



Northside Church

CONSTITUTION

NORTHSIDE COMMUNITY CHURCHES OF CHRIST

ABN: 70 532 305 744

An Unincorporated Association

Adopted by the Members of the 19th December, 2021

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1 Object of the Church

The Object of the Church is to advance religion by:

- (a) being followers of Jesus who make followers of Jesus; and
- (b) to do such other things as are incidental or conducive to the attainment of the Object, including the establishment of a public fund.

2 Application of income for Object only

2.1 Application of income and property

- (a) The income and the property of the Church, however derived:
 - (i) must be applied solely towards the promotion of the Object; and
 - (ii) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus, benefit or otherwise.
- (b) Subject to clause 3.1(a), the income and property of the Church must be handled in accordance with the provisions of the CCNSW Act.

2.2 Payment in good faith

Clause 2.1 does not prevent payment, directly or indirectly, in good faith to a Member:

- (a) of reasonable remuneration for services to the Church in the ordinary course of business;
- (b) for goods supplied by the Member to the Church in the ordinary course of business;
- (c) of reasonable rent or equivalent payment (including licence fees) for use of premises let by the Member to the Church; or
- (d) in furtherance of the Object.

3 Membership

3.1 Membership criteria

To be eligible to be a Member, a person must:

- (a) in the opinion of the Elders have attended the Church on a regular basis;
- (b) profess faith in Jesus Christ as their Lord and Saviour;
- (c) commit to the Objects of the Church;
- (d) be invited to be a Member by the Ministry Team; and
- (e) agree to be bound by this Constitution.



3.2 Membership process

- (a) The Elders decide the process for receiving and approving or rejecting membership applications. An applicant for membership of the Church must submit a membership application in accordance with this process.
- (b) After the Elders have approved or rejected a membership application, the Elders must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the Church does not have to give reasons.

3.3 Register of Members

- (a) The Church must maintain a register of Members.
- (b) The Elders must cause an applicant's name and contact details (an email address is sufficient instead of other contact details, if the Elders approve this) to be entered in the register of Members when their membership application is approved. A person becomes a Member when their name is entered on the register.
- (c) The Elders must record the date that a person stops being a Member of the Church in the register of Members as soon as possible after the person stops being a Member.
- (d) If a Member requests that access to their details on the register of Members be restricted, the Elders may decide whether access will be restricted and will notify the Member of this.

3.4 Ceasing being a Member

A person immediately stops being a Member if:

- (a) they are no longer eligible under clause 3.1;
- (b) the Elders pass a resolution on non-attendance or participation by the Member in the life of the Church for a period of 12 months;
- (c) they resign by writing to the Elders having immediate effect or with effect from a specified date in the notice, or
- (d) they die.

3.5 Termination of membership

- (a) Subject to this Constitution, the Board of Elders or Members in a General Meeting may at any time terminate the membership of a Member if the Member:
 - (i) refuses or neglects to comply with this Constitution;
 - (ii) engages in conduct which in the opinion of the Board of Elders is unbecoming of the Member or prejudicial to the interests of the Church; or
 - (iii) is no longer willing or able to commit to the Object.
- (b) For a decision of the Board of Elders or the Members in a General Meeting under clause 3.5(a) to be effective, the general nature of the allegations made against the Member must be notified to the Member in writing and the Member must be given a reasonable opportunity to respond.



- (c) The decision of the Board of Elders or the Members in a General Meeting will be final and not subject to appeal.

4 General Meetings of Members

4.1 Annual general meeting

- (a) The Church may hold its AGM within 6 months of the financial year end.
- (b) The ordinary business of the AGM is to:
 - (i) confirm the minutes of the previous AGM;
 - (ii) receive reports from the Senior Pastor and Ministry Team;
 - (iii) receive a report on the annual budget, financial reports and statements on the previous financial year;
 - (iv) appoint an auditor (if required); and
 - (v) elect Elders.
- (c) The notice of the AGM must include any special business or resolutions to be considered.

4.2 General meetings

- (a) General Meetings can be called by the Board of Elders.
- (b) The Board of Elders must call a General Meeting if requested in writing by a group of Members making up at least 20% of Members who are entitled to vote at General Meetings. The Members must state in the request any resolution to be proposed at the General Meeting.
- (c) If the Board of Elders does not call and hold a meeting where requested to do so under clause 4.2(b) within 6 weeks of the request, 50% or more of the Members who made the request may call and arrange to hold a General Meeting. The Meeting must be held within 3 months from the time the request was made and as far as possible, should follow the procedures for calling General Meetings set out in this Constitution. The Members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the Church.
- (d) At least 30% of the Members that are entitled to vote at the meeting must be present at a General Meeting, for the meeting to be held (this is the quorum for General Meetings).
- (e) The Chair (see clause 5.3(e)) will chair General Meetings. If the Chair does not attend, the Members at the meeting can choose another Elder to be the chair for that meeting. The chair is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- (f) The chair can adjourn the meeting if there are not enough Members at the meeting (a quorum – see clause 4.2(d)) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to Members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than two weeks after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of Members entitled to vote at the meeting direct the chair to do so.



4.3 Voting at General Meetings

- (a) Each Member has one vote. There is no proxy voting.
- (b) Other than as required under this Constitution, a resolution (other than a Special Resolution or Supermajority Resolution) is passed if more than half of the Members present at a General Meeting vote in favour of the resolution.
- (c) Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any Member can request a vote be held again by written ballot (including by secret ballot). If a vote of the Members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- (d) On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- (e) The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

4.4 Notice of General Meetings

- (a) Subject to clause 4.4(c), notice of General Meetings must be provided by announcing the meeting details at public worship services for two weeks preceding the meeting. Notice to Members may also be sent to the Members' contact addresses listed on the register of Members at least two weeks before the meeting date.
- (b) Any notice of General Meetings sent to the Member's contact addresses must include the meeting details, proposed issues to be discussed and resolutions to be moved at that meeting.
- (c) Where a General Meeting is required to be held in accordance with the CCNSW Act, the notice provisions in the CCNSW Act must be followed.

5 The Elders

5.1 Powers of the Elders

- (a) The Church is governed by the Elders. The role of the Elders is to ensure that the Church is responsibly managed and pursues the Object.
- (b) The Elders can exercise all powers and functions of the Church (consistently with this Constitution, relevant Australian laws and requirements for charities registered under the ACNC Act), except for powers and functions that the Members are required to exercise at a General Meeting (under this Constitution, relevant Australian laws or the CCNSW Act).
- (c) The Board of Elders can delegate their powers and functions to an Elder, a sub-committee, a staff member or a Member, other than the power of delegation or a duty that applies to the Elders or particular officeholder under Australian laws.

5.2 Eligibility to be an Elder

To be eligible to be an Elder, a person:

- (a) profess faith in Jesus Christ as their Lord and Saviour and have been Baptised by immersion;
- (b) must display a strong commitment to the life and ministry of the Church;
- (c) must exhibit consistent Christian character, spiritual maturity and gifts of leadership as prescribed in the Scriptures (1 Tim 3: 1-7, 5:17, Titus 1: 5-9, 1 Peter 5:1-4);
- (d) must not be:
 - (i) disqualified from managing a corporation under the *Corporations Act 2001* (Cth); or
 - (ii) ineligible to be a responsible person under the ACNC Act;
- (e) must hold and maintain a current working with children check issued in accordance with the *Working with Children (Child Protection) Act 2012* (NSW);
- (f) must undergo a national police check;
- (g) other than the Senior Pastor, must not be a member of the Ministry Team or member of staff;
- (h) must not be a spouse or immediate family member of an Elder (including the Senior Pastor), a member of the Ministry Team or member of staff;
- (i) must be nominated under clause 5.5; and
- (j) must be a Member of the Church at the time of their nomination, election, and for the duration of their time on the Board of Elders.

5.3 Number of Elders and Election

- (a) The Board of Elders is made up of such number between 5 and 9 Elders (including the Senior Pastor).
- (b) The Senior Pastor is an Elder and remains an Elder while in the role of Senior Pastor.
- (c) An Elder is elected by:
 - (i) a secret ballot of Members of the Church at a General Meeting or AGM, by a Supermajority Resolution being passed in favour of their election; or
 - (ii) a Postal Ballot of Members held in accordance with clause 5.3(d), by at least 75% of votes cast being in favour of their election.
- (d) The Board of Elders may determine the way a Postal Ballot is held. In doing so, the Board of Elders should ensure that the Members are provided reasonable notice of the Postal Ballot.
- (e) The Board of Elders must appoint an Elder as Chair. The Board of Elders may appoint and remove Elders to and from any positions (such as Chair, President, Deputy President, Treasurer and Secretary) and decide their responsibilities in those roles.



5.4 Terms and service limit of Elders

Other than the Senior Pastor who is appointed in accordance with clause 7, each Elder is elected for a term of 3 years and must retire from office at the end of that 3 year term, but they can be elected again for second consecutive term. Elders who have served two consecutive terms will be eligible for re-election after a break of at least one year.

5.5 Nominations

The Board of Elders in their absolute discretion may nominate a Member to be considered for election by the Members to the Board of Elders.

5.6 Ceasing being an Elder

An Elder stops being on the Board of Elders if they:

- (a) are no longer eligible under clause 5.2;
- (b) resign, by writing to the Board of Elders having immediate effect or with effect from a specified date in the notice;
- (c) retire under clause 5.4;
- (d) stop being a Member of the Church;
- (e) are removed by a resolution of Members of the Church;
- (f) are absent without the consent of the Board of Elders from all meetings of the Board of Elders held during a period of six months; or
- (g) die.

6 The Board of Elders

6.1 Duties of the Elders

Elders must:

- (a) comply with their legal duties under Australian laws and ensure that the Church complies with its duties under Australian laws, and
- (b) comply with their general duties:
 - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were an Elder of the Church;
 - (ii) to act in good faith (fairly and honestly) in the best interests of the Church and to further the Object of the Church;
 - (iii) not to misuse their position as an Elder;
 - (iv) not to misuse information they gain in their role as an Elder;
 - (v) to disclose any perceived or actual material conflicts of interest;
 - (vi) to ensure that the financial affairs of the Church are managed responsibly; and
 - (vii) not to allow the Church to operate while it is insolvent.

6.2 Responsibilities of the Board of Elders

Among its other responsibilities, the Board of Elders is responsible for making sure that:

- (a) Minister Persons within the meaning of the *Fresh Hope Code of Conduct for Ministering Persons* (the Code) working at the Church subscribe to the Code and are endorsed for ministry by Churches of Christ in NSW & ACT;
- (b) the Church maintains a healthy relationship with Churches of Christ in NSW & ACT; and
- (c) accurate minutes of General Meetings and meetings of the Board of Elders are made and kept

6.3 Meetings of the Board of Elders

- (a) An Elder can call a meeting of the Board of Elders by giving seven days' notice of a meeting to Elders unless the meeting is an urgent meeting (in which case reasonable notice must be given).
- (b) The Board of Elders can decide how often it meets (preferably monthly), and the way in which it meets.
- (c) The Chair will chair meetings of the Board of Elders. If the Chair does not attend, the Elders can choose who will chair that meeting.
- (d) A resolution is passed if more than half of the Elders voting at the meeting of the Board of Elders vote in favour of the resolution. Where the vote is tied the Chair has a casting vote.
- (e) A majority (more than half) of Elders must be present for the meeting of the Board of Elders to be validly held (this is the quorum for meetings of the Board of Elders).
- (f) The Board of Elders can pass a resolution by way of circular resolution. To pass a circular resolution, each Elder must agree to it in writing, including by email or other electronic communication, and it is passed once the last Elder has agreed to it.

7 Senior Pastor

7.1 Responsibilities of the Senior Pastor

The Senior Pastor is responsible for:

- (a) undertaking the spiritual leadership of the Church, including casting vision and developing the strategies to achieve the vision;
- (b) overseeing the annual budget;
- (c) appointing and leading the Ministry Team (whether they are paid or unpaid) including in respect of all employment arrangements, role descriptions, delegated authority, accountability, coaching, professional development and annual appraisal of staff;
- (d) reporting to the Board of Elders regularly, preferably monthly or as matters arise;
- (e) overseeing the areas of: Preaching; Pastoral Care; Outreach; Business Management; Quality Improvement; WHS and an annual independent audit; and



- (f) maintaining up to date records of attendance, Baptism and the register of Members.

7.2 Appointment of the Senior Pastor

- (a) After the date of adoption of this Constitution, the initial appointment of the Senior Pastor (which should not exceed five years) shall be determined by:
 - (i) the Members in General Meeting by a Supermajority Resolution in favour of the appointment, with at least 67% of the Members present at the meeting; or
 - (ii) a Postal Ballot of Members held in accordance with clause 5.3(d), with at least 50% of the Members casting votes in favour of the appointment.
- (b) The Senior Pastor's term of appointment may be extended on application by the Senior Pastor or by invitation from the Board of Elders, for a period to be agreed between the Elders and the Senior Pastor, at least six months prior to the end of the current period and shall be determined by:
 - (i) secret ballot by the Members at a General Meeting, with the motion for extension passed by a Supermajority Resolution voting in favour of the appointment, with at least 67% of the Members present at the meeting; or
 - (ii) a Postal Ballot of Members held in accordance with clause 5.3(d), where at least 50% of the Membership cast a vote in favour of the appointment.

8 Ministry Team

The members of the Ministry Team shall be responsible for developing and executing the strategies required to achieve the Church's Object under the leadership and directions of the Senior Pastor.

9 Finances and Record-keeping

9.1 Financial year

The financial year of the Church is from 1 January to 31 December, unless the Elders pass a resolution to change the financial year.

9.2 Finances and annual budget

- (a) The Senior Pastor will present an annual budget to the Board of Elders for approval prior to the beginning of the relevant financial year.
- (b) The Senior Pastor shall be responsible for the control of Church monies, and members of the Ministry Team may assist the Senior Pastor in the control of Church monies and the preparation of the annual budget.
- (c) The Senior Pastor or a member of the Ministry Team will provide a budget update to the Church at general meetings at least twice each financial year.

9.3 Real estate

- (a) All real property of the Church is to be held by the Churches of Christ Property Trust as Church Trustee within the meaning of the CCNSW Act.
- (b) The purchase and sale of all real property must be approved by Special Resolution.

9.4 Debt

Any liability in the form of mortgage, loan, indemnity, guarantee or other arrangement where the amount of that liability is greater than one-fourth of the annual budget of the Church must be approved by Supermajority Resolution of the Members.

9.5 Record-keeping

- (a) The Church must make and keep written financial records that:
 - (i) correctly record and explain the Church's transactions and financial position and performance, and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Church must also keep written records that correctly record its operations, and be able to produce these records if required by law.
- (c) The Church must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).
- (d) The Elders must take reasonable steps to ensure that the Church's records are kept safe.

10 Contracts

- (a) As an unincorporated association, the Church cannot enter into contracts in its own name but only:
 - (i) in the collective names of three or more individuals appointed by the Elders; or
 - (ii) by directing the Churches of Christ Property Trust to enter into the contract as Church Trustee in accordance with the CCNSW Act.
- (b) The individuals who enter into the contract under the previous clause may elect to re-execute a contract if one or more of the individuals is no longer a Member of the Church, in which case the Elders shall appoint one or more individuals in their place.

11 Indemnity

- (a) To the extent possible under law, the Elders are entitled to be indemnified out of the assets held for the Church for any debts or liabilities incurred personally by a Elder when acting on behalf of the Church, so long as the Elder was:
 - (i) authorised by the Church to take that action, and
 - (ii) acting in good faith (fairly and honestly) and in the best interests of the Church.
- (b) This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer an Elder of the Church. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (c) To the extent permitted by law, and if the Board of Elders considers it appropriate, the Church may pay or agree to pay a premium for a contract insuring a person



who is or has been an Elder of the Church against any liability incurred by that person as an Elder of the Church.

12 Access to documents

- (a) A Member may make reasonable requests to inspect (at a reasonable time) the:
 - (i) Constitution of the Church
 - (ii) General Meeting minutes, and
 - (iii) the Register.
- (b) A Member may make reasonable requests for copies of the documents requested under clause 12(a). The Church can charge a reasonable fee for providing copies.
- (c) Members may only use information that is accessed in accordance with clauses 12(a) or (b)12(b) for lawful and proper purposes related to the Church.
- (d) Subject to clause 12(e), the Church must provide access to documents or copies requested under clauses 12(a) and 12(b) within a reasonable time.
- (e) The Church can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the Church, or if the request is otherwise unreasonable.
- (f) Members cannot inspect or get copies of minutes of the meetings of the Board of Elders or parts of the minutes, unless the Elders specifically allow it.

13 Alteration of the Constitution

- (a) Subject to clause 13(b) below, the Constitution may be changed, added to, or replaced by Special Resolution at a General Meeting. This includes a change to the Church's name.
- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Church to no longer be:
 - (i) a charity, or
 - (ii) affiliated with Churches of Christ in NSW (unless done in accordance with the CCNSW Act).

14 Winding up

- (a) The Church can be wound up by its Members if the Members pass a Special Resolution to wind up the Church at a General Meeting.
- (b) If the Church is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:
 - (i) must not be distributed to the Members or former Members of the Church, and
 - (ii) subject to the requirements of Australian laws and any Australian court order, must be distributed to one or more funds or institutions each with a similar Object, which is charitable at law, and which is not carried on for the profit or personal gain of Members; and



(iii) the funds or institutions will be determined by Conference Executive in accordance with the provisions of the CCNSW Act at or before the time of dissolution.

(c) In making distributions upon winding up, the Church must satisfy any obligations that apply to assets over which a trust exists.

15 Definitions and Interpretation

15.1 Definitions

In this constitution, words and phrases have the meaning set out below:

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

AGM means annual general meeting.

The Board of Elders means the governing body of the Church (see clause 6).

CCNSW Act means the *Churches of Christ in New South Wales Incorporation Act 1947* (NSW).

CCNSW Constitution means the Constitution of Churches of Christ in New South Wales.

Chair means an Elder appointed as chairperson of meetings of the Board of Elders.

Church means Northside Community Churches of Christ (ABN 70 532 305 744), an unincorporated body affiliated with Churches of Christ in NSW & ACT in accordance with the CCNSW Constitution and the provisions of the CCNSW Act, and registered under the ACNC Act.

The Churches of Christ Property Trust means the body corporate established pursuant to section 5 of the CCNSW Act.

Conference Executive has the same meaning as in the CCNSW Constitution and CCNSW Act.

Constitution means this constitution as amended from time to time.

Elder means an individual holding office as member of the governing body of the Church (see clause 6).

Elders means some or all of the Elders acting as a board.

General Meeting means a meeting of the Members of the Church as described in clause 4, and includes an AGM.

Member means a person entered on the register as a Member.

Ministry Team means a person appointed in accordance with clause 7.2(b)(ii).

Object means the object of the Church as set out in clause 1.

Postal Ballot means a ballot conducted by post, technology or as otherwise determined by the Board of Elders.

Senior Pastor means the person appointed in accordance with clause 7.



Special Resolution means a resolution of Members:

- (a) subject to (b), of which at least 21 days' notice of the meeting at which it will be considered has been given to Members, and that is passed at a General Meeting by 75% or more of the Members voting (who are eligible to vote), voting in favour of it; and
- (b) passed in accordance with the process in section 23 of the CCNSW Act where required under the CCNSW Act.

Supermajority Resolution means a resolution of Members that is passed at a General Meeting by 75% or more of the Members voting at the General Meeting (who are eligible to vote), voting in favour of it.

15.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a clause is a reference to a clause in this Constitution unless otherwise stated;
- (d) a reference to a meeting includes a meeting by technology where all attendees have reasonable opportunity to participate;
- (e) a reference to a person being present in person includes an individual participating in a meeting as described in clause 15.2(d);
- (f) a reference to a law includes regulations and instruments made under the law;
- (g) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise; and
- (h) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

Adopted by the member on 19 December 2021