



GAWLER LUTHERAN CHURCH INCORPORATED CONSTITUTION

Accepted by the Congregation on: 9th November 2024

[Signature]
Chairperson

CT Collins
Secretary

Accepted by the District Board of Administration Lutheran Church of Australia, South Australia and Northern Territory District Incorporated, on 10th December 2024

[Signature]
Bishop

[Signature]
District Administrator



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1. NAME AND INTERPRETATION

1.1 Name

The name of this Congregation is GAWLER LUTHERAN CHURCH INCORPORATED.

Gawler Lutheran Church was formed through the amalgamation of:

- 1.1.1 Lutheran Parish Gawler Incorporated;
- 1.1.2 Immanuel Lutheran Church, Gawler, Incorporated; and
- 1.1.3 The Evangelical Lutheran Zion Church at Gawler Incorporated.

1.2 Interpretation

In this Constitution made thereunder, unless the context or subject matter otherwise requires:

- 1.2.1 **'the Act'** means the Associations Incorporation Act, 1985 as amended from time to time and includes any replacement of that Act or any provisions substituted for, and all regulations and statutory instruments issued under that Act;
- 1.2.2 **'church worker'** means any person who is engaged to carry out duties as required by the Congregation in either a paid or volunteer capacity;
- 1.2.3 **'financial reviewer'** means a person having appropriate financial knowledge and skill to examine and review accounts and records of a non-prescribed association;
- 1.2.4 **'the Church'** means the Lutheran Church of Australia Incorporated;
- 1.2.5 **'the Board of Administration'** means the committee of management of the Congregation elected to administer the affairs of the Congregation;
- 1.2.6 **'the Board of Vision and Ministry'** means the committee of the Congregation elected to conduct and oversee the ministry affairs of the Congregation;
- 1.2.7 **'the Congregation'** means Gawler Lutheran Church Incorporated;
- 1.2.8 **'the District'** means the Lutheran Church of Australia, South Australia and Northern Territory District Incorporated;
- 1.2.9 **'Evangelical Lutheran Church'** means a generic reference to churches throughout the world which proclaim the Gospel of Jesus Christ as understood and confessed in the Book of Concord of 1580;
- 1.2.10 **'financial year'** means the year ending 31st December;
- 1.2.11 **'Officer'** has the meaning as set down in Section 3 of the Act viz:
 - officer* of an incorporated association means—
 - [a] any person who—
 - [i] occupies or acts in a position of—
 - [A] a member of the committee of the association; or

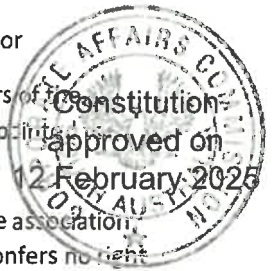


[B] the secretary, treasurer or public officer of the association; or

[ii] is concerned, or takes part, in the management of the affairs of the association, by whatever name called and whether or not validly appointed, occupy or duly authorised to act in the position; or

[b] the holder of any other office established by the rules of the association, [except a patron or the holder of some other honorary office that confers no right to participate in the management of the affairs of the association]; or

[c] any person in accordance with whose directions or instructions the committee of the association is accustomed to act;



- 1.2.12 **'Office Holder'** means a person who occupies or acts in a position pursuant to Rule 12.1 of this constitution;
- 1.2.13 **'pastor'** means a person who is on the roll of pastors of the Church as defined in Article 5 of the Constitution of the Church;
- 1.2.14 **'the Pastor'** means the Pastor of the Congregation;
- 1.2.15 **'special resolution'** means a resolution that is passed after due notice has been given and which has been processed in accordance with the requirements of the Act.

If a special resolution is to be considered at a general meeting:

- 1.2.15.1 at least twenty one [21] days written notice of the meeting must be given to each member; and
- 1.2.15.2 the meeting notice must:
 - 1.2.15.2.1 set out the wording of the proposed resolution; and
 - 1.2.15.2.2 state that the resolution is intended to be proposed as a special resolution.
- 1.2.15.3 The resolution is passed by a majority of not less than three quarters [¾] of the Voting Members being entitled to do so, vote in person at that meeting.
- 1.2.16 **'Voting Member'** means as defined in Rule 5.6
- 1.2.17 words importing the **singular** number shall be deemed to include the **plural** number and vice versa where appropriate;

2. CONFESSION

The Congregation declares that the Congregation:

- 2.1 accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm for all matters of faith, doctrine and life; and
- 2.2 acknowledges and accepts as true expositions of the Word of God and as the Congregation's own confession all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580, namely, the three Ecumenical Creeds: the Apostles' Creed, the Nicene Creed, and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.

- 2.3 The Congregation requires that all instruction and practice shall conform to the doctrinal basis laid down in Rule 2 of this constitution.



3. RELATIONSHIP TO THE CHURCH

The Congregation, as a member of the Church and of the District:

- 3.1 accepts the Constitution and By-laws of the Church and of the District;
- 3.2 undertakes to participate in the work of the Church and of the District and to promote their Objects;
- 3.3 agrees that where an amicable settlement on a question of ownership or control of any congregational property cannot be reached, every effort in keeping with 1 Corinthians 6 shall be made to avoid action in the civil courts by seriously seeking to settle any differences through mediation and adjudication of the judicial system of the Church; and
- 3.4 agrees to submit to the District Bishop any amendment, alteration, addition, or repeal which the Congregation may make from time to time to this Constitution for determination by the Board of Administration of the District to ensure that the amended Constitution remains in conformity with Article 4.1 of the Constitution of the Church.
- 3.5 The Congregation accepts the pastoral guidelines for responsible communion practice in the Church.
- 3.6 The Pastor and Congregation agree to seek the District Bishop's approval for any proposal for public proclamation of the Word in the divine services by others than those normally authorised to do so in the Church.
- 3.7 In common with the Church, the Congregation regards as anti-christian any organisation or society, secret or open, which while practising forms of religion does not confess faith in the Triune God and in the Lord Jesus Christ as the only Saviour from sin, and which in teaching or in practice substitutes salvation by works for salvation in Christ.

4. OBJECTS

The Objects of the Congregation are to:

- 4.1 glorify the Triune God in its worship and in its work;
- 4.2 bear witness to the Lord Jesus Christ through the proclamation of the Gospel in accordance with the Confession and practice of the Church;
- 4.3 gather into the Congregation such persons as are, or desire to become, members of the Church for their edification through the Word and the Sacraments;
- 4.4 help the members to dedicate their God-given spiritual, material and physical gifts to the service of their Lord;
- 4.5 enable the members to reach out into the community in their daily lives and in their Congregational activities as bearers of the Gospel;
- 4.6 minister to human need in the name of Jesus Christ our Lord in the spirit of Christian charity and service;

- 4.7 exercise discipline over the members in conformity with the Scriptures and the Confession of the Congregation;
- 4.8 join with the Church and the District in building and extending the Kingdom of God, including the active support of the ministry and mission of Gawler Lutheran School;
- 4.9 acquire, dispose of or otherwise deal with real and personal property in the interest of the work of the Church and the Congregation; and
- 4.10 maintain and promote a culture of care in all areas of the Congregation and its activities, so that all people, especially the vulnerable such as children and the aged, are protected against any form of spiritual, emotional, physical and sexual abuse by ensuring that:
- 4.10.1 appropriate governance and leadership structures are in place;
 - 4.10.2 policies and procedures are appropriately prescribed;
 - 4.10.3 a culture of safety and care for children and all people is actively encouraged and practiced; and
 - 4.10.4 the well-being of pastors and other church workers in the performance of their duties and the maintenance of their rights is supported and promoted.



5. MEMBERSHIP

The Congregation shall consist of Baptised, Confirmed, Communing, Guest and Voting Members.

5.1 **Baptised Members**

Baptised Members are all those who:

- 5.1.1 have been baptised in the Congregation; or
- 5.1.2 have been received as baptised members by transfer from another Congregation of the Church; or
- 5.1.3 have been baptised in accordance with the institution of Christ and have placed themselves or have been placed under the spiritual care of the Congregation; or
- 5.1.4 after instruction in and acceptance of the Christian faith have been received into the Congregation by adult reception according to the rites and practice of the Evangelical Lutheran Church.
- 5.1.5 Towards these the Congregation recognises a continuing spiritual ministry so long as they remain in the community of the Congregation.

5.2 **Confirmed Members**

Confirmed Members are all those baptised members who:

- 5.2.1 have been confirmed in the Congregation; or
- 5.2.2 have been received as confirmed members by transfer from another Congregation of the Church; or

5.2.3 after instruction in and acceptance of the Christian faith have been received by the Congregation by adult reception according to the rites and practices of the Evangelical Lutheran Church.



5.3 Communing Members

Communing Members are all those baptised members who:

- 5.3.1 are defined as confirmed members in Rule 5.2 and who commune at least twice a year; or
- 5.3.2 after instruction in the Sacrament of Holy Communion have been admitted to communion prior to confirmation and who commune at least twice a year.

5.4 Guest Members

Guest Members are those who, while absent from their home congregation, regularly worship in the Congregation.

5.5 Under Spiritual Care People

Under Spiritual Care People are those people with whom the Congregation is in contact and who are not defined in any of the above categories. Towards these, the Congregation recognises a duty of spiritual care.

5.6 Voting Members

5.6.1 Voting Members of the Congregation shall be persons who:

- 5.6.1.1 are both confirmed and communing members listed in the 'Register of Members'; and
- 5.6.1.2 accept the Constitution of the Congregation;
- 5.6.1.3 have reached the age of sixteen [16] years; and
- 5.6.1.4 have requested the secretary that their names be placed on the roll of Voting Members.

5.6.2 The duty of Voting Members is to attend the general meetings of the Congregation.

5.6.3 Voting Members who are absent from two [2] consecutive meetings without registering an apology will be removed from the roll of Voting Members. Any person who's name has been removed may at a future time re-enrol as per Rule 5.6.1.4.

5.6.4 Any Voting Member whose right to partake of the Lord's Supper has been suspended by the Congregation as an act of church discipline is not entitled to exercise the right to vote while under such suspension.

5.6.5 A Voting Member shall be deemed to have commenced voting membership upon the satisfaction of the criteria listed in the Rule 5.6.1 and there shall not be any further requirements such as entrance fees, membership or subscription fees of any kind.

5.7 Register of Members

5.7.1 The Congregation shall maintain a Register of Members in all the aforementioned categories and retain such records for preservation as the property of the Congregation and the Church.

- 5.7.2 The Congregation shall make the Register available for inspection by members upon request.

5.8 Duties of Members

The duties of members shall be to:

- 5.8.1 strive to remain true to the baptismal covenant;
- 5.8.2 make diligent use of the Means of Grace, joining regularly in hearing the Word of God and partaking of the Lord's Supper;
- 5.8.3 lead a Christian life in love, humility and peace, endeavouring through admonition, consolation and encouragement to edify one another;
- 5.8.4 present their children for Holy Baptism in early infancy and diligently nurture them in the Christian faith in the home and where practical, in the schools provided by the Congregation;
- 5.8.5 study the Scriptures in private and family devotions in the home;
- 5.8.6 promote the unity and welfare of the Congregation as a family of God;
- 5.8.7 express their gratitude to God for His material gifts and blessings by contributing regularly towards the financial support of the Congregation and of the Church as the Lord has prospered them;
- 5.8.8 recognise and carry out their mission to the community in their daily lives and in the activities of the Congregation;
- 5.8.9 minister to human need in the name of Jesus Christ our Lord in the spirit of Christian love and service;
- 5.8.10 support the Pastor in all work in the Congregation and community through prayer and personal concern for the Pastor's spiritual and material welfare; and
- 5.8.11 avoid holding membership in anti-christian societies.



6. TERMINATION OF MEMBERSHIP

- 6.1 Membership in the Congregation shall terminate when:
- 6.1.1 persons are received into membership in another Congregation of the Evangelical Lutheran Church after having obtained a Letter of Transfer from the Congregation; or
- 6.1.2 persons join another church outside the fellowship of the Evangelical Lutheran Church; or
- 6.1.3 the whereabouts of persons are unknown and cannot be established, in which case the names of such persons shall be removed from the Register of Members by action of the Congregational meeting;
- 6.1.4 persons are excommunicated;

- 6.1.5 persons exclude themselves; or
- 6.1.6 persons die.
- 6.2 Any action involving excommunication shall be determined according to the principle of Scripture contained in Matthew 18:15-20 and related passages. Persons who do not accept Christian admonition and to discuss their case with the Congregation or its representatives thereby exclude themselves.
- 6.3 Upon termination of membership such members' right, title, interest or claim in, to, and upon any property of the Congregation shall cease and they shall have no claim to compensation for contributions made by them.



7. RESPONSIBILITIES AND RIGHTS OF MEMBERS

- 7.1 Notwithstanding the duties of members referred to in Rule 5.8, members have responsibilities as required by the Act.
- 7.2 Membership of the Congregation does not confer on a member any right, title or interest in any real or personal property of the Congregation.

8. INSPECTION OF RECORDS AND DOCUMENTS BY MEMBERS

- 8.1 A member wishing to inspect the Register of Members, the record of the names and addresses of Board of Administration members or any other record or document of the Congregation must contact the Secretary to make the necessary arrangements for the inspection and may do so free of charge.
- 8.2 If the member wishes to inspect a document that records the minutes of a Board of Administration meeting, the right to inspect that document is subject to any decision the Board of Administration has made about minutes of Board of Administration meetings generally, or the minutes of a specific Board of Administration meeting, being available for inspection by members.
- 8.3 The member may make a copy of or take an extract from a record or document of the Congregation but does not have a right to remove the record or document for that purpose and must not use or disclose information in such record or document except for a purpose:
- 8.3.1 that is directly connected with the affairs of the Congregation; or
 - 8.3.2 that is related to complying with a requirement of the Act.

9. THE MINISTRY

- 9.1 The Congregation recognises and upholds the Office of the Ministry as the office divinely instituted for the public administration of the Means of Grace.
- 9.2 Unless otherwise stated, the duties of the Pastor shall be as contained in the Letter of Call and shall include the duty to:
- 9.2.1 preach the Word of God and administer the Holy Sacraments according to the Confession of the Congregation as prescribed in Rule 2;

- 9.2.2 comfort, instruct, reprove, admonish, and warn, both publicly and privately, the members of the Congregation as the Word of God directs in 2 Timothy 4:1-5;
- 9.2.3 exercise pastoral oversight over all organisations and activities of the Congregation;
- 9.2.4 live an exemplary life;
- 9.2.5 visit the sick, the infirm, the destitute, and the afflicted, and to exercise pastoral care among the members of the Congregation;
- 9.2.6 diligently instruct and train the young;
- 9.2.7 equip and help the members to fulfil their Christian ministry for the edifying of the body of Christ and for outreach into the community;
- 9.2.8 be mindful of the calling as a winner of souls, both within and outside the Congregation;
- 9.2.9 be responsible for ensuring the keeping and preservation of accurate Congregational records;
- 9.2.10 exercise as much as possible the right to attend the meetings of all committees and organisations of the Congregation; and
- 9.2.11 submit a written pastoral report to the annual meeting of the Congregation.
- 9.3 The right of the Congregation to call a pastor shall be exercised, where applicable in association with other congregations:
- 9.3.1 in consultation with the District Bishop or the person deputising for the Bishop, and with regard to the regulations of the Church and of the District; and
- 9.3.2 only at a meeting duly convened for this purpose and conducted according to the rules of the Church concerning calls and transfers.
- 9.4 All calls shall be in writing, signed by at least two representatives duly appointed by Congregation and attested by the District Bishop. Notification of the call and the forwarding of the Letter of Call are the responsibility of the District Bishop.
- 9.5 The Pastor shall have the pastoral oversight of all activities of any committee or organisation within the Congregation.



10. AUTHORITY AND POWERS OF THE CONGREGATION

- 10.1 The Congregation as a body shall have power, as conferred by Section 25 of the Act, to administer and manage all Congregational affairs by a majority of those Voting Members casting a vote unless otherwise specified by this Constitution.
- 10.1.1 These powers shall include without limitation the power to:
- 10.1.1.1 acquire, hold, deal with and dispose of any real or personal property;
 - 10.1.1.2 administer any property on trust;
 - 10.1.1.3 open and operate bank accounts;
 - 10.1.1.4 invest monies:
 - 10.1.1.4.1 in any security in which trust monies may, by Act of Parliament, be invested, or

10.1.1.4.2 in any other manner approved by the Congregation;

- 10.1.1.5 borrow money upon such terms and conditions as the Congregation shall think fit;
- 10.1.1.6 give such security for the discharge of liabilities incurred by the Congregation as the Congregation shall think fit;
- 10.1.1.7 appoint agents to transact any business of the Congregation on behalf of the Congregation; and
- 10.1.1.8 enter into any other contract, arrangement or understanding considered necessary or desirable.



- 10.1.2 The Congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confession of the Congregation in Rule 2, and any such decision shall be null and void. In matters of doctrine a decision shall be made only after careful study of the Word of God in accordance with Rule 2.3.
 - 10.2 The Congregation shall have the right to appoint volunteers and employ staff, and may exercise this right, where applicable, in association with other Congregations, in accordance with the regulations of the Church and of the District.
 - 10.3 The Congregation may appoint such other officers, committees and persons and establish auxiliaries as need and occasion require for the proper conduct and management of Congregational affairs as prescribed or as determined by resolution of the Congregation.
 - 10.4 Officers or committees, whether elected or appointed by the Congregation, shall have no authority beyond that which has been conferred upon them, and whatever power may have been delegated to them may at any time be varied or revoked by the Congregation.
 - 10.5 A pastor or officer may be removed from office by the Congregation in Christian and lawful order in accordance with the rules of the Church, for any one [1] of the following causes:
 - 10.5.1 persistent adherence to false doctrine; or
 - 10.5.2 scandalous life; or
 - 10.5.3 wilful and persistent neglect of official duties.
- In any such procedure voting shall be by ballot.
- 10.6 A person employed under the conditions of a particular employment arrangement may only be dismissed in accordance with the terms and conditions of that arrangement.
 - 10.7 The establishment and conduct of all institutions and societies within the Congregation shall at all times be subject to the approval and supervision of the Congregation.

11. GENERAL MEETINGS

- 11.1 **Annual General Meeting**
 - 11.1.1 The Annual General Meeting of the Congregation shall be held as soon as possible and no later than five [5] months after the end of the financial year.
 - 11.1.2 The business to be conducted at the meeting shall include:
 - 11.1.2.1 the presentation and receipt of the Chairperson's report;
 - 11.1.2.2 the presentation and receipt of the Pastor's report;

- 11.1.2.3 the presentation and receipt of reports of any committees and auxiliaries of the Congregation; and
- 11.1.2.4 any other matters listed on the agenda.



11.2 Budget and Elections General Meeting

11.2.1 The Budget and Elections General Meeting of the Congregation shall be held prior to the end of the financial year.

11.2.2 The business to be conducted at the meeting shall include:

- 11.2.2.1 the election of the Officers and Standing Committees of the Congregation for the following year pursuant to Rules 12 and 21.5;
- 11.2.2.2 the presentation and adoption of the budget for the next financial year; and
- 11.2.2.3 any other matters listed on the agenda.

11.3 Proxy Voting

There shall be no voting by proxy at any meeting of the Congregation.

11.4 Taking up of Office

11.4.1 The newly elected Officers and Standing Committee members elected at the Budget and Elections Meeting pursuant to Rule 11.2.2.1 shall assume their duties at the beginning of the next financial year.

11.4.2 Officers and Standing Committee members appointed by the Board of Administration to fill casual vacancies pursuant to Rule 15.6 shall assume their duties at the next meeting of the committee or Board of Administration.

11.5 Elections of Officers and Standing Committees

The election of Officers and Standing Committees shall be undertaken in the following manner:

11.5.1 Eligible for Election

All Voting Members over eighteen [18] years of age shall be eligible for positions of Officers and membership of Standing Committees.

11.5.2 Nominations for all positions shall be:

- 11.5.2.1 provided to the Nominations Committee pursuant to Rule 21.2.2;
- 11.5.2.2 reviewed by the Nominations Committee to ensure nominees are eligible for election and submitted to the Board of Administration;
- 11.5.2.3 circulated to the members with the meeting agenda at least twenty one [21] days prior to the meeting provided that the consent of the nominated person has been obtained.

11.6 Elections

11.6.1 Where there are more nominations for any position than the required number to fill such position[s], an election shall be conducted.

11.6.2 Elections shall be conducted by ballot.



11.7 General Meetings

11.7.1 General meetings may be called by:

- 11.7.1.1 the Pastor; or
- 11.7.1.2 the Pastoral Assistants; or
- 11.7.1.3 the Board of Administration; or
- 11.7.1.4 the Chairperson upon the written request of any ten [10] Voting Members.

11.7.2 Details of the reason for the request for a General Meeting must be made available in writing to the Chairperson of the Congregation.

11.8 Notice of Meetings

11.8.1 Subject to any other provisions in this Constitution, notice of a General Meeting of the Congregation shall be given by spoken, printed or electronic announcement to the Congregation at least fourteen [14] days preceding the meeting.

11.8.2 The chief business to come before the meeting shall be announced at the same time that notice of such meeting is given.

11.8.3 The scheduling of a General Meeting shall not exceed one [1] calendar month from the date on which the initial request was received by the Chairperson.

11.9 Quorum

In addition to any other specific provisions concerning a quorum laid down in this Constitution, the following provisions shall apply:

11.9.1 A quorum of one-quarter [1/4] of all Voting Members shall be required for the transaction of ordinary business.

11.9.2 A quorum of one-third [1/3] of all Voting Members shall be required for the:

- 11.9.2.1 calling of a pastor; or
- 11.9.2.2 removal from office of a pastor, or
- 11.9.2.3 buying or selling of property; or
- 11.9.2.4 undertaking of an unbudgeted financial commitment by the Congregation in excess of five percent [5%] of the annual budget.

11.9.3 A quorum of one-half [1/2] of all Voting Members shall be required for the amalgamation or dissolution of the Congregation.

11.9.4 In the event of there not being a quorum within thirty [30] minutes of the appointed starting time of a meeting of the Congregation, the meeting shall lapse and be rescheduled to occur within one [1] calendar month at a date, time and venue decided upon by the Voting Members present.

11.9.5 If within thirty [30] minutes of the time appointed for the rescheduled meeting a quorum is not present, the members who are present may proceed only with the business on the agenda of that general meeting as if a quorum was present. The calling of any subsequent meeting shall be in accordance with Rule 11.8.

11.10 Voting at Meetings

11.10.1 The Chairperson may determine when a vote is to be taken in accordance with the Constitution following:

11.10.1.1 During a debate the Chairperson may seek an indication of readiness

11.10.1.2 If there is an indication of a significant or high number of possible abstentions from voting by reason of indecision or by absence from the meeting, the Chairperson may decide:

11.10.1.2.1 to continue the discussion; or

11.10.1.2.2 defer the motion.

11.10.2 Unless otherwise stipulated in this Constitution a majority of those Voting Members casting a vote shall decide the motion.

11.10.3 In the event of an equality of votes, the Chairperson shall declare the motion is lost.

11.10.4 Unless otherwise stipulated, the Chairperson shall ordinarily decide the manner of voting, whether by show of hands or by ballot, but the meeting may decide by ordinary resolution the manner of voting to be adopted.

11.10.5 All resolutions carried at a duly convened meeting of the Congregation shall be binding upon all members of the Congregation, whether present or absent, or refraining from voting, provided always that the required quorum is present.

11.10.6 The conduct of the meetings shall, where applicable, be in accordance with the rules for transacting business adopted by the Church.

11.11 Agenda

11.11.1 Items may be placed on the Agenda of any regular meeting of the Congregation by:

11.11.1.1 any Voting Member; or

11.11.1.2 any Standing Committee appointed by the Congregation; or

11.11.1.3 any organisation of the Congregation; or

11.11.1.4 the Pastor[s].

11.12 Minutes of Meetings

11.12.1 The Chairperson shall ensure that minutes of all resolutions and proceedings of any general meeting of the Congregation are kept and signed as a true and correct record of the meeting.

11.12.2 All minute books, records, and correspondence of the Congregation, officers and committees shall remain the property of the Congregation.

12. ELECTION OF OFFICE HOLDERS

12.1 The Congregation shall elect the following Office Holders for a term of one [1] year, who are all eighteen [18] years or older:

12.1.1 a Chairperson;

12.1.2 a Vice-Chairperson;



- 12.1.3 a Secretary;
- 12.1.4 a Treasurer; and
- 12.1.5 such other Office Holders and Standing Committees as the Congregation may determine.
- 12.2 Office Holders shall be eligible for re-election.
- 12.3 The Congregation shall elect Synod Delegates according to the rules of the District and the Church who shall serve at the Conventions of the Synods of the District and the Church for the periods of the synodical terms.



13. DUTIES OF THE OFFICE HOLDERS

13.1 The Chairperson

The Chairperson shall:

- 13.1.1 preside at meetings of the Board of Administration and the Congregation;
- 13.1.2 ensure that all elected and appointed Office Holders and Standing Committees effectively carry out their assigned duties and generally encourage and cooperate with all office bearers;
- 13.1.3 ensure that an agenda is prepared for the meetings of the Board of Administration and the Congregation; and
- 13.1.4 submit a report to the Annual General Meeting of the Congregation.

13.2 The Vice-Chairperson

The Vice Chairperson shall:

- 13.2.1 serve as Chairperson in the absence or inability of the Chairperson to act, or at the request of the Chairperson; and
- 13.2.2 assume the office of Chairperson, when a vacancy occurs.

13.3 The Secretary

The Secretary shall:

- 13.3.1 keep an accurate record of all proceedings of the Board of Administration and the Congregation;
- 13.3.2 attend to all correspondence unless it is delegated to another person;
- 13.3.3 receive all items and motions for the agenda from the Standing Committees, auxiliaries and members of the Congregation at least two [2] weeks before any general meeting of the Congregation;
- 13.3.4 prepare an agenda for each meeting of the Congregation and Board of Administration and ensure that it is distributed in time for the meeting;
- 13.3.5 ensure that a notice signifying the purpose and date of any general meeting is given to the Congregation in accordance with the requirement in Rule 11.7; and

- 13.3.6 ensure that Officers and Standing Committees are informed of any resolutions which affect their functions.

13.4 The Treasurer

The Treasurer shall ensure that:

- 13.4.1 an accurate record of receipts and payments is kept in the form required by the Congregation;
- 13.4.2 all accounts authorised by the Board of Administration or the Congregation are paid promptly;
- 13.4.3 all monies for Church and District purposes are remitted regularly;
- 13.4.4 progress reports on the finances of the Congregation for meetings of the Board of Administration and the Congregation are prepared;
- 13.4.5 a budget is prepared for the following financial year for presentation to the Congregation for adoption; and
- 13.4.6 financial records of the Congregation are submitted for review as required by the Congregation.



14. BOARD OF ADMINISTRATION

The Congregation shall appoint a committee of management, called the Board of Administration, which shall consist of:

- 14.1 the Chairperson of the Congregation;
- 14.2 the Vice-Chairperson of the Congregation;
- 14.3 the Secretary of the Congregation;
- 14.4 the Treasurer of the Congregation;
- 14.5 representatives from Pastoral Assistants, Standing Committees, auxiliaries and other organisations of the Congregation; and
- 14.6 up to two [2] additional Voting Members of the Congregation.

The Pastor shall be a non-voting member of the Board of Administration.

15. DUTIES AND POWERS OF THE BOARD OF ADMINISTRATION

15.1 Duties of the Board of Administration

The Board of Administration shall:

- 15.1.1 conduct, oversee and support the administrative affairs of the Congregation;
- 15.1.2 support and enable the ministry objectives of the Congregation through the Board of Vision and Ministry and the Pastoral Assistants, all of which will work cooperatively and collaboratively to form the leadership of the Congregation;

- 15.1.3 meet for the conduct and dispatch of business, adjourn and otherwise regulate meetings and proceedings, as the Board of Administration sees fit;
- 15.1.4 be responsible to the Church in all matters, including the interpretation of policies established by the Congregation;
- 15.1.5 have the management and control of the funds and other property of the congregation;
- 15.1.6 consider the general welfare of the Congregation and its program of activities and respond as required;
- 15.1.7 supervise the management and operation of any Standing Committees, auxiliaries and other organisations of the Congregation to ensure their compliance with the Objects of the Congregation;
- 15.1.8 receive reports from Standing Committees, auxiliaries and other organisations and make recommendations to the Congregation;
- 15.1.9 have the power to co-opt additional members for special projects or assignments;
- 15.1.10 cause to be kept and recorded minutes of all resolutions and proceedings of meetings of the Board of Administration and shall cause such minutes to be signed by the Chairperson of the meeting or of the succeeding meeting; and
- 15.1.11 act between meetings of the Congregation in cases of emergency.



15.2 Financial Powers

Without affecting the generality of the foregoing, the Board of Administration may:

- 15.2.1 invest monies of the Congregation in such manner as the Council may determine. Trust monies shall be invested according to any rules governing the investment of Trust Funds;
- 15.2.2 appoint with or without remuneration any Officer or Officers as the Board of Administration shall determine. Any remuneration paid shall be in accordance with a budget approved by a general meeting;
- 15.2.3 appoint any professional or other assistance or service required by the Congregation in the carrying out of its activities and pay reasonable remuneration and fees;
- 15.2.4 open and close any banking account and operate the same in the ordinary course of business; and
- 15.2.5 prepare and adopt a provisional budget for the next financial year.

15.3 Employment Powers

- 15.3.1 The Board of Administration shall determine the roles and job descriptions of Officers and employees.
- 15.3.2 The Board of Administration shall be responsible for the recruitment of employees within the limits of the budget approved at a general meeting of the Congregation.
- 15.3.3 The Board of Administration may after consideration of all conditions of employment terminate the employment of an employee or other church worker [not including the pastor].

15.4 Policies and Procedures

The Board of Administration may determine policy and procedures for the operation of the

- 15.4.1 Congregation;
- 15.4.2 Standing Committees; and
- 15.4.3 Sub-Committees.



15.5 Removal of Officers

The Board of Administration may by two thirds [2/3] majority remove from office, an Officer [other than the pastor] for any of the following:

- 15.5.1 persistent adherence to false doctrine; or
- 15.5.2 scandalous life; or
- 15.5.3 wilful and persistent neglect of official duties; or
- 15.5.4 physical or mental incapacity.

15.6 Filling of Casual Vacancies

The Board of Administration shall have the power to fill casual vacancies until the next general meeting, in accordance with the following:

- 15.6.1 The Board of Administration may appoint a Voting Member to fill a position on the Board of Administration that has become vacant:
 - 15.6.1.1 by resignation of a member;
 - 15.6.1.2 by action pursuant to Rule 15.5; or
 - 15.6.1.3 was not filled by election at the most recent general meeting.
- 15.6.2 Subject to the requirement for a quorum pursuant to Rule 16.5, the Board of Administration may continue to act despite any vacancy in the Board of Administration's membership.
- 15.6.3 If there are fewer continuing members of the Board of Administration than required for a quorum pursuant to Rule 16.5, the continuing members of the Board of Administration may act only for the purpose of:
 - 15.6.3.1 appointing Board of Administration members pursuant to Rule 15.6.1; or
 - 15.6.3.2 convening a general meeting of the Congregation to elect a new Board of Administration.

15.7 Circular Resolution

A resolution in writing signed by all members of the Board of Administration shall be valid and effectual as if it had been passed at a meeting of the Board of Administration duly convened and held.

- 15.7.1 Any such resolution may consist of :

- 15.7.1.1 several documents in like form each signed by one or more members of the Board of Administration; or
- 15.7.1.2 separate emails in like form forwarded to the Chairperson or Secretary from the email address of each Board of Administration member.



15.8 Delegation of Powers

The Board of Administration may delegate its powers, functions and duties [to the extent permitted by the law] to one or more committees consisting of such members as the Board of Administration shall determine, subject to such terms and conditions as the Board of Administration may determine.

16. BOARD OF ADMINISTRATION MEETINGS

16.1 Scheduling of Board of Administration meetings

- 16.1.1 The Board of Administration shall meet at least every three [3] months at dates, times and places determined by the Board of Administration.
- 16.1.2 The date, time and place of the first Board of Administration meeting must be determined by the Board of Administration members as soon as practicable after the general meeting at which the Board of Administration members are elected.
- 16.1.3 Special Board of Administration meetings may be convened by:
 - 16.1.3.1 the Chairperson; or
 - 16.1.3.2 at the request of any two [2] Board of Administration members.

16.2 Notice of Board of Administration meetings

- 16.2.1 Notice of each Board of Administration meeting must be given to each Board of Administration member at least seven [7] days before the meeting.
- 16.2.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 16.2.3 Subject to the following Rule 16.2.4, the only business that may be conducted at the meeting is the business described in the notice.
- 16.2.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Board of Administration members at the meeting unanimously agree to treat that business as urgent.

16.3 Procedure and order of business

- 16.3.1 The Chairperson or, in the Chairperson's absence, the Vice-Chairperson must preside as Chairperson of each Board of Administration meeting.
- 16.3.2 If the Chairperson and Vice-Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Board of Administration members at the meeting must elect one from amongst the remaining members to act as the Chairperson of the meeting.
- 16.3.3 The procedure to be followed at a Board of Administration meeting shall be determined by the Board of Administration.

- 16.3.4 The order of business at a Board of Administration meeting shall be determined by the Board of Administration members at the meeting.
- 16.3.5 A member or other person who is not a Board of Administration member may attend a Board of Administration meeting if invited to do so by the Chairperson.
- 16.4 **Use of technology at Board of Administration meetings**
- 16.4.1 The presence of a Board of Administration member at a Board of Administration meeting need not be by attendance in person but may be by that Board of Administration member and each other Board of Administration member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 16.4.2 A member who participates in a Board of Administration meeting according to the preceding Rule 16.4.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 16.5 **Quorum for Board of Administration meetings**
- 16.5.1 The quorum for Board of Administration meetings shall be not less than one-half [$\frac{1}{2}$] the Board of Administration members.
- 16.5.2 Subject to the preceding Rule 15.6.3, no business is to be conducted at a Board of Administration meeting unless a quorum is present.
- 16.5.3 If a quorum is not present within thirty [30] minutes after the notified commencement time of a Board of Administration meeting:
- 16.5.3.1 in the case of a special meeting, the meeting lapses; or
 - 16.5.3.2 otherwise, the meeting is adjourned to the same time, day and place in the following week or as otherwise agreed.
- 16.6 **Minutes of Board of Administration meetings**
- 16.6.1 The Board of Administration must ensure that minutes of each Board of Administration meeting are recorded and kept.
- 16.6.2 The minutes shall record the following:
- 16.6.2.1 the names of the Board of Administration members present at the meeting;
 - 16.6.2.2 the name of any other person attending the meeting;
 - 16.6.2.3 the business considered at the meeting; and
 - 16.6.2.4 any motion on which a vote is taken at the meeting and the result of the vote.
- 16.6.3 The minutes of a Board of Administration meeting must be entered in the Board of Administration's minute book after approval at the next meeting.
- 16.6.4 The Chairperson must ensure that the minutes of a Board of Administration meeting are adopted and signed as correct by the Chairperson of the next Board of Administration meeting.
- 16.6.5 When the minutes of a Board of Administration meeting have been signed as correct they are, until the contrary is proved, evidence that:
- 16.6.5.1 the meeting to which the minutes relate was duly convened and held;



- 16.6.5.2 the matters recorded as having taken place at the meeting took place as recorded,
and
16.6.5.3 any appointment purportedly made at the meeting was validly made.



17. LICENSED FOR WORD AND/OR SACRAMENT MINISTRY

- 17.1 The Congregation may approve members to be licensed for Word and/or Sacrament Ministry in accordance with the policy and procedures of the Lutheran Church of Australia.
- 17.2 Members licensed to provide this ministry shall be approved for a one [1] year term and eligible for reapproval.
- 17.3 Nominations for this ministry must be submitted in writing by any two [2] Voting Members to the Nominations Committee for submission to the District Bishop.
- 17.4 An approved member who is appointed for a first term shall be installed at a divine service.

18. PASTORAL ASSISTANTS

- 18.1 The Congregation shall appoint at least one [1] Pastoral Assistant per fifty [50] communing members.
- 18.2 Pastoral Assistants shall be appointed for a term of one [1] year and shall be eligible for re-election.
- 18.3 A nomination for the position of Pastoral Assistant must be submitted in writing by any two [2] Voting Members to the Nominations Committee at least one [1] week before the meeting at which the elections are to be conducted. All nominations shall be submitted to the meeting together with any nominations by the Nominations Committee.
- 18.4 A Pastoral Assistant who is appointed for a first term of office shall be installed at a divine service.
- 18.5 The Pastoral Assistants shall assist the Pastor in ministry and for this purpose they shall concern themselves with the spiritual life of the Congregation and members by:
- 18.5.1 praying for and encouraging the Pastor, and caring for the spiritual, emotional, and physical health and welfare of the Pastor and the Pastor's family;
- 18.5.2 visiting members and encouraging them in regular attendance at services, in the reception of the Sacraments, in the support of the Congregation and the Church with their means and talents, in prayer, and in involvement in the mission of the Church;
- 18.5.3 notifying the Pastor of sick and spiritually distressed members;
- 18.5.4 assisting the Pastor in arranging for pulpit assistance, special services and guest speakers and helping to ensure that an attitude conducive to worship is maintained in the services; and
- 18.5.5 being an example of Christian conduct and conversation, and observing confidentiality regarding all private matters.

19. BOARD OF VISION AND MINISTRY



- 19.1 The Congregation shall appoint a Board of Vision and Ministry consisting of:
- 19.1.1 A Chairperson
 - 19.1.2 The Pastor
 - 19.1.3 Team Leaders or representatives from ministry teams; and
 - 19.1.4 A Pastoral Assistant representative; and
 - 19.1.5 Additional members meeting the needs of the Board of Vision and Ministry.
- 19.2 The Board of Vision and Ministry shall:
- 19.2.1 appoint a Chairperson from amongst its members;
 - 19.2.2 meet at least ten [10] times per year;
 - 19.2.3 conduct, oversee and support the ministry affairs of the Congregation as expressed in its Objects and which may be further described in Mission, Vision and Values Statements and Strategic documents;
 - 19.2.4 set up, support and direct teams as needed to help carry out the ministry of the Congregation;
 - 19.2.5 act in a consultative manner and help to provide ministry support for the work of the Board of Administration and its committees;
 - 19.2.6 receive reports from its members and the teams and make recommendations to the Board of Administration and the Congregation;
 - 19.2.7 in cases of emergency meet with the Board of Administration and Pastoral Assistants to act between meetings of the Congregation;
 - 19.2.8 be responsible to the Congregation in all matters of ministry;
 - 19.2.9 prepare and review a ministry plan regularly to ensure it meets the ministry aspects of the Congregation and its Objects.

20. FINANCIAL REVIEW

The Board of Administration shall appoint a financial reviewer annually who shall examine thoroughly the books of the Treasurer and vouch for their correctness or otherwise and advise on aspects of the Congregation's finances.

21. STANDING COMMITTEES OF THE CONGREGATION

- 21.1 **General Rules for Appointment to and Operation of Standing Committees**
- 21.1.1 The Congregation may appoint Standing Committees in addition to those specified below.
 - 21.1.2 The Congregation shall determine the responsibilities and role of each additional Standing Committee in a Terms of Reference document.

- 21.1.3 Standing Committees shall be responsible to and shall report to the Board of Administration.
- 21.1.4 Any Standing Committee so formed shall conform to any regulation or resolution that may be imposed by the Board of Administration.
- 21.1.5 No person shall ordinarily be a Chairperson of more than one [1] Standing Committee at the same time.
- 21.1.6 Members of Standing Committees shall be elected annually unless otherwise stated.
- 21.1.7 All minute books, records, and correspondence of the Congregation, Officers and Standing Committees, shall remain the property of the Congregation.
- 21.1.8 The Pastor shall have the right to attend all meetings of the Standing Committees.
- 21.2 The Nominations Committee**
- 21.2.1 The Congregation shall appoint a Nominations Committee consisting of:
- 21.2.1.1 The Chairperson;
 - 21.2.1.2 A Pastoral Assistant;
 - 21.2.1.3 A Board of Vision and Ministry member; and
 - 21.2.1.4 The Pastor
- 21.2.2 The Nominations Committee shall:
- 21.2.2.1 consult all Standing Committees in good time to learn of possible vacancies and to solicit from the respective committees their nominations;
 - 21.2.2.2 receive from Officers intending to decline re-election an indication of such intention in good time;
 - 21.2.2.3 seek and receive nominations from Voting Members for all offices and Standing Committees of the Congregation;
 - 21.2.2.4 nominate such persons who are considered suitable for the various offices and Standing Committees in addition to the nominations received, but without the necessity of nominating more candidates than positions to be filled;
 - 21.2.2.5 ensure that all nominees are eligible and willing to accept office; and
 - 21.2.2.6 present a list of candidates for all positions to the meeting of the Congregation at which the elections are to be conducted.
- 21.3 Layreaders**
- 21.3.1 The Congregation shall appoint annually at least two [2] layreaders.
- 21.3.2 Layreaders shall be appointed for a term of one [1] year and shall be eligible for re-election.
- 21.4 The Property Team**
- 21.4.1 The Congregation shall elect a Property Team which shall consist of five [5] members.
- 21.4.2 The Property Team shall:
- 21.4.2.1 appoint a coordinator from amongst the members, who shall be a representative on the Board of Administration;



- 21.4.2.2 ensure that the property, buildings and possessions of the Congregation are kept in good order;
- 21.4.2.3 undertake minor repairs as necessary and report on actions taken to the Congregation;
- 21.4.2.4 report major needs to the Congregation with recommended action;
- 21.4.2.5 make annual inspections of all Congregation-owned property and buildings including the manse and facilities and report any findings to the Congregation; and
- 21.4.2.6 establish and maintain an up-to-date inventory of all Congregation-owned equipment.



21.5 Rules for Election of Standing Committees

- 21.5.1 The Nominations Committee shall provide a list of nominations for Standing Committee positions pursuant to Rule 21.2.2.6.
- 21.5.2 Where there are more nominations for any Standing Committee position[s] than the required number to fill such position[s], an election by ballot shall be conducted.
- 21.5.3 All Voting Members of the Congregation over eighteen [18] years of age shall be eligible for positions on Standing Committees.
- 21.5.4 All members shall be eligible for appointment to such other committees and special duties as the Congregation may determine.

22. SUB-COMMITTEES

- 22.1 The Board of Administration may appoint Sub-Committees and these Sub-Committees shall be responsible to and shall report to the Board of Administration.
- 22.2 Any Sub-Committee so formed shall conform to any regulation or resolution that may be imposed by the Board of Administration.

23. AUXILIARIES

- 23.1 Formation of Auxiliaries
 - 23.1.1 The Congregation may establish auxiliaries by resolution of the Congregation.
- 23.2 Rules Governing Operation of Auxiliaries
 - 23.2.1 The constitutions of any auxiliaries formed shall be approved by the Congregation.
 - 23.2.2 Auxiliaries formed under this rule shall be accountable to the Congregation for their operation in the manner specified in their constitutions.

24. PUBLIC OFFICER

- 24.1 The Secretary shall be the Public Officer unless the Board of Administration decides otherwise.
- 24.2 The Public Officer shall not be eligible for the position of financial reviewer of the Congregation.

25. NOT FOR PROFIT RULE

- 25.1 The assets and income of the Congregation shall be applied solely to the promotion of the Objects and no portion shall be distributed directly or indirectly to the members of the Congregation except as bona fide compensation for services rendered or expenses incurred on behalf of the Congregation.
- 25.2 A payment may be made to a member out of the funds of the Congregation only if it is authorised under the following Rule 25.3.
- 25.3 A payment to a member out of the funds of the Congregation is authorised if it is:
- 25.3.1 the payment in good faith to the member as reasonable remuneration for any services provided to the Congregation, or for goods supplied to the Congregation, in the ordinary course of business; or
 - 25.3.2 the payment of principal and/or interest, on money borrowed by the Congregation from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - 25.3.3 the payment of reasonable rent to the member for premises leased by the member to the Congregation; or
 - 25.3.4 the reimbursement of reasonable expenses properly incurred by the member on behalf of the Congregation; or
 - 25.3.5 making a payment or providing a benefit to a member in carrying out the Objects of the Congregation for charitable purposes.



26. CHURCH DISCIPLINE

- 26.1 The Congregation shall exercise church discipline in an evangelical manner in accordance with the procedure laid down in Matthew 18:15-17.
- 26.2 The stages of discipline are:
- 26.2.1 In an endeavour to convince the erring member at fault, there shall be:
 - 26.2.1.1 personal admonition; and, if necessary
 - 26.2.1.2 admonition in the presence of witnesses; and, if necessary,
 - 26.2.1.3 admonition by the Congregation.
 - 26.2.2 Any member who is evidently impenitent and unheedful of the admonition, shall be excluded from membership in the Congregation, through excommunication, pronounced by the Pastor as the called and ordained servant of the Word.
- 26.3 The purpose of all church discipline is to achieve reconciliation and restoration. This purpose is to be observed at all stages of the procedure.
- 26.4 If the stages of discipline cannot be carried out because the erring member refuses to submit to the discipline of the Congregation, self-exclusion shall be declared to have taken place.

- 26.5 The exercise of church discipline shall give due regard to the procedure set down in the Constitution of the Church under Article 10. Discipline, Adjudication and Appeals and other provisions in the by laws and policies of the Church.



27. AMALGAMATION OR DISSOLUTION

- 27.1 A special resolution is required if the Congregation proposes to amalgamate with another congregation or dissolve. Amalgamation or dissolution shall be made according to the following procedure:
- 27.1.1 The District Bishop or his delegate shall be consulted.
 - 27.1.2 Written notice of a proposed special resolution to amalgamate or dissolve the Congregation shall be given to the members of the Congregation
 - 27.1.3 At least thirty [30] days written notice of a meeting, specifying the intention to amalgamate or dissolve as a special resolution, shall be given to all the Voting Members of the Congregation.
 - 27.1.4 The meeting to amalgamate or dissolve will require a quorum of not less than one half [$\frac{1}{2}$] of all Voting Members.
 - 27.1.5 The proposed special resolution to be passed shall require a majority of not less than three-quarters [$\frac{3}{4}$] of all the Voting Members of the Congregation who are entitled to vote and are present at the meeting.
 - 27.1.6 Once the decision has been made to amalgamate or dissolve the Congregation according to the above procedure, a date for amalgamation or dissolution shall be set contingent upon all matters pertaining to amalgamation or dissolution and the transference of all titles and other assets of the Congregation being effected according to law.
- 27.2 In the event of such dissolution:
- 27.2.1 The Congregation may give indication regarding the use of any Congregation-owned assets by the District or the Church.
 - 27.2.2 The amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to one or more Lutheran organisations with similar purposes, that is charitable at law and which is not carried on for the profit or gain of its individual members.
 - 27.2.3 Where no such indication is given, if any surplus remains following the winding up of the Congregation, the surplus shall not be paid to or distributed amongst members, but be transferred to the District absolutely.

28. ALTERATIONS TO THIS CONSTITUTION

- 28.1 The Congregation shall have power by a special resolution requiring at least a three-quarters [$\frac{3}{4}$] majority of those Voting Members casting a vote at a duly convened meeting, to amend, alter, add to or repeal these rules, except as provided in Rules 28.4 and 3.4.

- 28.2 Notice of the proposed amendment, alteration, addition or repeal shall be presented in writing and shall be read to the Congregation at a duly called meeting of the Congregation held at least twenty one [21] days earlier or be published to the Congregation at least twenty one [21] days prior to the meeting.
- 28.3 The quorum for such a meeting shall be one-quarter [$\frac{1}{4}$] of the Voting Members and the result of such a ballot shall be recorded in the minutes.
- 28.4 Rule 2 and Rule 28.4 of this Constitution shall be considered fundamental and shall not be amended, altered, added to or repealed so as to alter their intent and meaning.

