

Mosaic Baptist Church Constitution

Incorporated in the Australian Capital Territory as Belconnen Baptist Church Inc
in accordance with the *Associations Incorporation Act 1991* (ACT)

Adopted 1 May 2016

Mosaic Baptist Church

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Part A – Introduction and purpose of this Constitution

1. Name

- 1.1 For the purpose of Act, the Association shall be incorporated as Belconnen Baptist Church Inc.
- 1.2 The name of the Association shall be the Mosaic Baptist Church ("the Church").

2. Purpose of the Constitution and interpretation

- 2.1 The purpose of this Constitution is to set out the rules of the Church that are required by Division 3.4 of the Act.

- 2.2 In this Constitution the following terms shall have the meaning indicated below:

"Act" means the *Associations Incorporation Act 1991* (ACT);

"annual Church meeting" means a meeting held in accordance with clause 13.2 and required by section 69 of the Act;

"Church Board" means the committee elected in accordance with clause 11, responsible for the management of the Church for the purpose of section 60 of the Act;

"Church meeting" means any general meeting of the Church members;

"Elders" means the people appointed in accordance with clause 17 to exercise the functions and responsibilities described in section 7 (How we work together) of the Mosaic operating model;

"officers" for the purposes of section 60 of the Act means the members of the Church Board appointed in accordance with clause 11;

"Mosaic operating model" means the operating model adopted by the Church on 1 June 2015;

"Regulation" means the *Associations Incorporation Regulation 1991* (ACT);

"Senior Pastor" means:

- (a) the person appointed in accordance with clause 17 to exercise the functions and responsibilities described in section 7 (How we work together) of the Mosaic operating model; or
- (b) if no person is permanently acting as the Senior Pastor, the person appointed by the Church Board to exercise those functions and responsibilities until a new Senior Pastor is appointed;

"roll" means the register of members of the Church required by section 67 of the Act;

"transact" means to discuss and vote on a matter of business.

- 2.3 In the event of inconsistency between the governing documents of the Church, the following prevail to the extent of the inconsistency:

- (a) the provisions of this Constitution;
- (b) the governance arrangements in section 7 (How we work together) of the Mosaic operating model;

- (c) procedures, policies or guidelines made in accordance with clause 5.4 by the Church Board or the Senior Pastor;
- (d) any procedures, policies or guidelines made in accordance with clause 5.4 by any other person or group of people.

2.4 Nothing in this Constitution shall be interpreted in contravention of any law.

3. Aim of the Church

The aim of the Church is to fulfil, as far as possible, the ideals set out in the New Testament for a local gathered body of Christians including:

- (a) to proclaim the good news of salvation through Jesus Christ to the local community;
- (b) to inspire and develop Christlike attitudes and behaviour, and to encourage men and women as a Church and individually into obedience to the will of God; and
- (c) to support Christian outreach and development elsewhere, both within Australia and abroad.

4. Statement of Beliefs

We believe:

- (a) in one eternal God who created all things and who exists in three persons - the Father, the Son and the Spirit;
- (b) that all people are created in God's image for relationship with God and thus have dignity and value;
- (c) that because the first man Adam disobeyed God, all people have sinned and have therefore become separated from God and subject to His judgement, condemnation and punishment;
- (d) that Jesus Christ, though the divine Son of God, came to earth as a human, lived a sinless life, was killed by crucifixion, was buried, rose again physically and returned to heaven;
- (e) that through His perfect obedience to the Father in His life and death and by rising from the dead, Jesus has opened the way for all people to be forgiven and restored to fellowship with God, being freed from the guilt, penalty and power of sin;
- (f) in the essential work of God the Spirit in making the death of Jesus effective in the individual, granting repentance toward God the Father and faith in Jesus his Son;
- (g) that God the Spirit lives in those who have faith in Jesus, transforming them to be more like Jesus, and equipping and empowering them to serve God;
- (h) that there is one universal church to which all who have faith in Jesus belong, and that the local church is the primary means that God uses to reach the world and fulfil His mission;
- (i) in celebrating baptism by immersion of those who have come to faith in Jesus as a witness to their participation by faith in His death, burial, and resurrection;
- (j) in celebrating the Lord's supper in remembrance of Jesus' death and in anticipation of His return;

- (k) in the personal return and reign of Jesus, God the Son, when the whole human race, both the living and the dead, will be held accountable to God – those who have put their faith in Jesus will experience eternal life with God and those who have not will experience eternal separation from God;
- (l) in the divine inspiration of the Bible, being the Old and New Testaments, which is the supreme and sufficient authority in all matters of Christian belief and conduct.

5. Powers and Government of the Church

- 5.1 The Church has the powers of a natural person in accordance with section 24 of the Act
- 5.2 The government of the Church vests in its members who shall have full power to manage the Church's affairs within the limitations imposed by the Act and this Constitution.
- 5.3 Subject to clause 5.6 (power to direct others) and clause 16.2 (powers reserved to the members), the members confer the powers and functions described in section 7 (How we work together) of the Mosaic operating model on the people (including staff) or groups of people described in section 7 of the Mosaic operating model.
- 5.4 The functions and powers conferred by clause 5.3 include the power to make procedures, policies or guidelines related to the exercise of those functions or powers.
- 5.5 The Church Board may veto any procedure, policy or guideline developed under clause 5.4 if the Board considers it is contrary to this Constitution or to section 7 of the Mosaic operating model.
- 5.6 The Church may, at any Church meeting in accordance with clauses 13 to 17, direct any person (including staff) or a group of people on the exercise of any function or power conferred by clause 5.3.
- 5.7 The Church shall be affiliated with the Association of Baptist Churches of New South Wales and the Australian Capital Territory Incorporated and shall support the enterprises of the Baptist denomination.

Part B – Membership of the Church

6. Membership

Types of membership

- 6.1 The Church has two types of members:
 - (a) active members; and
 - (b) absentee members.

Qualification for membership

- 6.2 To qualify for membership of the Church, a person must:
 - (a) profess faith in Jesus Christ as Saviour and Lord;
 - (b) evidence in their lives the fruit of the Holy Spirit; and
 - (c) accept and subscribe to the Statement of Beliefs set out in clause 4.

Admission to membership

- 6.3 A person who meets the criteria in clause 6.2 may make a request to become a member.
- 6.4 Upon receipt of a request for membership the prospective member shall be:
- (a) given a copy of the Constitution and any other relevant papers; and
 - (b) subject to such admission procedures as the Church from time to time decides.
- 6.5 Where the Church intends to admit a person to membership, but before that person becomes a member:
- (a) the Church must advise existing members of their intention to admit the person as a member; and
 - (b) all existing members must be given an opportunity to advise if there is any reason why the person should not be admitted to membership.
- 6.6 The person shall be admitted by the Board as a member if:
- (a) no issues are raised by existing members; or
 - (b) if any issues are raised by existing members, the Church Board determines that the person should still be admitted.
- 6.7 When a person has been accepted for membership the Church must ensure that:
- (a) the person is notified of their acceptance;
 - (b) the name of the person is entered in the membership roll referred to in clause 7;
 - (c) formal recognition of acceptance of a person as a member will occur at the next suitable Church service agreed between the person and the Church.
- 6.8 No admission fee or annual subscription is payable by members.
- 6.9 A person's membership shall date from midnight on the date the person's name is added to the membership roll.

Absentee members

- 6.10 A member can become an absentee member if he or she is:
- (a) temporarily not attending the Church; or
 - (b) has not attended 2 consecutive Church meetings without providing an apology to the Church for not attending; or
 - (c) has been suspended in accordance with the disciplinary arrangements in clause 9.
- 6.11 A member may be recorded on the membership roll established in accordance with clause 7 as being an absentee member if he or she:
- (a) advises the Church Board that he or she will be absent for a period; or
 - (b) the Church Board agrees to record a member as absentee member for any other reason in clause 6.10.
- 6.12 An absentee member may return to active membership if he or she makes a request to the Church and the Church Board agrees to move the member back to active membership.

6.13 The return to active membership takes effect seven days after the agreement of the Church Board in accordance with clause 6.12.

Cessation and removal from membership

6.14 A person ceases to be a member when the person:

- (a) dies; or
- (b) gives a written notice of resignation of membership to the Church; or
- (c) is removed in accordance with the disciplinary procedures in clause 9; or
- (d) if the person has been an absentee member for four or more years and is no longer attending the Church, the Church Board agrees to remove that person from the membership roll.

7. Membership roll

7.1 The Church shall maintain a roll that records for all active members:

- (a) the names of those members;
- (b) the member's addresses; and
- (c) the date each member commenced.

7.2 The membership roll shall contain a section for recording for absentee members that includes the date the member becomes an absentee member.

8. Rights and obligations of Church members

Active members

8.1 The rights and obligations of active members shall include:

- (a) to attend all Church meetings, and:
 - (i) be heard under the discretion of the Chair; and
 - (ii) vote on all decisions; and
- (b) to support and participate in the activities of the Church.

8.2 The liability of an active member to contribute towards the payment of the debts and liabilities of the Church or the cost, charges and expenses of the winding up of the Church is limited to the amount of twenty dollars (\$20.00).

Absentee members

8.3 Absentee members are not entitled to:

- (a) occupy any positions in the Church; or
- (b) participate in any Church decisions made in accordance with this Constitution.

8.4 Absentee members have no liability to contribute towards the payment of the debts and liabilities of the Church or the cost, charges and expenses of the winding up of the Church.

9. Discipline of Church members

- 9.1 In any case where the Church Board is of the opinion that disciplinary action is warranted in relation to a member, the matter shall first be dealt with as provided in Matthew chapter 18 verses 15 to 16.
- 9.2 If, following the action in clause 9.1, the Church Board considers that the member requires further disciplinary action, the Board shall decide whether to use the *Association of Baptist Churches NSW and ACT Protocol* or to use the procedure set out in clauses 9.3.
- 9.3 Before taking any action to suspend or remove a member from the membership roll, the Church Board will notify the member subject to disciplinary action of its concerns and give the member at least fourteen days to defend him/herself.
- 9.4 A member whose membership would otherwise be terminated is entitled to address a meeting of the Board. The member is entitled to have another person of their choice present with them.
- 9.5 In the case of a serious breach of conduct, or where a member gives to the Church Board a written charge against another member, the Church Board may suspend the rights of the defaulting or accused member pending the outcome of the steps set out in clauses 9.2 to 9.4.

Part C – Church Board

10. Church Board

Composition of the Board

- 10.1 At the Church meeting prior to the annual Church meeting the composition of the Church Board shall be reviewed and, subject to clause 10.2, if determined necessary, may be varied.
- 10.2 The Church Board shall consist of:
- (a) the Senior Pastor, who is an ex officio member; and
 - (b) at least 5 other Church members who are:
 - (i) at least 18 years of age; and
 - (ii) have been an active member of the Church for at least the preceding six months.

Public Officer

- 10.3 The Public Officer of the Church as required by section 57 of the Act, shall be one of the Board members appointed by the Board.

11. Election of Board members

- 11.1 The Church Board shall be elected by the members of the Church at the annual Church meeting.
- 11.2 The Church Board shall be appointed from the date of the election to the date of the next annual Church Meeting.
- 11.3 A member of the Church Board shall cease to exercise the powers of his/her position:
- (a) when the member dies;

- (b) from the date specified by the member in a letter of resignation and, if no date is specified, from the date of signing such resignation;
 - (c) during any period of suspension imposed by the other Board members under the disciplinary provisions in clause 9;
 - (d) during any period of legal incapacitation; or
 - (e) when directed by a decision of a Church meeting.
- 11.4 When a member of the Board ceases under clause 11.3, the remaining Board members may ask the Church to appoint another member who meets the criteria in clause 10.2(b) at:
- (a) a Church meeting; or
 - (b) if required, a special meeting of the Church.
- 11.5 If the number of Board members goes below the number required by clause 10.2(b) the remaining Board members shall, at the next meeting of the Church, ask the Church to appoint additional Board members to bring the Board up to that number.

12. Board decisions

- 12.1 A quorum of the Church Board shall be constituted by the attendance of 50% of the Board members following reasonable notice of the meeting.
- 12.2 Decisions of the Church Board shall be determined by at least 75% of those present and voting on a show of hands.

Part D – Church meetings

13. Convening Church meetings

- 13.1 Church meetings shall be held not less than two times per financial year.
- 13.2 The annual Church meeting, being one of the Church meetings specified in clause 13.1, shall be held once in each financial year within 5 months of the end of the financial year.
- 13.3 In addition to the meetings required by clauses 13.1 and 13.2, the Church Board may, whenever they consider necessary, convene a Church meeting.
- 13.4 The Church Board shall, on the request of not less than 10% of the members, convene a Church meeting within one (1) month of receiving the request.
- 13.5 A request from members for a Church meeting for the purposes of clause 13.4:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the request;
 - (c) shall be lodged with the Church Board; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more members making the request.

14. Notice of Church meetings

- 14.1 The Church Board shall notify members of the place, date and time of a Church meeting and the nature of the business proposed to be transacted:
- (a) for Church meetings that include a proposed amendment to the Constitution, at least 1 month prior to the date fixed for the Church meeting;
 - (b) for all other Church meetings, at least 14 days prior to the date of the meeting.
- 14.2 A notice for the purposes of clause 14.1 may be provided to members:
- (a) by written notice handed to each member personally;
 - (b) by prepaid post to the member's address in the roll; or
 - (c) electronically (for example by emailing the member's email address listed with the Church).

15. Conduct of Church meetings

Chair

- 15.1 The Church Board shall ensure:
- (a) that a suitable person is appointed to chair each Church meeting; and
 - (b) in the event that the appointed person is absent, the members present shall elect one of their number present to chair the Church meeting.

Quorum

- 15.2 At any Church meeting (other than an adjourned meeting held in accordance with clause 15.6), a quorum shall be constituted by the attendance of at least 25% of the members who are entitled under this Constitution to vote.
- Note: absentee members are not counted when determining whether there is a quorum for a Church meeting, because clause 8.3(b) prevents an absentee member from voting in Church decisions.
- 15.3 No item of business shall be transacted at a Church meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 15.4 If, by the time it comes to consider and vote on any business that needs to be transacted, a quorum is not present:
- (a) in the case where the meeting was convened on the requisition of members the meeting shall be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to a time and place set by the Chair within three weeks of the meeting that is adjourned.
- 15.5 The chair of a Church meeting at which a quorum is present may, with the consent of the majority of members present, adjourn the meeting, up to 14 days, to a specified time and place, but no business shall be transacted other than the business left unfinished at the meeting which was adjourned. Notice of adjournment of the meeting need not be given to each member.

- 15.6 If at an adjourned meeting a quorum of 25% of members eligible to vote is not present within half an hour of the time appointed for the commencement of the meeting, a quorum shall be constituted by 20% of the members eligible to vote.

16. Business at Church meetings

- 16.1 Except with the express approval of the meeting no business other than that listed in the notice of meeting shall be discussed at any Church meeting.

Decisions reserved for Church meetings

- 16.2 The following decisions may only be made by the Church members at a Church meeting, in accordance with clause 17:
- (a) appointment of the Senior Pastor;
 - (b) election of Board Members;
 - (c) appointment of Elders;
 - (d) adoption of the Church Budget;
 - (e) approval of any item of expenditure not previously approved in the Church Budget, when that expenditure would result in all unapproved expenditure for that year exceeding 20% of the total budgeted expenditure detailed in that year's Church Budget;
 - (f) the encumbrance of any real property by mortgage or lease;
 - (g) any sale or exchange of any real property;
 - (h) any changes to the legal status of the Church;
 - (h) amendments to this Constitution, which can only be done in accordance with clause 25 of this Constitution.

Business at the annual Church meeting

- 16.3 The business to be transacted at the annual Church meeting shall include:
- (a) confirmation of the minutes of the last preceding annual Church meeting or of any Church meeting, the minutes of which have not been previously confirmed;
 - (b) reception from the Board of reports on the activities of the Church during the last preceding financial year;
 - (c) election of the Board members; and
 - (d) reception and consideration of the statements of accounts and the reports that are required to be submitted to members in accordance with clause 21 and subsection 73(1) of the Act.

17. Decisions at Church meetings

- 17.1 Members aged 16 years and above shall be entitled to exercise one vote on any matter moved at any Church meeting at which they are present.
- 17.2 A member is unable to be present at a Church meeting, may communicate his/hers views in writing to the Board who shall convey those views to the meeting. However, members who are not present are unable to vote (proxy votes will not be accepted).

- 17.3 Voting shall be by a show of hands, except for the following matters when a secret ballot shall be used (the chair may appoint scrutineers):
- (a) the election of Board Members and any other appointments;
 - (b) on matters relating to the discipline or dismissal of any member, officer, other appointees or employee; or
 - (c) where a request is made and supported by at least 20% of those members present and voting at any Church meeting.
- 17.4 Except as provided in clause 17.5, a majority of members present and voting shall be sufficient to carry any motion.
- 17.5 At least 75% of members present and voting shall be required to:
- (a) elect Board members;
 - (b) appoint the Senior Pastor and Elders;
 - (c) amend this Constitution.
- 17.6 A decision shall be determined by declaration by the chair of the Church meeting that a motion has been carried or lost. An entry in the record of minutes of the meeting shall be evidence of that decision with or without a record of the number or proportion of votes recorded in favour or against the motion.

Part E – Finances and administration of the Church

18. Accounting

- 18.1 The financial year of the Church shall end on 30 June.
- 18.2 The Church shall keep accounting records that correctly record all moneys received and expended by the Church.
- 18.3 A Board Member or such other person as is authorised by the Church Board shall, on behalf of the Church, receive all moneys paid to the Church and shall as soon as possible after receipt, pay the moneys to the credit of the Church at such bank or other monetary institution as is determined by the Church Board.
- 18.4 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments drawn against any account of the Church shall be signed by any 2 members of the Church Board or employees of the Church as authorised by the Board.

19. Custody and inspection of books

- 19.1 Subject to the Act, the Regulations and this Constitution, the Church Board shall keep in their custody or under their control all records, books and other documents relating to the Church.
- 19.2 The records, books and other documents of the Church will be available for inspection by a member of the Church at any reasonable time and place in the Australian Capital Territory by arrangement with a Board member.

20. Common seal

- 20.1 The Common Seal of the Church shall be in the form of a rubber stamp, inscribed with the name of the Church encircling the word "Common Seal".
- 20.2 The Common Seal of the Church shall not be affixed to any instrument except by the authority of the Church Board and the affixing of the Common Seal shall be attested by the signatures either of two Board members or two such other persons as the Church Board may appoint for that purpose, and that attestation is sufficient for all purposes that the Common Seal was affixed by the authority of the Church Board.
- 20.3 The Common Seal of the Church shall remain in the custody of the Public Officer.

21. Annual statement of accounts

- 21.1 At the end of each financial year the Church Board shall cause a statement of the Church accounts to be prepared which shall give a true and fair account of:
- (a) the income and expenditure of the Church for that financial year;
 - (b) the assets and liabilities of the Church at the end of the financial year; and
 - (c) any mortgages, charges or other securities of any description affecting the property of the Church at the end of the financial year.
- 21.2 At each annual Church meeting the documents specified in section 73(1) of the Act shall be presented by the Church Board for the consideration of the meeting in respect of the most recently completed financial year.

22. Audit of statement of accounts

- 22.1 The Board shall take reasonable steps to ensure that the audit of the Church accounting records is completed at least 14 days before the audited statement of the accounts is required to be presented at the annual Church meeting.
- 22.2 The accounts of the Church shall be audited by a person who:
- (a) is not a member of the Church;
 - (b) has not prepared or assisted in the preparation of the accounts; and
 - (c) is a qualified person under section 74(3) of The Act.
- 22.3 The auditor shall in a report state:
- (a) whether the accounts are, in the auditor's opinion, properly drawn up so as to give a true and fair view of the financial position of the Church;
 - (b) whether, in the auditor's opinion, the auditor has obtained all the information and explanations the auditor required;
 - (c) whether proper accounting records and other records have been kept by the Church as required by the Act; and
 - (d) where the auditor is not satisfied as to any matter referred to in paragraph (a), (b) or (c), the reason for not being satisfied.

23. Organisations representing the Church

- 23.1 No organisation representing itself to be part of the Church shall commence without the approval of the Church Board.
- 23.2 Any such organisation shall comply with any conditions required by the Church Board whether the conditions are required before or after commencement of operations.

24. Distribution of Church assets on dissolution of the Church

- 24.1 If the Church dissolves of its own accord, or is wound up:
- (a) its cash and all other assets (after payment of all debts) shall be handed over to the Association of Baptist Churches of New South Wales and the Australian Capital Territory Incorporated or, if that body does not exist, to the Baptist Union of New South Wales
 - (b) no cash or other assets shall be distributed to members.

25. Amendment of the Constitution

- 25.1 Any member may move an amendment to this Constitution at any time by giving written notification to the Church Board.
- 25.2 Upon receipt of such notification, the Church Board shall consider the request at its next meeting and shall make a recommendation on the matter to a Church meeting in accordance with Part D of this Constitution.