

# **CONSTITUTION OF HUNTER BIBLE CHURCH ASSOCIATION INCORPORATED<sup>1</sup>**

## **1. Name**

The name of the association shall be Hunter Bible Church Association Incorporated (referred to in these rules as "the association").

### **1A. Definitions**

In these rules, unless otherwise shown by the context:

"committee" means the committee referred to in rule 7;

"Statement of Faith" means the Hunter Bible Church Statement of Faith as approved by the church from time to time, but until another document is approved means the Doctrinal Basis of the Australian Fellowship of Evangelical Students (to be found in Appendix A to these rules);

"Hunter Bible Church" means the Christian fellowship comprised of the associated congregations known as Hunter Bible Church and Unichurch (initially a part of the ministry of the AFES group at Newcastle University) as constituted from time to time together with any other associated congregations planted by Hunter Bible Church, unless and until any of those congregations express a desire not to be regarded as part of Hunter Bible Church, or until Hunter Bible Church resolves at a church meeting no longer to be associated with them.

## **2. Objects**

The objects of the association shall be:

- a) to manage the affairs of Hunter Bible Church in accordance with Biblical principles;
- b) to enter into contracts, employ staff, hold property, make arrangements for the giving of regular and systematic instruction in Bible knowledge and Christian education, and in general do what will contribute to the furtherance of the gospel of Jesus Christ by Hunter Bible Church, in the local community, at the University of Newcastle, and elsewhere.

## **3. Membership**

- a) The members of the association shall be
  - (i) those people holding the office of elder within Hunter Bible Church (including the Senior Pastor)
    - (A) immediately prior to incorporation, and

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<sup>1</sup> Current as at 31 March 2010. Footnotes to this document are not a part of the Rules, but are simply intended to provide additional information to assist understanding of the Rules.

- (B) from time to time after incorporation,  
while those people continue to hold that office; and  
(ii) such other people as the committee admits to membership.
- b) Membership is open to individuals who are not less than 18 years of age:  
(i) who are believers in the Lord Jesus Christ,  
(ii) who adhere to the Statement of Faith,  
(iii) who are regular attenders of Hunter Bible Church, and  
(iv) who support the objects of the association and of Hunter Bible Church.
- c) Individuals may apply for membership or be invited to become members of the association by the committee.
- d) The committee shall determine whether or not to accept an application for membership.
- e) No fees are payable for membership of the association.
- f) A register of members shall be kept by the association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) Membership shall cease upon resignation, expulsion, or ceasing to be in regular attendance at meetings of Hunter Bible Church during a period of six consecutive months, except where the committee determines that extenuating circumstances apply.  
(i) The committee shall review the membership register once a year to determine whether it is still current.  
(ii) A member may resign from membership of the association by giving notice in writing to the committee of the member's intention to resign (and, on the expiration of the period of notice, the member ceases to be a member), or by in some other way communicating their resignation to a member of the committee.  
(iii) Should the committee determine that the names of some members should be removed from the register because their membership has ceased, or because they have left the church, the committee should arrange for those who are not otherwise known to have resigned or been expelled to be given notice of the proposal to remove their names at least one month before the removal, and shall consider any representations made by those members before removing their names.
- h) The financial year of the association shall run from January 1 to December 31 or such other period as is determined by the committee.

#### **4 Members' liability**

The members of the association shall have no liability to contribute towards the payment of debts and liabilities of the association or the costs, charges and expenses of the winding up of the association.

## **5. Disciplining of members**

- a) A member may be expelled from membership of the association (or otherwise disciplined) by the committee for his or her conduct, if in the opinion of the committee, after affording the member an opportunity of offering an explanation of his or her conduct, such conduct is regarded as being detrimental to the interests of the association or likely to bring the gospel of Jesus Christ into disrepute.
- b) A member who wishes to appeal against a decision expelling or otherwise disciplining him or her may do so by notifying the secretary in writing that he or she wishes the decision to be reviewed at the next general meeting of the association.

## **6. Disputes between members**

In the event of a dispute arising between members (in their capacity as members), or between a member and the association, or a member and the committee, the committee shall endeavour to see that the dispute is resolved in accordance with the principles set out in Matthew 18:15-17, 1 Corinthians 6:1-6, Galatians 6:1, 1 Timothy 5:17-20 and 2 Timothy 2:24-26.

## **7 Management—by committee**

- a) The association shall have its affairs controlled and managed by the office bearers and other members known as the committee. The committee shall act in accordance with any resolution passed by a general meeting of the association.
- b) The committee of the association shall consist of those persons who currently hold office as elders of Hunter Bible Church, including the Senior Pastor and such other paid staff of the church who are appointed as elders in accordance with the applicable Hunter Bible Church policy.
- c) The office bearers shall be a chairman, and secretary.
- d) The chairman of the association shall be the Senior Pastor of Hunter Bible Church. If at any time there is a vacancy in the position of Senior Pastor the committee shall designate one of its members to be the chairman of the association, until someone is appointed to that position.
- e) The committee shall appoint one of its members to be secretary of the association.
- f) The committee may appoint a person who is a member of the association (whether or not that person is a member of the committee) to hold the position of treasurer of the association.
- g) The committee shall meet as often as necessary to conduct the business of the association.
- h) The quorum for meetings of the committee shall be not less than one half the number of committee members.
- i) Notice of committee meetings shall be given at the previous committee

meeting or by such other means as the committee may decide upon.

- j) A member of the committee shall cease to hold office upon ceasing to be an elder of Hunter Bible Church.
- k) The treasurer, if not a member of the committee, shall cease to hold that position upon resignation in writing; removal as a member of the association; or removal from the position of treasurer by the committee.
- l) Questions arising at any meeting of the committee shall be decided where possible by consensus of all committee members present. If this is not possible on the first occasion that a decision becomes necessary, then the question may be resolved at the next meeting of the committee by the majority of votes of those present.
- m) If within an hour of the time appointed for a committee meeting a quorum is not present the meeting shall be dissolved.
- n) Additional meetings of the committee may be convened by the chairman or any two members of the committee.

## **8 General meetings**

- a) An annual general meeting of the association shall be held each year within six months from the end of the financial year of the association
- b) The committee may, whenever it thinks fit, convene a general meeting of the association. A general meeting must be convened by the committee within two months of receiving a written request to do so from at least three members of the association.
- c) At least 14 days' notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the annual general meeting the following business shall be transacted:
  - i) confirmation of the minutes of the last annual general meeting and any recent special general meeting;
  - ii) receipt of the committee's report upon the activities of the association in the last financial year;
  - iii) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the association's
    - \* income and expenditure
    - \* assets and liabilities
    - \* mortgages, charges and other securities
    - \* trust properties.
- e) The quorum for a general meeting shall be either five members or not less

than twenty percent of the membership, whichever is the greater number, present in person. If within an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.

- f) Voting at general meetings shall be on the voices, or by a show of hands if requested by a member, unless a poll is demanded by a member. Unless a poll is demanded, a declaration by the person presiding that a resolution has, on the voices or a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. Questions shall be decided where possible by consensus of all members present. If this is not possible, then the question may be resolved by a two-thirds majority of votes of those present, except for those matters which must be decided by special resolution where a three quarters majority is required.
- g) All votes shall be given personally and there shall be no voting by proxy.
- h) Notice of all general meetings shall be given to members either by public announcement through the regular notices at each of the Sunday meetings of the church, personally, by email or by post.
- i) Members who have items of business they wish considered at a general meeting shall give notice of such business to the secretary. The secretary shall include that business in the next notice calling a general meeting.

## **9 Office bearers and the Treasurer**

- a) The chairman (or any member of the committee designated by the chairman generally or for a particular meeting) shall chair each general meeting and committee meeting of the association.
- b) If the chairman is absent from a meeting or unable to act, and has not designated someone to take the chair, the members present at the meeting shall elect one of their number to chair the meeting.
- c) The secretary shall ensure that records of the business of the association including the rules, register of members, minutes of all general and committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member of the association or of Hunter Bible Church and shall be held in the custody of the secretary.
- d) The treasurer shall ensure that all money received by the association is paid into an account in the association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the committee or by any equivalent electronic means. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting.
- e) The treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the association. These records shall be available for inspection by any member of the association or of Hunter

Bible Church and shall be held in the custody of the treasurer.

## **10. Special resolutions<sup>2</sup>**

- a) A special resolution must be passed by a general meeting of the association to effect the following changes:
- i) a change of the association's name;
  - ii) a change of the association's rules;
  - iii) a change of the association's objects;
  - iv) an amalgamation with another incorporated association;
  - v) to voluntarily wind up the association and distribute its property;
  - vi) to apply for registration as a company or a co-operative; or
  - vii) any amendment to rule 7(d), or any other amendment to the association's rules which would have the effect that the Senior Pastor of Hunter Bible Church was no longer to be the chairman of the committee.
- b) A special resolution shall be passed in the following manner:
- i) notice must be given in accordance with rule 8(h) to all members advising that a general meeting is to be held to consider a special resolution;
  - ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
  - iii) a quorum must be present at the meeting; and
  - iv) at least three-quarters of those present must vote in favour of the resolution.
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to a Hunter Bible Church congregational meeting for permission to pass the resolution in some other way.

## **11 Public officer**

- a) The committee shall ensure that a person is appointed as public officer.
- b) The first public officer shall be the person who completed the application for incorporation of the association.
- c) The committee may at any time remove the public officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The public officer shall be deemed to have vacated their position in the following circumstances:
- i) death;
  - ii) resignation;
  - iii) removal by the committee or at a general meeting;
  - iv) bankruptcy or financial insolvency;

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<sup>2</sup> As amended at the AGM of 29 June 2003.

- v) mental illness or incapacity or;
  - vi) residency outside New South Wales.
- e) When a vacancy occurs in the position of public officer the committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new public officer.
- f) The public officer is required to notify the Department of Fair Trading by the prescribed form of the matters in Column 1 of the Table below, within the time limit set out in Column 2 next to the matter:

Column 1	Column 2
Appointment of the officer	Within 14 days
A change of residential address of the officer	Within 14 days
A change in the association's objects or rules	Within one month
The association's financial affairs	Within one month of the annual general meeting
A change in the association's name	Within one month

- g) The public officer may be an office bearer, committee member, association member or any other person regarded as suitable for the position by the committee.
- h) The public officer shall keep a register of members of the committee which must:-
- i) contain the name and residential address of each committee member and the date on which they became a member of the committee;
  - ii) be updated within one month of any change taking place; and
  - iii) be made available for inspection by any person, at all reasonable hours and free of charge.

**12 Miscellaneous**

- a) The association shall effect and maintain insurance as is required under the Associations Incorporation Act together with any other insurance which may be required by law or regarded as necessary by the association.
- b) The funds of the association shall be derived from funds collected by Hunter Bible Church from the members of Hunter Bible Church for the purposes of the Christian ministry of Hunter Bible Church, donations, grants and any other sources approved by the association.
- c) The common seal of the association shall be kept in the custody of the secretary and shall only be affixed to a document with the approval of the committee. The stamping of the common seal shall be witnessed by the signatures of two members of the committee.

- d) In the event that the association should be wound up or have its incorporation cancelled any surplus property shall be distributed in accordance with the provisions of the Associations Incorporation Act 1984. If any property remains on the winding-up or dissolution of the association and after satisfaction of all debts and liabilities, that property may not be paid to or distributed among the members but must be given or transferred to some other institution:  
 Having objects similar to the objects of the association: and  
 Whose constitution prohibits the distribution of its income and property among its members to the extent at least as great as imposed on the association under its Constitution.  
 The institution will be determined by the members by special resolution at or before the time of dissolution, and so far as effect cannot be given to this clause, then to divide amongst those churches associated formally with the Fellowship of Independent Evangelical Churches, Australia.
- e) Service of documents on the association is effected by serving them on the public officer or by serving them personally on two members of the committee.
- f) Notices sent by post shall be deemed to have been received two business days after the date of posting.
- g) The income and property of the association shall be used only for promotion of the objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit. This does not prevent the payment of a salary, stipend or allowance, or reimbursement of expenses, to the Senior Pastor or other staff of Hunter Bible Church who are members of the association.

### **13 Application of Model Rules**

- a) In this rule, **Model Rules** means the *Model Rules* prescribed under s.73 of the *Associations Incorporation Act* 1984, as in force on 1 July 1997.
- b) To avoid doubt, the following provisions of the Model Rules **are** to be deemed to be included in these rules-  
 rules 1(3), 5, 21, and 29.  
**Note:** these rules deal with interpretation, non-transferability of membership rights, delegation to sub-committees, and adjournment of meetings; they are deemed to be included in these Rules.
- c) To avoid doubt, the following provisions of the Model Rules are declared to be **not** included into these rules-  
 rules 6, 15, 30, 32 and 33,  
 as these rules make provision for the matters dealt with in those Model Rules.  
**Note:** these rules deal with resignation of members, election of office-bearers, voting and proxies- to avoid confusion it is made clear that the rules adopted in this document should be used, *not* those in the Model Rules.

#### **14. Funds, Trusts and Tax Office Requirements**

The association has power to do all things necessary or expedient to establish and/or operate trusts and funds and to apply for and maintain any status with the Australian Taxation Office and without limiting the generality thereof, power:

- (a) to apply for endorsement by the Australian Taxation Office for the association to be a deductible gift recipient in terms of the *Income Tax Assessment Act 1997* (Cth) (the 'Act') or for it to operate a 'fund', 'public fund' and/or 'gift fund' as defined in the Act with such status;
- (b) to make by-laws for the association, and rules for such funds, including by-laws and rules required by the Australian Taxation Office to obtain or maintain any status even if those by-laws and rules further limit the application of a fund during its existence or upon its dissolution;
- (c) to establish or ratify the establishment of the "HBC Christian Education Centre Building Fund" being a fund or including a fund which is a public fund in terms of s 30.25(1) Item 2.1.10 of the Act established and maintained solely for providing money for the acquisition, construction or maintenance of a building used, or to be used, as a school or college; and
- (d) to establish the "HBC Religious Instruction Fund", being a fund or including a public fund in terms of s 30.25(1) Item 2.1.8 of the Act established and maintained solely for the purpose of providing religious instruction in government schools in Australia;

and the objects shall be construed accordingly.

## **Appendix A- Statement of Faith**

### **Our Doctrinal Basis**

Hunter Bible Church upholds the fundamental truths of the Christian faith, including:

- \* The divine inspiration and infallibility of Holy Scripture as originally given and its supreme authority in all matters of faith and conduct.
- \* The unity of the Father, the Son and the Holy Spirit in the Godhead.
- \* The universal sinfulness and guilt of humanity since the fall, rendering men and women subject to God's wrath and condemnation.
- \* The conception of Jesus Christ by the Holy Spirit and his birth by the Virgin Mary.
- \* Redemption from the guilt, penalty and power of sin only through the sacrificial death, as our representative and substitute, of Jesus Christ, the incarnate Son of God.
- \* The bodily resurrection of Jesus Christ from the dead.
- \* The necessity of the work of the Holy Spirit to make the death of Christ effective in the individual sinner, granting him or her repentance towards God, and faith in Jesus Christ.
- \* The indwelling and work of the Holy Spirit in the believer.
- \* The expectation of the personal return of the Lord Jesus Christ.

**Notes (these notes do not form part of the Rules)**

These Rules have been drawn up on the basis of the following structure:

(i) The **Association** consists of a group of people within Hunter Bible Church who are willing to be involved once a year in the AGM and generally wish to have a say in the running of the church. The Association exists to spend money on behalf of, to hold property for, and to manage, "Hunter Bible Church", which as a church remains legally an "unincorporated association".

(ii) The **Committee** of the Association is simply made up of the elders of Hunter Bible Church. This document does not specify procedures for appointment of the elders- that is left that to another, "Hunter Bible Church" document. Nor does this document address the issue of appointment or dismissal of the Pastor or other staff of Hunter Bible Church- it is simply assumed that the Pastor will be automatically the Chairman of the Committee.

(iii) At the moment this document gives complete discretion to the Committee to appoint other **members** of the association. We could have a Hunter Bible Church voting process for Association members, but I think that would be an unnecessary added level of complexity. If the elders of Hunter Bible Church are appointing Association members unduly, then the remedy is for the church to remove the elders.

The advantages of this structure are:

(1) It enables us to clearly meet the minimum requirement of the *Associations Incorporation Act* 1984 that there be at least 5 members of the association (section 7(1)).

(2) It shares ultimate responsibility for financial matters more broadly around the congregation, rather than leaving it entirely concentrated in the hands of the elders.

(3) On the other hand, it means that not everyone in the church is obliged to get involved in administrative matters.

Neil Foster

The diagram illustrates the connections between the various entities.

