



Constitution

Orange Evangelical Church (OEC) Incorporated

November 2016

Amended September 2020

Contents

PREAMBLE	4
PART 1 PRELIMINARY	4
1 Interpretation	4
2 Statement of Purpose	5
3 Statement of Beliefs	5
4 Church Practices	6
PART 2 PARTNERSHIP	6
5 Partnership qualifications	6
6 Application for partnership	6
7 Partnership entitlements not transferable	7
8 Inactive partnership	7
9 Resignation and removal of partnership	7
10 Cessation of partnership	8
11 Register of partners	8
12 Partnership fees	8
13 Liability of partners	8
14 Internal disputes, grievances and disciplining of partners	8
PART 3 OVERSEERS and CONGREGATIONAL LEADERSHIP	9
15 Overseers	9
16 Composition and membership of the Overseers	9
17 Requirements for overseers	10
18 Nomination procedure	10
19 Election procedure	10
20 Overseers' meetings and quorum	11
21 Delegation by Overseers to sub-committee	11
22 Secretary	11
23 Treasurer	12
24 Removal of overseers	12
25 Congregational Leadership Teams	13
26 Nomination and appointment of Congregational Leadership Teams	13
27 Removal of a Congregational Leadership member	14
PART 4 MINISTRY and ADMINISTRATIVE STAFF	14
28 The Senior Minister	14
29 Ministers and ministry workers	15
30 Vacancy and appointment	15
31 Removal of ministers and ministry workers	16
32 Administrative staff	16
PART 5 MINISTRY REVIEW AND EVALUATION	16
33 Review	16
PART 6 GENERAL MEETINGS	17
34 Annual general meetings – holding of	17
35 Annual general meeting – calling of and business at	17

36	General meetings – calling of	17
37	General meetings - notice	17
38	General meetings – quorum and procedure	18
39	General meetings – chairman and decision process	18
40	General meetings – special resolutions	18
41	General meetings - adjournment	19
42	Proxy voting	19
43	Use of Technology at Association meetings and for voting	19
44	General meetings – requisition	19
PART 7	MISCELLANEOUS	20
45	Insurance	20
46	Funds	20
47	Association is non-profit	20
48	Distribution of property on winding up of association	21
49	Building Fund	21
50	Financial Year	21
51	Common seal	21
52	Custody of books	21
53	Inspection of books	22
54	Public Officer	22
55	Service of notices	22
PART 8	BOARD OF REFERENCE	22
56	Membership of the board	22
57	Removal of member of Board of Reference	23
58	Vacancies	23
59	Notification of membership at annual general meeting	23
60	Matters of which the board may be consulted	23
61	Consultation	23
Appendix 1 – Overseers nomination form		24
Appendix 2 – Proxy form		25
Appendix 3 – Affirmation of Commitment		26
Appendix 4 – Record of Amendments		Error! Bookmark not defined.

Constitution

Orange Evangelical Church (OEC)

Incorporated

PREAMBLE

Orange Evangelical Church (OEC) Incorporated has been established under the *Associations Incorporation Act 2009* (NSW) to run the affairs of Orange Evangelical Church. This constitution describes the way in which the Association is governed.

PART 1 PRELIMINARY

1 Interpretation

a. In this Constitution:

Affirmation of Commitment means a document by which a person declares their support for the Association and the Statement of Beliefs and Statement of Purpose.

Board of Reference means those persons appointed according to Clause 56.

Congregational Leadership Team means those persons appointed according to Clause 25.

gathering means any public event or any other activity held by the church.

inactive partner means a partner who forgoes their voting rights for the period of their inactivity or is placed on an inactive list according to Clause 8.

minister means a person appointed according to Clause 30 to lead a congregation.

ministry worker means a person appointed according to Clause 30 to lead a ministry.

overseer means a partner elected to the Overseers according to Clause 19.

proxy means the authorisation of a partner to vote on behalf of another partner.

partner means a member of the Association.

Statement of Beliefs means the beliefs set out in Clause 3.

Statement of Purpose means the objects of the Association set out in Clause 2.

the Act means the *Associations Incorporation Act 2009* (NSW).

the Association means Orange Evangelical Church (OEC) Incorporated.

the church means Orange Evangelical Church.

the Overseers means the Committee of the Association.

the Regulation means the *Associations Incorporation Regulation 2016* or any

regulation made in substitution for that regulation.

the Secretary is the secretary of the Association who is also the secretary of the Overseers.

- b. The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this constitution in the same way as those provisions would so apply if this constitution were an instrument of the Act.

2 Statement of Purpose

The Association is established for the principal purpose of conducting the affairs of the church consistent with the mission statement as published from time to time.

3 Statement of Beliefs

The statement of beliefs of the Association is as follows:

We believe:

That the Bible as originally given is the divinely inspired Word of God which reveals God clearly. It is the supreme authority, and can be relied upon fully, in all matters of faith and conduct today.

That God is the sovereign creator. He is one and yet three persons: The Father, the Son, and the Holy Spirit, living and interrelating in perfect unity forever.

That all people are by nature sinful, rebellious and dead towards God. They are therefore guilty before God and, apart from his grace, stand condemned to hell.

That God in his love sent his Son Jesus Christ. He was conceived by the Holy Spirit and born of a virgin, Mary. He is human, yet without sin.

That God's chosen people are redeemed from the penalty and power of sin only by Christ's single, perfect sacrificial death which was sufficient for all people. He willingly acted as our representative and substitute before God. Our redemption is not by works but by God's unmerited grace.

That Jesus Christ rose from the dead in bodily form and ascended to heaven and is seated with all authority at the right hand of the Father as the one true mediator between God and people.

That by God's mercy, his Holy Spirit brings about spiritual rebirth in his people by granting the individual sinner repentance towards God and faith in the Lord Jesus Christ through God's word.

That the Holy Spirit indwells and works in believers to empower them to live godly lives, to give gifts for the ministry of the church, to inspire love for one another and to bring glory to the Lord Jesus Christ.

That according to his promise, Jesus will return personally and visibly for the final judgment of all people. Those who are his will be rescued from his wrath and raised to be with him forever. This is the Christian's great hope and confidence.

4 Church Practices

- a. The church's practices and beliefs will comply with the Statement of Beliefs while recognising the freedoms allowed by God's Word.
- b. The church may issue position papers to define the church's practices and beliefs.
- c. The church may publish policies covering its operations.
- d. The church recognises the importance of safe ministry practices and has a policy under which it operates to protect vulnerable people.
- e. In managing its affairs the church will comply with all relevant laws including child protection, employment, taxation, work health and safety and anti-discrimination legislation.
- f. The church will have a mission statement. When reviewing the mission statement the Overseers will do so in consultation with the church.

PART 2 PARTNERSHIP

5 Partnership qualifications

The Association encourages all adults who regularly attend church gatherings and support the church to become partners of the Association.

- a. A person is qualified to be a partner of the Association if:
 - i. they are at least 18 years old; and
 - ii. they have been in regular attendance at the church for at least three months; and
 - iii. they are not a member of another church, except where the Overseers consider that extenuating circumstances apply; and
 - iv. they have applied for partnership in accordance with Clause 6; and
 - v. they have been approved for partnership by the Overseers.
- b. A minister or a ministry worker is a partner of the Association.

6 Application for partnership

- a. A person who wants to become a partner of the Association must apply in writing to the Secretary.
- b. The Overseers will ensure that the applicant's Christian commitment, and understanding of and commitment to the church and the Association are confirmed, and the applicant will sign an Affirmation of Commitment (Appendix 3).
- c. The Affirmation of Commitment will then be presented to the Overseers who will determine whether to approve or reject the application.
- d. The Overseers will only approve partnership requests at their regular meetings.
- e. The applicant will be notified of the decision in writing as soon as possible and, if

- approved, the Secretary will enter the person's details in the register of partners.
- f. A person becomes a partner from the date their details are added to the register.

7 Partnership entitlements not transferable

- a. Partnership entitlements are a right, privilege or obligation which a person has because they are a partner of the Association and which:
- i. cannot be transferred or transmitted to another person; and
 - ii. terminate upon cessation of their partnership.

8 Inactive partnership

An inactive partner is a partner who remains a partner but forgoes their voting rights for the period of their inactivity.

- a. A partner may request that their partnership status be made inactive when they know they will be unable to exercise their full partnership obligations for a period of time.
- b. Where a partner is absent from the church for more than three months, or is unable to attend gatherings, the Overseers may make their partnership status inactive and will notify the partner of their action.
- c. Partners on the inactive list will not be counted towards the quorum for any general meeting of the Association.
- d. An inactive partner shall notify the Secretary when they wish their active partnership status to be reinstated.
- e. The Secretary is responsible for reactivating the partner to active partnership status.

9 Resignation and removal of partnership

- a. A person may only resign from partnership of the Association by giving written notice to the Secretary of their intention to resign.
- b. The Overseers may remove a partner from partnership of the Association if the partner ceases to be in regular attendance at the church for a period of not less than six months.
- c. The Overseers will remove a person from partnership of the Association if the person:
- i. renounces their Christian commitment; or
 - ii. no longer supports their Affirmation of Commitment; or
 - iii. is disciplined in accordance with Clause 14.
- d. The Overseers will notify, or seek to notify, the person of the action they have taken.

10 Cessation of partnership

A person ceases to be a partner of the Association if the person:

- a. dies; or
- b. resigns their partnership; or
- c. when the Secretary:
 - i. removes the person from the register of partners; and
 - ii. records the date on which their partnership ceased.

11 Register of partners

- a. The Secretary shall establish and maintain a register of partners of the Association.
- b. The register shall specify the name, partnership status and contact details of each partner, together with the date on which the person became, or ceased to be, a partner.
- c. The register shall be kept at the church office and be available for inspection to any partner at any reasonable time.

12 Partnership fees

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

13 Liability of partners

- a. A partner is not liable to contribute towards the payment of any debts and liabilities of the Association, or any costs, charges or expenses in regard to the winding up of the Association.

14 Internal disputes, grievances and disciplining of partners

The following provisions apply, as appropriate, to partners and all who attend church gatherings:

- a. Internal disputes or grievances may be lodged in writing with the Secretary. The internal dispute or grievance will then be managed in accordance with a documented procedure.
- b. Where a person attending church gatherings:
 - i. professes to no longer have faith in Jesus Christ as Saviour and Lord; or
 - ii. speaks or acts in any way contrary to the Statement of Beliefs or detrimental to the interests of the church or the Association,the Overseers are to make every effort in love and meekness to restore that person to healthy participation in the life of the church.
- c. Should efforts to restore a partner fail the Overseers will serve notice in writing that they propose to remove the partner's name from the register of partners and shall give the partner 14 days within which to justify their continuing partnership.
- d. The Overseers, after considering any submissions from the partner, may remove the partner's name from the register of partners.

- e. A person whose name has been removed from the register may in the future seek renewed partnership in accordance with the provisions of Clause 6.
- f. The Overseers may require any person dealt with under this clause to cease attending church gatherings.

PART 3 OVERSEERS and CONGREGATIONAL LEADERSHIP

15 Overseers

The Overseers are the committee of the Association.

- a. The Overseers, subject to the Act, the Regulation, this Constitution and any resolution passed by the Association:
 - i. set the vision and direction of the Association; and
 - ii. oversee and manage the affairs of the Association; and
 - iii. have the power to perform all such acts and do all such things as appear to the Overseers to be necessary or desirable for the proper management of the affairs of the Association and the church; and
 - iv. have authority over the Congregational Leadership Teams.
- b. The Overseers shall inform and communicate with the Congregational Leadership Teams, the church and the Association regarding the affairs of the Association.
- c. The Overseers bear spiritual authority and responsibility for the church.

16 Composition and membership of the Overseers

- a. The composition of the Overseers is:
 - i. the Senior Minister; and
 - ii. a minimum of four partners who are men and not ministers.
- b. Members of the Overseers other than the Senior Minister are appointed for two years but are eligible for re-election.
- c. There is no limit to the number of consecutive terms that an overseer may serve.
- d. In the event that a member of the Overseers vacates office before the completion of his two year term, the Overseers may appoint a qualified partner to fill the vacancy. The overseer so appointed holds office until the annual general meeting following the date of his appointment.
- e. The office bearers of the Association will be members of the Overseers and will consist of:
 - i. the Senior Minister; and
 - ii. the Secretary; and
 - iii. the Treasurer.

17 Requirements for overseers

All overseers, including the Senior Minister, shall:

- a. be men who are known to be functioning in the church and in their own households consistent with the biblical descriptions in 1 Timothy 3:2-7, Titus 1:7-9 and 1 Peter 5:1-5; and
- b. annually commit to the Statement of Beliefs and Statement of Purpose by signing a copy of the Affirmation of Commitment, and
- c. have been partners of the Association for at least 12 months (with the exception of the Senior Minister).

18 Nomination procedure

- a. The Overseers will identify the number of overseers' positions to be filled prior to calling for nominations.
- b. Nominations for election to the Overseers:
 - i. shall be made in writing on the form of nomination (Appendix 1); and
 - ii. be signed by two partners of the Association as well as the candidate; and
 - iii. must be delivered to the Secretary at least 21 days before the date of the annual general meeting.
- c. All nominees will be assessed and endorsed in regard to the qualifications for the position of overseer by:
 - i. the Overseers; and
 - ii. the ministers; and
 - iii. the Congregational Leadership Team of the congregation that the nominee attends.
- d. The names of the nominees will be published at least 14 days before the date of the annual general meeting together with the names of:
 - i. the nominator and seconder; and
 - ii. one endorsee from the Overseers, the ministers, and the Congregational Leadership Team.

19 Election procedure

- a. An endorsed nominee must be elected by resolution (receiving at least 65% of the votes in accordance with Clause 39) at the annual general meeting.
- b. A ballot is to be held even if insufficient nominations for all positions are received.
- c. Partners may vote for any or all of the nominees.
- d. Where the number of nominees receiving the required number of votes exceeds the number of vacancies, priority of appointment will be given to each congregation having an elected overseer.
- e. Once Clause 19d has been satisfied, if the number of overseers receiving the

required number of votes still exceeds the number of vacancies, the nominees who receive the highest number of votes will be appointed.

- f. If after an annual general meeting the nominated number of overseers is not elected, the Overseers may appoint a qualified partner to fill any vacancies. Any partner so appointed holds office until the annual general meeting following the date of his appointment.

20 Overseers' meetings and quorum

- a. The Overseers shall meet at least six times in each period of twelve months but may hold additional meetings as necessary.
- b. Notice of Overseers' meetings shall be given by the Secretary to each overseer at least 48 hours (or such other period agreed upon by the Overseers) before the time appointed for the holding of the meeting.
- c. Notice of a meeting shall specify the general nature of the business to be transacted at the meeting.
- d. A majority of the Overseers shall constitute a quorum for the transaction of the business of a meeting.
- e. The Senior Minister will chair meetings of the Overseers unless the Overseers appoint an alternative chairman.
- f. No employee of the Association shall participate in any meeting when his or her remuneration is being discussed.

21 Delegation by Overseers to sub-committee

The Overseers may delegate the exercise of their functions to such a person or persons as they think fit other than:

- a. this power of delegation; and
- b. a function which is a function imposed on the Overseers by the Act or by any other law.

22 Secretary

- a. The Secretary of the Association will be appointed from within the Overseers.
- b. The Secretary shall keep minutes of:
 - i. all elections and appointments of overseers; and
 - ii. the names of the overseers present at Overseers' meetings; and
 - iii. the names of partners present at general meetings; and
 - iv. the proceedings at Overseers' meetings; and
 - v. the proceedings at all general meetings of the Association.
- c. The Secretary shall establish and maintain the register of partners.
- d. The Overseers may delegate the powers of the Secretary to other partners or employees of the Association:

- i. who shall be accountable to the Secretary for the discharge of the responsibilities in Clauses 22b and 22c; and
- ii. may be invited to attend Overseers' meetings.

23 Treasurer

- a. The Treasurer of the Association will be appointed from within the Overseers.
- b. The Treasurer will:
 - i. record all moneys due to or received by the Association and ensure they are deposited in an account of the Association; and
 - ii. make authorised payments; and
 - iii. keep accurate accounts and records showing the financial affairs of the Association; and
 - iv. give regular reports to the Overseers; and
 - v. prepare an annual budget on behalf of the Overseers for approval by the partners at the annual general meeting; and
 - vi. present a statement to the partners, at the annual general meeting, which has been externally audited prior to the meeting and which covers all financial dealings for the preceding financial year.
- c. The Overseers may delegate the responsibilities of the Treasurer to other partners or employees of the Association who:
 - i. shall be accountable to the Treasurer for the discharge of the responsibilities in Clause 23b; and
 - ii. may be invited to attend Overseers meetings.
- d. The Overseers are responsible for stipulating how money is to be handled by the church and the Association.

24 Removal of overseers

- a. Where an overseer no longer meets all of the requirements for the position stated in Clause 17a or acts against the Association or church as in Clause 14b:
 - i. the remaining overseers will encourage the overseer in question to resign his position; and
 - ii. if he resigns the partners will be informed.
- b. If the overseer in question will not resign, the Overseers will:
 - i. serve notice on the overseer that they propose to put a resolution to the Association to remove him from the Overseers; and
 - ii. give him 14 days within which to make submissions to the Overseers in response to the notice.
- c. The partners in general meeting may by resolution remove the overseer.
- d. An overseer to whom a proposed resolution referred to in Clause 24b relates, may make representations at the meeting at which the resolution is considered, but

only if the representations which he makes are solely those which have been made known in advance to the Overseers.

- e. The Overseers are to make every effort in love and meekness to restore any removed overseer to healthy participation in the life of the church.

25 Congregational Leadership Teams

- a. Each congregation of the church will be served by their own Congregational Leadership Team.
- b. Congregational Leadership Teams will function under the authority of the Overseers.
- c. Each Congregational Leadership Team will be made up of both men and women who are partners, and members of the congregation they lead.
- d. The men will be known as Congregational Leaders.
- e. The Congregational Leaders will be men who are known to be functioning in their households and in their congregation in a way consistent with the biblical descriptions in 1 Timothy 3:2-7, Titus 1:7-9 and 1 Peter 5:1-5.
- f. The Congregational Leaders bear spiritual authority and responsibility for their congregations.
- g. The minister responsible for the congregation is an ex officio Congregational Leader who will lead the Congregational Leadership Team.
- h. The women will be known as Congregational Women Leaders.
- i. The Congregational Women Leaders will be women who are known in their households and in their congregation for their maturity of faith, godliness, wisdom and service in a way consistent with the biblical description in Titus 2:3-5.
- j. The Congregational Leadership Teams will serve together in a manner that is in agreement with the church position paper: *Men, Women & Ministry at OEC*.
- k. With the exception of a minister, a partner can only be a member of one Congregational Leadership Team.
- l. Congregational Leadership Teams shall inform and communicate with the Overseers regarding the affairs of their congregation.

26 Nomination and appointment of Congregational Leadership Teams

- a. Nominations for a new member of a Congregational Leadership Team will be called for from within the relevant congregation.
- b. Nominators must be adults and may be partners or non-partners.
- c. Nominations must be seconded and signed by the nominee and two nominators, at least one nominator being a partner.
- d. Nominations shall be delivered in writing to the minister of the Congregation.
- e. The Overseers, ministers and current Congregational Leadership Team will review the nominees and select and appoint the new member(s) to the

Congregational Leadership Team.

- f. The new member(s) of the Congregational Leadership Team will be formally commissioned at a subsequent gathering of the congregation.
- g. Members of the Congregational Leadership Team other than the minister are appointed for two years but are eligible for re-appointment.

27 Removal of a Congregational Leadership member

- a. Where a Congregational Leadership Team member no longer meets the requirements for the position according to Clause 25e or 25i, or acts against the Association or church as in Clause 14b, the minister of the congregation shall,
 - i. inform the Overseers; and
 - ii. with another member of the Congregational Leadership Team encourage him or her to resign their position.
- b. If they resign the congregation will be informed.
- c. If they will not resign:
 - i. the minister of the congregation and two members of the Overseers will meet with the person in question and inform them that their appointment has been revoked; and
 - ii. the congregation will then be informed of the decision.
- d. The Overseers and Congregational Leadership Team are to make every effort in love and meekness to restore the person to healthy participation in the life of the church.

PART 4 MINISTRY and ADMINISTRATIVE STAFF

28 The Senior Minister

- a. The Senior Minister shall:
 - i. be a man who functions as an elder consistent with the biblical descriptions, especially 1 Timothy 3:2-7, Titus 1:7-9 & 1 Peter 5:1-5, and be known for his maturity of faith, Christian character, leadership and bible teaching ability; and
 - ii. annually commit to the Statement of Beliefs and Statement of Purpose by signing a copy of the Affirmation of Commitment.
- b. The Senior Minister will lead the Overseers, ministers, ministry workers and administrative staff in setting the direction and vision of the church in conformity with the teachings of the Bible.
- c. The Senior Minister will be responsible for leading and teaching in accordance with the Statement of Beliefs and Statement of Purpose.
- d. The Senior Minister will be appointed by the Association without specifying any length of tenure but with a minimum tenure of 12 months.

- e. The terms of remuneration for the Senior Minister will be set by the Overseers and will be comparable with stipend packages paid by the main Protestant denominations in the State of New South Wales.

29 Ministers and ministry workers

- a. Ministers and ministry workers will:
 - i. meet the biblical requirements of recognised maturity of faith, godliness and aptitude; and
 - ii. be appropriately qualified for the position; and
 - iii. work under the direction of the Senior Minister and assist him in leading and teaching the church in accordance with the Statement of Beliefs and Statement of Purpose.
- b. Ministers appointed to lead congregations will be men.
- c. Ministers and ministry workers will be appointed by the Association with a minimum tenure of 12 months.
- d. The terms of remuneration for ministers and ministry workers will be set by the Overseers and will be comparable with stipend packages paid by the main Protestant denominations in the State of New South Wales.

30 Vacancy and appointment

- a. The Overseers are responsible for the process of the appointment of ministers and ministry workers.
- b. The Overseers may consult with the Board of Reference in their search for new ministers and ministry workers and may appoint a selection committee as necessary.
- c. A selection committee will include one overseer and at least four other partners.
- d. When any new minister or ministry worker is to be employed, the Overseers will:
 - i. inform the church of the procedure that they will follow to select and appoint the new minister or ministry worker; and
 - ii. provide the church with a position description outlining the ministry responsibilities of, and skills required for, the position.
- e. Whenever any ministry position, other than the Senior Minister, becomes vacant, the Overseers may appoint a suitable interim person until such time as the position can be filled.
- f. Whenever the position of Senior Minister becomes vacant:
 - i. the Overseers may appoint a suitable interim Senior Minister. This interim Senior Minister may be one of the remaining ministers or overseers; and
 - ii. a selection committee will be formed to find a new Senior Minister.
- g. The terms and conditions of the position shall be conveyed to a successful candidate in writing, having been clarified previously between both parties,

together with an official invitation to take up the position.

- h. The passing of a special resolution is required for the appointment of any minister or ministry worker.

31 Removal of ministers and ministry workers

- a. The Overseers are responsible for the process of removing ministers and ministry workers.
- b. Ministers and ministry workers cannot be removed before there has been a decision by 75% of the elected overseers.
- c. Grounds for removal of ministers and ministry workers may include speech or conduct detrimental to the interests of the Gospel, the church or the Association, or incapacity to fulfil the position description.
- d. Where a member of the ministers and ministry workers has been removed, the Association may, at the discretion of the Overseers, pay them one month's salary for each year of service with the church, up to a maximum of three months' salary, in lieu of notice of the termination of their appointment.
- e. In all cases where a decision has been made to remove a member of the ministers and ministry workers the Association shall pay all outstanding annual leave, study leave and long-service leave.

32 Administrative staff

- a. The Overseers are responsible for the appointment and removal of administrative staff.
- b. The administrative staff will work under the direction of the Senior Minister and according to Clauses 22 and 23 where applicable.

PART 5 MINISTRY REVIEW AND EVALUATION

33 Review

- a. The Overseers will set goals for the Association that will be periodically evaluated to ensure progress toward the Statement of Purpose.
- b. The Overseers will be responsible for reviewing the ministries of the church and shall:
 - i. regularly consult with ministers, Congregational Leadership Teams, ministry workers and other ministry leaders; and
 - ii. conduct annual reviews of all paid positions; and
 - iii. report to the partners and congregations as appropriate.

PART 6 GENERAL MEETINGS

34 Annual general meetings – holding of

- a. The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its partners.
- b. The timing of the annual general meeting may be subject to any extension or permission granted under Section 37(2)(b) of the Act.

35 Annual general meeting – calling of and business at

- a. The annual general meeting shall be held on such date and at such place and time as the Overseers think fit.
- b. An annual general meeting shall be specified as such in the notice convening it in accordance with Clause 37.
- c. In addition to any other business which may be transacted at a general meeting, according to Clauses 37 and 38, the business of an annual general meeting shall be:
 - i. to receive from the Overseers reports on the activities of the Association during the last preceding financial year; and
 - ii. to appoint the number of notified overseer positions in accordance with Clauses 18 and 19; and
 - iii. to receive and consider the financial statement that is required to be submitted to partners under Section 44 of the Act; and
 - iv. to appoint auditors for the following year; and
 - v. to receive and approve a budget for the current financial year (Clause 50).

36 General meetings – calling of

The Overseers shall convene at least one general meeting each year in addition to the annual general meeting.

37 General meetings - notice

- a. The Secretary shall, at least 14 days before the date of the general meeting, notify partners of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b. If the business proposed requires a special resolution, at least 21 days' notice shall be given and the notice shall indicate the intention to propose the resolution as a special resolution.
- c. Notice shall be given preceding the general meeting:
 - i. verbally at gatherings of the church; and
 - ii. by publication in church bulletins; and

- iii. by publication in notices supplied to partners.
- d. Only business specified in the notice shall be transacted except other business which the partners at the meeting agree by resolution to treat as urgent.
- e. A partner desiring to bring any business before a general meeting must give details in writing of that business to the Overseers, prior to the notices mentioned in Clauses 37a and 37b.

38 General meetings – quorum and procedure

- a. No item of business shall be transacted at a general meeting until after a quorum of 60% of partners entitled to vote are present in person or by proxy.
- b. Minutes of proceedings at a general meeting, or annual general meeting, will be confirmed at the next succeeding meeting.
- c. If within half an hour after the appointed time for the commencement of the general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place (unless otherwise communicated).
- d. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the business to be dealt with at the meeting, except business requiring a special resolution, may be dealt with by the Overseers.

39 General meetings – chairman and decision process

- a. The Senior Minister or a member of the Overseers will chair general meetings unless the Overseers appoint an alternative chairman.
- b. In relation to any resolution or question arising at a general meeting of the Association each partner has one vote only.
- c. A resolution must be passed by at least 65% of votes cast.
- d. Voting on the following matters is to be conducted by secret ballot:
 - i. any business requiring a special resolution; and
 - ii. election or removal of overseers; and
 - iii. anything else deemed appropriate by the chairman.
- e. Voting on other matters shall be determined by a show of hands.

40 General meetings – special resolutions

- a. A special resolution as notified according to Clause 37b must be passed by at least 75% of votes cast.
- b. The following business requires a special resolution at a general meeting:
 - i. appointment of a minister; and
 - ii. changes to this constitution; and
 - iii. purchase or sale of real property; and

- iv. borrowing of funds.

41 General meetings - adjournment

The chairman of a general meeting at which a quorum is present may, with the consent of the majority of partners present at the meeting, adjourn the meeting to another time and 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.

42 Proxy voting

- a. A partner may authorise another partner as proxy by providing them with a signed proxy form (Appendix 2).
- b. A partner may hold a proxy for only one other partner.
- c. Directed or undirected proxy voting is permitted.
- d. Proxy forms will be made available to partners when notice of the meeting is given under Clause 37.

43 Use of Technology at Association meetings and for voting

- a. An Association meeting may be held at 2 or more venues using any technology approved by the Overseers that gives each of the partners a reasonable opportunity to participate in the meeting.
- b. A partner who participates in an Association meeting using that technology is taken to be present at the meeting and, if the partner votes at the meeting, is taken to have voted in person.
- c. The Association may also use electronic voting, as the Overseers decide, to determine any issue or resolution, in accordance with Part 6 of this Constitution and as required by the Regulation.

44 General meetings – requisition

- a. The Overseers shall, on the requisition in writing of not less than 20% of the total number of partners, convene a general meeting of the Association no later than one month after receiving the requisition.
- b. A requisition of partners for a general meeting:
 - i. shall state the purpose or purposes of the meeting; and
 - ii. shall be signed by the partners making the requisition; and
 - iii. may consist of several documents, each signed by one or more of the partners making the requisition; and
 - iv. shall be lodged with the Secretary.
- c. If within half an hour after the appointed time for the commencement of a general meeting convened on the requisition of partners a quorum is not present, the meeting is to be dissolved.

PART 7 MISCELLANEOUS

45 Insurance

The Association must effect and maintain property insurance and public liability insurance.

46 Funds

- a. The funds of the Association are to be derived from donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Overseers determine.
- b. Where the Overseers determine that funds should be borrowed for any purpose, such borrowing can only proceed if agreed to by a special resolution.
- c. All money received at gatherings of the church must be counted and attested to by the signature of two persons who are not the Treasurer or paid staff. At least one of the persons should be a partner. The attestation must indicate the name of the person who will deposit the money to the credit of the Association.
- d. All money received by the Association must be deposited as soon as possible and without deduction to the credit of the Association's bank account.
- e. The Association will, as soon as practicable after receiving any money other than donations, issue a receipt where appropriate.
- f. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two partners, and electronic transfers should also be authorised by any two partners or employees of the Association, all of whom have been authorised to do so by the Overseers. Ministers should only do so in exceptional circumstances.
- g. The operation of any electronic accounts must be restricted so that there is a requirement for authorisation by two authorised signatories.
- h. The funds of the Association must be used in pursuance of the Statement of Purpose in such a manner as the Overseers determine, subject to any resolution passed by the Association in general meeting.
- i. The Overseers will recommend an auditor, who is not a partner, to audit the Association's accounts.

47 Association is non-profit

The Association must apply its funds and assets solely in pursuance of the Statement of Purpose of the Association. It must not conduct its affairs so as to provide a pecuniary gain for any of its partners, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association or any Building Fund it establishes.

48 Distribution of property on winding up of association

- a. In winding up the Association, any surplus property of the Association is to be transferred to another institution having a Statement of Purpose similar to that of the Association, which is not carried on for the profit or gain of its individual members and whose constitution prohibits the distribution of its income and property among its members.
- b. In this clause, a reference to surplus property of the Association is a reference to that property remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up.
- c. The institution referred to in Clause 48a will be determined by special resolution by the partners at or before the time of dissolution of the Association.
- d. If effect cannot be given to Clause 48c, then any surplus property which remains on the winding up, or dissolution or cancellation of incorporation of the Association after satisfaction of its debts and liabilities, shall be donated to the Fellowship of Independent Evangelical Churches Incorporated (FIEC) to distribute within that association as the committee of the FIEC sees fit.

49 Building Fund

- a. The Association may establish a Building Fund which complies with the requirements of the Australian Taxation Office for granting of deductible gift recipient status.
- b. Such a Building Fund may have a separate constitution.

50 Financial Year

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

51 Common seal

- a. The common seal of the Association is to be kept in the custody of the Secretary.
- b. The common seal must not be affixed to any instrument except by the authority of the Overseers.
- c. The affixing of the common seal must be attested to by the signatures of two overseers.

52 Custody of books

All records, books and other documents (including electronic documents) relating to the Association will be kept at the main premises of the Association in the custody of the Secretary.

53 Inspection of books

The records, books and other documents (including electronic documents) of the Association, and minutes of all meetings of the Association – other than confidential minutes of Overseers meetings – will be open to inspection by a partner, without cost, at any reasonable hour.

54 Public Officer

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

55 Service of notices

- a. For the purpose of this constitution, a notice may be served by or on behalf of the Association upon any partner:
 - i. by hand delivering it to the person; or
 - ii. by sending it by pre-paid post to a postal address specified by the person; or
 - iii. by sending it by email, or some other form of electronic transmission, to an address specified by the person for giving or serving notices.
- b. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - i. in the case of a notice given or served personally, on the date on which it was received by the addressee; and
 - ii. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - iii. in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent.

PART 8 BOARD OF REFERENCE

The Association will appoint a Board of Reference to support the church in pursuing the Statement of Purpose and mission statement of the Association.

56 Membership of the board

- a. The Overseers will appoint a minimum of three persons to the Board of Reference for terms of up to five years at a time.
- b. Each person on the Board of Reference must:
 - i. be known for his or her maturity of faith and Christian character, and have demonstrated, in his or her own context, a commitment to pursuing similar ministry goals and priorities in their ministry; and
 - ii. agree in writing to serve on the Board of Reference; and

- iii. not be a partner of the Association.

57 Removal of member of Board of Reference

The Overseers have the power to remove persons from the Board of Reference if they no longer meet the requirements of Clause 56.

58 Vacancies

If a vacancy in the office of a member of the Board of Reference occurs the Overseers will fill the vacancy.

59 Notification of membership at annual general meeting

The names of all persons on the Board of Reference will be provided to the partners at each annual general meeting.

60 Matters of which the board may be consulted

- a. The Overseers will consult with the Board of Reference:
 - i. when the Association is seeking to appoint a new Senior Minister; and
 - ii. when the Association is proposing to issue a new position paper, or significantly amend an existing one; and
 - iii. in relation to an allegation of misconduct against the Senior Minister, a minister, ministry worker, or overseer; and
 - iv. on other matters as they see fit from time to time.
- b. A partner may consult the members of the Board of Reference on any other matter as he or she sees fit.

61 Consultation

- a. Any member of the Board of Reference may consult with the Senior Minister or the Overseers on matters relating to the Association as he or she sees fit.

Appendix 1 – Overseers nomination form

Form of nomination for the Overseers of Orange Evangelical Church (OEC) Incorporated

I
(Full name)

of
.....
(Full address)

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

.....
(Full name of nominee)

of
.....
(Full address of nominee)

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

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

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

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

.....
Date nominated

* In signing this form I understand that my name will be included on the election notice to the partners.

Appendix 2 – Proxy form

I
(Full name)

of
.....
(Full address)

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

.....
(Full name of proxy)
of
.....
(Full address of proxy)

who is a partner of Orange Evangelical Church (OEC) Incorporated, to vote on my behalf in relation to all resolutions at the general meeting to be held on the:

Note: Date, time and place to be entered by the Secretary

and at any adjournment of that meeting at which I am not present.

In relation to the following notified resolutions, my vote is as follows:

Note: details of all notified resolutions to be inserted by the Secretary, e.g.

Resolution 1:

☐ In favour ☐ Against ☐ Undirected

Resolution 2:

☐ In favour ☐ Against ☐ Undirected

Resolution 3:

☐ In favour ☐ Against ☐ Undirected

.....
(Signature of partner authorising proxy)

.....
(Date)

Appendix 3 – Affirmation of Commitment

I believe...

- That the Bible as originally given is the divinely inspired Word of God which reveals God clearly. It is the supreme authority, and can be relied upon fully, in all matters of faith and conduct today.
- That God is the sovereign creator. He is one and yet three persons: the Father, the Son and the Holy Spirit, living and interrelating in perfect unity forever.
- That all people are by nature sinful, rebellious and dead towards God. They are therefore guilty before God and, apart from his grace, stand condemned to hell.
- That God in his love sent his Son Jesus Christ. He was conceived by the Holy Spirit and born of a virgin, Mary. He is human, yet without sin.
- That God's chosen people are redeemed from the penalty and power of sin only by Christ's single, perfect sacrificial death which was sufficient for all people. He willingly acted as our representative and substitute before God. Our redemption is not by works but by God's unmerited grace.
- That Jesus Christ rose from the dead in bodily form and ascended to heaven and is seated with all authority at the right hand of the Father as the one true mediator between God and people.
- That by God's mercy, his Holy Spirit brings about spiritual rebirth in his people by granting the individual sinner repentance towards God and faith in the Lord Jesus Christ through God's Word.
- That the Holy Spirit indwells and works in believers to empower them to live godly lives, to give gifts for the ministry of the church, to inspire love for one another and to bring glory to the Lord Jesus Christ.
- That according to his promise, Jesus will return personally and visibly for the final judgment of all people. Those who are his will be rescued from his wrath and raised to be with him forever. This is the Christian's great hope and confidence.

I have read and support this Statement of Beliefs and the Statement of Purpose of OEC Inc. and commit myself to pray, regularly attend, financially support and to serve Orange Evangelical Church and its people.

.....
Signature

.....
Name

.....
Date