is to discern the will of God for **RBC**.
- (3) The quorum for meetings of the Elders is to be five Elders present and eligible to vote.
- (4) The Elders are to refer to a **V/members** meeting for determination any issue before them where any three Elders so request such a reference before the Elders vote on the issue.
- (5) The Elders are to maintain dialogue with the **V/members** and communicate to them significant matters in accordance with the **Rules**. (See Rule 10(3) and (4))

18. ADMINISTRATIVE SERVICES GROUP.

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- (1) The Administrative Services Group ("**ASG**") is to comprise of the Administrator, the Treasurer, the Property Manager, the **Manager, Ministry Support** and such other persons as may be appointed by the Elders.
- (2) The **ASG** is to be controlled by the Elders and is to have such business management functions for **RBC** as are delegated to it by the Elders.
- (3) For the purposes of the Constitution any action or decision of the **ASG** is to be deemed to be an action or decision of the Elders.

19. OFFICERS OF RBC.

- (1) The officers of **RBC** are to be:
 - (a) The Chairperson of the Congregation, who is:
 - (i) to preside at meetings of the **V/members** and of the Elders, and
 - (ii) to have a deliberative vote, but not a casting vote.
 - (b) Any acting Chairperson appointed by the Chairperson or the meeting where the Chairperson is not present or is disqualified, but only for that meeting;
 - (c) The Administrator, who is also to be the Public Officer of **RBC** under the **Act**;
 - (d) The Treasurer, who is to oversee the financial systems of **RBC**; and
 - (e) The Property Manager, who is to oversee the maintenance of the grounds and buildings of **RBC**.
- (2) The officers in (1), except under (1)(b):
 - (a) Are to be **V/members**;
 - (b) Are to be appointed as laid down by the **Rules**; (see Rule 9)
 - (c) Are to be appointed for a term of three years; and
 - (d) May be dismissed by the **V/members**.
- (3) In the event of any **casual vacancy** among the officeholders under this clause for any reason whatsoever, and notwithstanding Clause 10(3), the Elders may appoint a person suitably qualified to that office who is to hold that office until the next **V/members** meeting, at which time that person may be appointed for the remainder of the term of the **casual vacancy** thus filled.
- (4) An auditor for **RBC** as required by the **Act** is to be appointed by the Elders, or in default of them doing so, by the **V/members**.

Section 5 - STAFFING

20. LEAD PASTOR.

- (1) **RBC** will have a Lead Pastor or joint Lead Pastors appointed by the **V/members**.

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- (2) An appointment is to be on the recommendation of a search committee set up by the **V/members** in accordance with the **Rules** (See Rule 11) and utilising the Moderating Committee of **BCSANT**.
- (3) A lead Pastor must qualify to be a **V/member** and is to become one if appointed as Lead Pastor.
- (4) The Lead Pastor will have such authority, powers and responsibilities as are contained in an employment agreement, and which may be negotiated by the Elders in anticipation of an appointment.

21. SENIOR LEADERSHIP POSITIONS.

- (1) **Senior Leadership positions** are those which are designated as such by the **V/members** on the recommendation of the Elders.
- (2) An appointment for a **Senior Leadership position** is to be made by the **V/members** on the recommendations of both a search committee set up under the **Rules** (See Rule 11) and of the Lead Pastor and the Elders unless the Elders unanimously waive the requirement for a search committee.
- (3) A person to be appointed to a **Senior Leadership position** must qualify to be a **V/member** and is to become one if so appointed.
- (4) The person appointed to a **Senior Leadership Position** will have such authority, powers and responsibilities as are contained in an employment agreement, and which may be negotiated by the Elders in anticipation of an appointment.

22. OTHER STAFF APPOINTMENTS.

- (1) **Ministry staff** are:
 - (a) those staff who do not occupy **Senior Leadership Positions**;
 - (b) those who have duties primarily concerned with carrying out the spiritual ministry of **RBC**; and
 - (c) those designated as such by both the Lead Pastor and the Elders.
- (2) **Ministry staff** are to be appointed by the Elders on the recommendation of the Lead Pastor.
- (3) **Ministry staff** will have such authority, powers and responsibilities as are contained in an employment agreement, and which may be negotiated by the Elders in anticipation of an appointment.
- (4) Employees other than Senior Leadership appointments and **Ministry staff** may be appointed by the Lead Pastor.
- (5) Employees under this clause include both remunerated and unpaid employees.

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Section 6 - FINANCES

23. ANNUAL BUDGET.

- (1) Before 1 July in each year the Elders and the Treasurer are to put before the **V/members** a **budget** for **RBC** for the next financial year for approval by the **V/members**.
- (2) The approval of a **budget** is not a bar to **RBC** expending money, or incurring liabilities, in excess of what was approved in that **budget**.
- (3) If any significant deterioration in the financial position of **RBC** occurs or is anticipated to occur this will be communicated to the **v/members** as soon as possible.
- (4) After the end of each three months the Treasurer will as soon as practicable provide a financial update to the **V/members**.
- (5) Such report from the Treasurer is to identify any significant adverse departures from the **Budget**.

24. FINANCIAL REPORTING.

- (1) The financial year of **RBC** is to run from the 1st July to the 30th June of the following year.
- (2) The Treasurer is to maintain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of **RBC** in accordance with the **Act** and the requirements of the **ACNC**.
- (3) "The statutory reporting obligations are to be met within the timeframe required under the **Act** and the requirements of the **ACNC**"

25. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.

The income and capital of **RBC** is to be applied exclusively to the promotion of its objects and no portion is to be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a **member** for services rendered or expenses incurred on behalf of **RBC**.

Section 7 - MISCELLANEOUS PROVISIONS

26. PROPERTY AND LIABILITY.

- (1) The property or buildings of **RBC** are not to be used or occupied for any purpose other than the

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activities of **RBC** except as authorised by the **V/members**, the Elders or the **ASG**, or by a duly authorised delegate.

- (2) The **ASG** is to purchase insurance to provide protection at realistic market values against risks to the assets and for the liabilities and professional conduct of **RBC** and its officers.
- (3) No-one shall have power to commit RBC legally and/or financially in any way without the authority of the **V/members**, the Elders or the **ASG**.

27. THE SEAL.

- (1) **RBC** is to have a common seal upon which its corporate name is to appear in legible characters.
- (2) The common seal is to be kept and used in accordance with the **Rules**. (See Rule 12)

28. AMENDMENTS TO THE CONSTITUTION.

- (1) This Constitution may only be amended by the procedures as laid down in Clause 10(6)(b), (10)(a) and (11)(b).
- (2) At least two months **notice** is to be given to the **V/members** of any proposed amendment to the Constitution.
- (3) Such **notice** is not required if the change is due to new legislation or requirements of a government body in which case such **notice** as is practicable is to be given.

29. WINDING UP.

- (1) **RBC** may be wound up voluntarily under the **Act** by a resolution passed by 75% of the **V/members** (including those voting by proxy) at a meeting duly convened for that purpose.
- (2) The assets remaining after paying all the liabilities of **RBC** and the expenses of winding up are to be transferred to **BCSANT**.

30. TRANSITIONAL PROVISIONS.

This version of the Constitution, including the **Rules**, is to:

- (1) come into effect on 1st day of January 2021; and

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(2) supersede as from that date all previous versions of the Constitution.

THE SCHEDULE: RULES MADE UNDER THE CONSTITUTION

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These **Rules** are made under the Constitution and are a Schedule to it.

1. The Definitions, Abbreviations and Interpretation clauses of the Constitution apply to these **Rules**.
2. The designation C before a number in these **Rules** refers to the clause of that number in the Constitution: eg C10(1) refers to clause 10(1) of the Constitution.

3. ADMISSION OF NEW MEMBERS. C8(3)

- (1) An applicant for **V/membership** or **NV/membership** is to give to the Administrator a signed application in a form approved by the Elders.
- (2) The Administrator is to give **notice** to the congregation of any such application in such manner as is laid down by the Elders.
- (3) Any **member** may object to the application by written **notice** to the Elders to be given within one week of the giving of the **notice** of the application.
- (4) The Administrator is to report all successful applications for membership to:
 - (a) the congregation by such means as are laid down by the Elders; and
 - (b) the next **V/members** meeting.

4. REGISTERS OF MEMBERS. C8(6)

- (1) The Administrator is to maintain separate registers showing the current **V/members** and **NV/members**.
- (2) Access to these registers is to be in the discretion of the Elders or their delegate.

5. RESIGNATION OF MEMBERS AND REMOVAL OF INACTIVE MEMBERS. C8(6) & (7)

- (1) **Members** may resign their membership by written **notice** given to the Administrator.
- (2) Such resignation is to take effect on the date the **notice** is received by RBC.
- (3) **V/members** may resign their **V/membership**, but retain their **NV/membership**.
- (4) Where **NV/members** appear to be inactive in the life of **RBC** the Elders may give **notice** to them that they are considering removing them as **NV/members** and inviting any written submission within 14 days as to why they should not be removed.
- (5) More than 21 days after the giving of such **notice** the Elders after considering any written submission may remove such **NV/members** as **NV/members**.

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6. CONVENING AND CONDUCT OF V/MEMBERS MEETINGS. C10

- (1) **Notice** of the date and starting time of each meeting and the location of the meeting (including if applicable, that the meeting will be held by the use of technology) is to be given at all Services of **RBC**, and in the **RBC** weekly bulletin, on the preceding two Sundays, but any inadvertent failure to do so does not invalidate the meeting.
- (2) An agenda for each meeting is to be given to all **members** at the earliest practicable date.
- (3) Any **V/member** wanting an item of business to be dealt with at a meeting of **V/members** for which a date has already been set must request the Elders in writing to place it on the agenda for that meeting, and if the Elders decline to do so, it is only to be brought before that meeting if the meeting dispenses with this Rule.
- (4) **NV/members** may attend the meetings but cannot vote.
- (5) Where a meeting is adjourned under C10(7) **notice** is to be given at the earliest practicable date:
 - (a) To all **V/members**; and
 - (b) By being announced at any Services held before the adjourned date.
- (6) If Elders Council decide that holding a V/Members meeting in person would cause impracticality, inconvenience and/or undue expense, a V/Members meeting may be held by use of technology that allows enabled attendance to be registered, visible and audible participation in the meeting, clearly and simultaneous communication with each other, and voting to be conducted in accordance with 6(6)(d), including by secret ballot.
 - (a) V/Members participating in a V/Members meeting as permitted under subrule 6(6) are taken to be present at the meeting and, if the V/Member votes at the meeting, is taken to have voted in person.
 - (b) The quorum for a V/Members meeting as permitted under subrule 6(6) will include all V/Members participating in the meeting as permitted under subrule 6(6) and any proxies which they hold under subrule 7(1).
 - (c) Where the provisions of subrule 6(6) are to be utilised, if within 7 days of the first notice of the meeting being given to V/members in accordance with subrule 6(1) the Elders receive a written request from at least 10 **V/members** that the provisions of subrules 6(6) not be applied, then the Elders will:
 - (i) as soon as practicable notify all **V/members** of the request; and
 - (ii) convene a meeting without the utilisation of subrule 6(6) if within seven days at least 10% of the **V/members** respond agreeing to holding such a meeting.
 - (d) Where voting is undertaken using technology each V/Member must:
 - i. have free and equal access to the voting method or platform; and

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- ii. be able to exercise their vote once; and
- iii. be able to have their vote counted once toward the outcome; and
- iv. be able to have the vote cast on behalf of any proxy validly given counted once toward the outcome.

7. PROXIES FOR MEETINGS OF V/MEMBERS. C10(8)

- (1) **V/members** who for good reason cannot attend at a meeting may give a proxy in a form approved by the Elders to another **V/member** for that **member** to represent them at that meeting.
- (2) No **V/member** may hold more than four proxies for a meeting.
- (3) A proxy form must be delivered to the Administrator, or in the absence of the Administrator to the person performing that function for the meeting, before the meeting commences.

8. NOTICE TO V/MEMBERS AND TO RBC. C11

- (1) Email is to be the primary means of **RBC** giving any **notice** to the **members**.
- (2) Each **V/member** is to give to the **RBC** office a current email address to which **notices** for him or her can be sent by email.
- (3) A **V/member** who does not have a current email address may elect to receive **notice** from **RBC** by:
 - (a) An SMS text message to a telephone number;
 - (b) having it left in the pigeon hole applicable to that **member** at **RBC**; or
 - (c) having it sent to the email address of another suitable person on behalf of that **V/member**.
- (4) **Members** may waive their right to receive **notice** from **RBC**.
- (5) A **notice** may be given by a **member** to **RBC** by either:
 - (a) Sending it by email addressed to an officer or staff member of **RBC** or to the **RBC** office;
 - (b) Posting it by prepaid post to the **RBC** office; or
 - (c) Leaving it with an officer or staff member of **RBC** at the **RBC** office.
- (6) A **notice** properly sent by or to **RBC** by any of the above means is deemed to have been received at the earlier of the time of actual receipt or within two business days of its sending regardless of whether it has then been actually received or not.

9. APPOINTMENT OF ELDERS AND OFFICERS. C16(4), C19(2)(b)

- (1) Any vacancy for an Elder or an officer, other than a **casual vacancy** (see C16(6) and 19(3)), is to be notified in such manner as is decided by the Elders and is to be at least 21 days prior to the next Annual General Meeting;

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- (2) The Administrator is to give to any inquirer information relevant to the responsibilities and requirements of the office;
- (3) Nominations are to be in a written form approved by the Elders and delivered to the Administrator not less than 14 days before the meeting.
- (4) Nominations may be made by the applicant or by some other person, but only with the consent of the nominee.
- (5) No nomination is to be accepted unless the nominee states:
 - (a) That he/she understands the requirements of the position ; and
 - (b) That he/she is not a disqualified person under section 30 of the **Act** and that he/she meets the requirements of a Responsible Person as prescribed by the **ACNC**;
- (7) Where the nominations received do not exceed the number of vacancies for the position the appointment of the nominee/s is subject to the approval of the **V/members**.
- (8) Where the number of nominations received exceeds the number of vacancies for the position an election is to be conducted by the **V/members**.

10. CONVENING AND CONDUCT OF ELDERS' MEETINGS. C17(1),(5)

- (1) Meetings are to be held as agreed between the Elders or when specially convened by the Chairperson or the Administrator.
- (2) Resolutions are to be passed by a simple majority.
- (3) As soon as reasonably practicable brief **notice** is to be given to the **V/members** of any significant business being transacted by the Elders which may be of interest to the **V/members** as **V/members**.
- (4) In the **notice** given under (3) the Chairperson has a discretion to suppress or redact information which is confidential or pastorally sensitive.
- (5) An Elder or Elders not physically present at an Elders meeting may be permitted to participate in the meeting by the use of technology that allows that Elder and the Elders present at the meeting to clearly communicate with each other.
- (6) An Elder or Elders participating in an Elders meeting as permitted under subrule 10(5) is taken to be present at the meeting and, if the Elder votes at the meeting, is taken to have voted in person.
- (7) The quorum for an Elders meeting will include an Elder or Elders participating in the meeting as permitted under subrule 10(5).

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11. SEARCH COMMITTEES. C20(2),21(2)

- (1) The committee is to comprise:
 - (a) of at least 75% **V/members**;
 - (b) Persons believed to be "full of the Holy Spirit and wisdom":
 - (c) Representatives of the breadth of the ministries of **RBC**; and
 - (d) Where appropriate, **V/members** presently working in the relevant area of ministry in **RBC**.
- (2) The committee's central focus is to be on identifying the candidate chosen by God for the position, but it is also to consider whether a candidate's gifts fulfil the requirements of the position.
- (3) A search committee for appointments to **Senior Leadership positions** may be set up by either the **V/members** or the Elders.

12. CUSTODY AND USE OF THE SEAL. C27

- (1) The Seal of **RBC** is to be kept securely in the custody of such person as is authorised by the **ASG**;
- (2) The Seal is only be used as authorized by a resolution of the **V/members** or the Elders, which resolution is to be recorded in the Minutes.
- (3) Any affixing of the Seal is to be attested by the signatures of the Chairperson and the Administrator, or, if unavailable, by such other officer as is appointed by the Elders for that affixation.

13. GOVERNANCE

The Elders will maintain a Governance Manual to record policies and procedures relating to protection of the assets and control over the financial and legal functions of RBC.