

CONSTITUTION

Name of Association

1 The name of the association is Margaret River Baptist Church Inc.

Definitions

2 In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1987*, or such other Act of Parliament which replaces that Act;

"annual general meeting" is the meeting convened under clause 19(1)(b);

"Baptist Union" means *The Baptist Union of Western Australia Incorporated*;

"Board" means the Board of Management of the Church referred to in clause 13(1);

"Board meeting" means a meeting referred to in clause 18;

"Board member" means a person referred to in clause 13(1);

"Chairperson" means:

(a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with clause 14; or

(b) otherwise than in relation to the proceedings at a Board meeting or general meeting, the person referred to in clause 14(1)(a);

"Church" means the association referred to in clause 1;

"Commissioner" means the person designated as the Commissioner under the Act;

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the Act;

"Elder" means a person referred to in clause 12(1)(b);

"financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Church and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all Members are invited;

"Member" means a member of the Church;

"ordinary resolution" means a resolution other than a special resolution;

"Pastoral Assistant" means a person referred to in clause 12(1)(c);

"Pastoral Oversight Team" means the Pastoral Oversight Team of the Church referred to in clause 12(1);

"poll" means voting conducted in written form (as opposed to a show of hands);

"Secretary" means the Secretary referred to in clause 13(1)(c);

"Senior Pastor" means the person employed by the Church to serve it as pastor or if more than one person has been so employed means the person designated by the Board as Senior Pastor and failing such designation means the person with the longest continuous period of employment in pastoral ministry at the Church;

"service" means the regular, public worship service or services conducted by the Church.

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" means a resolution passed in accordance with clause 20(7);

"Treasurer" means the Treasurer referred to in clause 13(1)(d);

"Vice-Chairperson" means the Vice-Chairperson referred to in clause 14(1)(b).

Affiliation

3 The Church shall be affiliated with the Baptist Union.

Statement of Faith

4 We believe in:

- (a) The existence of one God in three persons – the Father, the Son and the Holy Spirit, the maker of heaven and earth and of all things visible and invisible.
- (b) The divine inspiration, infallibility and authority of the 66 books of scripture of the Old and New Testaments.
- (c) God's creation of humankind in His image, male and female, intending that we live in fellowship with Him.
- (d) The personality and malignancy of the devil and his opposition to God's purposes.
- (e) The fallen, sinful and lost estate of all humankind.
- (f) The deity, incarnation and virgin birth of the Lord Jesus Christ, the Son of God.
- (g) The salvation of believers from the penalty and power of sin through the Lord Jesus Christ's perfect obedience, shed blood and substitutionary atoning death.
- (h) The resurrection of the Lord Jesus Christ from the dead, His ascension to the right hand of His Father and His high priestly intercession.
- (i) The deity of the Holy Spirit and His work in the regeneration and sanctification of the redeemed.
- (j) The necessity of repentance towards God and of faith in the Lord Jesus Christ for salvation.
- (k) The visible, bodily return of the Lord Jesus Christ, the resurrection of the dead and final judgment of all people by the Lord Jesus Christ.
- (l) The eternal blessedness in God's presence of the redeemed and the eternal punishment by exclusion from God's presence of the unrepentant.
- (m) The establishment of baptism and the Lord's Supper by the Lord Jesus Christ, the head of the church.
 - a. Baptism is, preferably, the immersion of believers upon their profession of faith as an act of identification with the death, burial and resurrection of the Lord Jesus Christ; and
 - b. The Lord's Supper is a remembrance of the Lord Jesus Christ's sacrificial death in which believers share in fellowship with their risen Lord and with one another and look forward to His return.
- (n) The church as the community of believers called together by God. In both its universal and local expressions it consists of people who have personally and knowingly accepted Jesus Christ as Saviour and Lord.

Objects of Church

5 (1) The objects of the Church are to help people to:

- (a) Know God by promoting and providing opportunities for people to meet together regularly for worship, prayer and Bible teaching;
- (b) Share Christ by:
 - (i) proclaiming the good news of salvation in the Lord Jesus Christ and encouraging people to believe in him;
 - (ii) promoting the spread of the gospel in Australia and overseas; and

- (iii) providing fellowship for Christians; and
- (c) Care for People by:
 - (i) enabling and encouraging Christians to use and develop their gifts for the service of the Lord Jesus Christ in the Church and in the community; and
 - (ii) ministering to people's spiritual, emotional and social needs.
- (2) The property and income of the Church shall be applied solely towards the promotion of the objects of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

Powers of Church

- 6** The powers conferred on the Church are the same as those conferred by the Act, so that subject to the Act, the Church may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may do all those things authorised by the Act.

Privileges and Obligations of Membership

- 7** Members are expected to accept the Statement of Faith (clause 4) and Core Values of the Church (Appendix 1) and to live in accordance with the Membership Covenant of the Church (Appendix 2).

Qualifications for Membership of Church

- 8** (1) Membership of the Church is open to natural persons who:
- (a) accept the Statement of Faith (clause 4) and Core Values of the Church (Appendix 1);
 - (b) agree to live in accordance with the Membership Covenant of the Church (Appendix 2); and
 - (c) subject to clauses 8(2) and 8(3), are baptised as believers in the name of the Lord Jesus Christ.
- (2) A person who, for reasons of incapacity, cannot be baptised by immersion, but:
- (a) is committed to the principle of believers' baptism by immersion;
 - (b) is willing to be baptised; and
 - (c) otherwise qualifies;
- shall be eligible for membership of the Church.
- (3) A person who has:
- (a) been in good standing with a Christian tradition that differs on baptismal practice, and has been baptised or christened according to that tradition; and
 - (b) publicly confirmed their faith subsequent to becoming a believer;
- shall be eligible for membership of the Church.
- (4) A person who wishes to become a Member must:
- (a) apply for membership to the Secretary in writing:
 - (i) signed by that person and by both of the Members referred to in paragraph (b); and
 - (ii) in such form as the Board from time to time directs; and
 - (b) be proposed by one Member and seconded by another Member.

- (5) The Secretary must:
 - (a) refer each application made under clause 8(4)(a) to the Pastoral Oversight Team for its consideration; and
 - (b) ensure Members are informed in writing (which may be by email) that the applicant is considering membership of the Church.
- (6) Within 30 days of receiving notice of an application for membership under clause 8(5), the Pastoral Oversight Team must consider each application and inform the Board of its recommendation in respect of that application.
- (7) The Board must consider each application made under clause 8(4), together with the Pastoral Oversight Team's recommendation under clause 8(6), at a Board meeting and must, at that Board meeting or at the next Board meeting, either accept or reject that application.
- (8) An applicant whose application for membership of the Church is rejected under clause 8(7) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (9) When an applicant appeals a decision by the Board to reject that applicant's application for membership under clause 8(8), the Church in its next general meeting must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant a reasonable opportunity to be heard by, or to make representations in writing to, the Church in the general meeting.
- (10) Members are not required to pay any subscriptions or fees or any other amounts to the Church in order to become, or remain, a Member of the Church.

Register of Members of Church

- 9 (1) The Secretary, on behalf of the Church, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Church and their postal or residential addresses and, upon the request of a member of the Church, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The Secretary must maintain a register (which may be an electronic register) of Members' contact details for each of the Members of the Church at which the Member will receive notice of meetings.
- (3) The registers must be so kept and maintained at the Secretary's place of residence or at such other place as the Board may decide.
- (4) The Secretary must cause the name and contact details of a person who dies or who ceases to be a Member under clause 10 to be deleted from the register of Members referred to in clause 9(1).

Termination of membership of Church

10 Membership of the Church may be terminated upon:

- (a) receipt by the Secretary of a notice in writing from a Member of his or her resignation from the Church; or
- (b) removal of a Member in accordance with clause 11.

Removal of members of Church

- 11 (1) If the Pastoral Oversight Team considers that a Member should be removed from membership of the Church because his or her conduct is contrary to the obligations imposed by clause 7 (in this clause 11 called "the conduct"), the Pastoral Oversight Team must inform the Board of

the conduct and its recommendation that the Member be removed from membership of the Church.

- (2) Upon receipt of a recommendation from the Pastoral Oversight Team under clause 11(1), the Board must communicate, in writing, to the Member:
 - (a) notice of the proposed removal and of the time, date and place of the Board meeting at which the question of that removal will be decided; and
 - (b) particulars of the conduct;not less than 30 days before the date referred to in paragraph (a).
- (3) At the Board meeting referred to in clause 11(2), the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, remove or decline to remove that Member from membership of the Church and must, forthwith after deciding whether or not to remove that Member, communicate that decision in writing to that Member.
- (4) Subject to clauses 11(5) and 11(6), a Member who is removed from membership ceases to be a Member 14 days after the day on which the decision to remove a Member is communicated to him or her under clause 11(3).
- (5) A Member who is removed from membership under clause 11(3) must, if he or she wishes to appeal against that removal, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in clause 11(4).
- (6) When notice is given under clause 11(5):
 - (a) the Church in a general meeting, must either confirm or set aside the decision of the Board to remove the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Church in the general meeting; and
 - (b) the Member who gave that notice does not cease to be a Member unless and until the decision of the Board to remove him or her is confirmed under this clause 11(6).

Pastoral Oversight Team

- 12 (1) Pastoral oversight of the Church will be provided by a Pastoral Oversight Team consisting of:
 - (a) the Senior Pastor;
 - (b) Elders; and
 - (c) Pastoral Assistants.
- (2) Elders and Pastoral Assistants must be elected to the Pastoral Oversight Team at an annual general meeting or appointed under clause 12(10).
- (3) Men elected or appointed to the Pastoral Oversight Team are Elders of the Church. Women elected or appointed to the Pastoral Oversight Team are Pastoral Assistants of the Church.
- (4) Those people who are Elders and Pastoral Assistants on the date of incorporation of the Church shall remain as Elders and Pastoral Assistants of the Church upon its incorporation until the expiry of the terms for which they were previously elected and they are eligible for re-election to the Pastoral Oversight Team.
- (5) Subject to clause 12(10), an Elder's or Pastoral Assistant's term will be from his or her election at an annual general meeting until the election of Elders and Pastoral Assistants at the third annual general meeting after his or her election, but he or she is eligible for re-election to the Pastoral Oversight Team.
- (6) The Church affirms the qualifications for overseers described in 1 Timothy 3:2-7 as being appropriate and desirable for those wishing to serve as Elders or Pastoral Assistants.

- (7) A person is not eligible for election to the Pastoral Oversight Team unless:
- (a) he or she has been a Member for 12 months as at the date of the annual general meeting at which the election is to occur; and
 - (b) a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
 - (i) the nominator; and
 - (ii) the nominee to signify his or her willingness to stand for election;to an Elder or Pastoral Assistant not less than 28 days before the day on which the annual general meeting concerned is to be held.
- (8) A person who is eligible for election or re-election under this clause 12 may:
- (a) propose himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (9) The Pastoral Oversight Team must consider each application made under clause 12(7) before the annual general meeting concerned is to be held and prior to that meeting must:
- (a) if the Pastoral Oversight Team intends to support the nomination, inform the nominee of its intention; or
 - (b) if the Pastoral Oversight Team intends not to support the nomination, afford the nominee a reasonable opportunity to be heard by, or to make representations in writing to, the Pastoral Oversight Team.
- (10) When a casual vacancy within the meaning of clause 17 occurs in the Pastoral Oversight Team:
- (a) the Pastoral Oversight Team may (but is not required to) appoint a Member to fill that vacancy; and
 - (b) a Member appointed under this clause 12(10) will:
 - (i) hold office until the next following annual general meeting; and
 - (ii) be eligible for election to the Pastoral Oversight Team in accordance with the procedure set out in this clause 12.

Board of Management

- 13** (1) Subject to clause 13(11), the administrative affairs of the Church will be managed exclusively by a Board of Management consisting of:
- (a) the Senior Pastor;
 - (b) subject to clause 13(3), all Elders and Pastoral Assistants;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) subject to clause 13(2), any number of ordinary Board members.
- (2) The overall number of Board members, including ordinary Board members, must not exceed 12.
- (3) If the Pastoral Oversight Team equals or exceeds one half of the overall number of Board members, then the Pastoral Oversight Team must choose a lesser number of its members to act as Board members such that the Pastoral Oversight Team is less than half of the overall number of Board members and must deliver notice in writing to the Secretary of the names of the Elders and Pastoral Assistants who will act as Board members.
- (4) Board members must be elected to membership of the Board at an annual general meeting or appointed under clause 13(10).

(5) Those people who are Board members on the date of incorporation of the Church shall remain as Board members of the Church upon its incorporation until the expiry of the terms for which they were previously elected and they are eligible for re-election to the Board.

(6) Subject to clause 13(10), a Board member's term will be from his or her election at an annual general meeting until the election of Board members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.

(7) The Church affirms the qualifications for deacons described in 1 Timothy 3:8-12 as being appropriate and desirable for those wishing to serve as Board members.

(8) A person is not eligible for election to membership of the Board unless:

(a) he or she has been a Member for 12 months as at the date of the annual general meeting at which the election is to occur; and

(b) a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

(i) the nominator; and

(ii) the nominee to signify his or her willingness to stand for election;

to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.

(9) A person who is eligible for election or re-election under this clause 13 may:

(a) propose himself or herself for election or re-election; and

(b) vote for himself or herself.

(10) When a casual vacancy within the meaning of clause 17 occurs in the membership of the Board:

(a) the Board may appoint a Member to fill that vacancy; and

(b) a Member appointed under this clause 13(10) will:

(i) hold office until the next following annual general meeting; and

(ii) be eligible for election to membership of the Board in accordance with the procedure set out in this clause 13.

(11) The Board may delegate, in writing, to one or more sub-committees (consisting of such Member or Members as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:

(a) the power of delegation; and

(b) a function which is a duty imposed on the Board by the Act or any other law.

(12) Any delegation under clause 13(11) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

(13) The Board may, in writing, revoke wholly or in part any delegation under clause 13(11).

Chairperson and Vice-Chairperson

14 (1) At or before the first Board meeting following an election of Board members under clause 13(4), the Pastoral Oversight Team must appoint:

(a) the Chairperson; and

(b) the Vice-Chairperson;

for the Board. The Chairperson and Vice-Chairperson must be chosen from the Board of Management and be willing Board members but must not be a pastor of the church or a person elected or appointed to fill the position of Secretary or Treasurer.

(2) Subject to this clause 14, the Chairperson must preside at all general meetings and Board meetings.

(3) In the event of the absence from a general meeting of-

- (a) the Chairperson, the Vice-Chairperson; or
- (b) both the Chairperson and the Vice-Chairperson, a Member elected by the other Members present at the general meeting;

must preside at the general meeting.

(4) In the event of the absence from a Board meeting of-

- (a) the Chairperson, the Vice-Chairperson; or
- (b) both the Chairperson and the Vice-Chairperson, a Board member elected by the other Board members present at the Board meeting;

must preside at the Board meeting.

Secretary

15 The Secretary must:

(a) co-ordinate the correspondence of the Church, unless that function is being performed by the Senior Pastor or such other Member as the Senior Pastor or Secretary think fit;

(b) keep or cause to be kept full and correct minutes of the proceedings of the Board and of the Church;

(c) comply on behalf of the Church with any requirements under the Act:

- (i) regarding the keeping of a register of Members of the Church, including, as required, the Members' contact details, and the provision of information from the register to other Members as may be required under the Act;
- (ii) regarding the keeping and maintaining of the Constitution of the Church in an up to date condition and, upon the request of a Member of the Church, making that Constitution available for the inspection of the Member; and
- (iii) regarding the maintaining of other records as required by the Act including, if applicable:
 - (A) the names and contact details of the persons who hold the offices of the Church provided for by this Constitution, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Church; and
 - (B) the names and contact details of any persons who are appointed or act as trustees on behalf of the Church;

and the Secretary must, upon the request of a Member of the Church, and as required by the Act, make available the record or records so kept by the secretary for inspection by the Member. The Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose, unless that is required by the Act;

(d) unless the Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Church, including those referred to in clause 15(c), apart from those required by clause 16 to be kept and maintained by, or in the custody of, the Treasurer; and

- (e) perform such other duties as are imposed by this Constitution, the Act or the Board on the Secretary.

Treasurer

16 The Treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Church and may issue receipts, upon request, for those moneys in the name of the Church;
- (b) pay all moneys referred to in clause 16(a) into such account or accounts of the Church as the Board may from time to time direct;
- (c) ensure compliance with the spending policy of the Church when payments are made from the funds of the Church and in so doing ensure that all cheques, whether paper or electronic, are signed by himself or herself and at least one other Member as authorised by the Board.
- (d) comply with the Act on behalf of the Church with respect to the accounting records of the Church, including by submitting to Members at each annual general meeting of the Church accounts of the Church showing the financial position of the Church at the end of the immediately preceding financial year;
- (e) whenever directed to do so by the Chairperson or by the Board, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Church, including those referred to in this clause; and
- (g) perform such other duties as are imposed by this Constitution, the Act or the Board on the Treasurer.

Casual vacancies

17 (1) A casual vacancy occurs in the office of a Board member, Elder or Pastoral Assistant and that office becomes vacant if the Board member, Elder or Pastoral Assistant:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year;of which meetings the Board member, Elder or Pastoral Assistant received notice, without tendering an apology to the person presiding at each of those Board meetings, and the Board has resolved to declare the office vacant;
- (f) ceases to be a Member of the Church; or
- (g) is the subject of a special resolution passed by a general meeting terminating his or her appointment as a Board member, Elder or Pastoral Assistant.

(2) If no Treasurer or Secretary is elected under clause 13(4) with the result that any one or more of those offices is vacant, the Board must appoint another Board member to fill each vacant role.

Proceedings of Board

18 (1) The Board must meet together for the dispatch of business not less than 4 times in each year and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.

(2) Each Board member has a deliberative vote.

(3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Board meeting a majority of the number of Board members as at the date of the meeting, present in person, constitute a quorum.

(5) Subject to this Constitution, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

(6) In addition to any other requirements imposed on a Board member by the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Church is established), must:

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and

(b) not take part in any deliberations or decision of the Board with respect to that contract.

(7) Clause 18(6)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is an employee of the Church.

(8) The Secretary must cause every disclosure made under clause 18(6)(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

General meetings

19 (1) The Board:

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings in every calendar year within 4 months after the end of the Church's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months of incorporation;

(c) must, no later than required by the Act, and if there is no provision in the Act, within 30 days of receiving a request in writing to do so from not less than 10 Members, convene a special general meeting for the purpose specified in that request; and

(d) must, after receiving notice under clauses 8(8) or 11(4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with.

(2) The Members making a request referred to in clause 19(1)(c) must:

(a) state in that request the purpose for which the special general meeting concerned is required; and

(b) sign that request.

(3) If a special general meeting is not convened within the time allowed:

(a) in clause 19(1)(c), the Members who made the request concerned may themselves convene a special general meeting as if they were the Board; or

(b) in clause 19(1)(d), the applicant or Member who gave the notice concerned may himself or herself convene a special general meeting as if he or she were the Board.

(4) When a special general meeting is convened under clause 19(3) the Church must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to clause 19(8), the Secretary must give to all Members not less than 14 days notice of a special general meeting and that notice must specify:

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to clauses 19(7) and 19(8), the Secretary must give to all Members not less than 21 days notice of an annual general meeting and that notice must specify:

(a) when and where the annual general meeting is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted which, ordinarily, will include the following:

(i) first, the consideration of the accounts and reports of the Board;

(ii) second, the election of Board members and any of the Pastoral Oversight Team to replace outgoing Board members or any of the Pastoral Oversight Team; and

(iii) third, any other business requiring consideration by the Church at the general meeting.

(7) In addition to the formal notice required by clause 19(6), the Secretary must, to the extent that it is reasonably practicable, ensure that all Members are informed of the date on which an annual general meeting is to be held not less than 6 weeks before the date of that meeting.

(8) A special resolution may be moved either at a special general meeting or at an annual general meeting. However, the Secretary must give to all Members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in clauses 19(5) and 19(6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(9) The Secretary must give a notice under clauses 19(5), 19(6) or 19(8) by:

(a) serving it on a Member personally; or

(b) sending it by post to a Member at the address of the Member appearing in the register of members kept and maintained under clause 9; or

(c) sending it by electronic means to a Member; or

(d) placing it in the Member's designated pigeon hole at the building used by the Church for its Sunday services.

(10) When a notice is sent by post under clause 19(9)(b), serving of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail 3 business days after posting. When a notice is sent by electronic means under clause 19(9)(c), serving of the notice will be deemed to be properly effected at the time notice is given, provided the electronic means used to serve the Member has been agreed to by the Member in writing prior to the sending, or at the time of receipt, of the notice.. When a notice is placed in a Member's designated pigeon hole as provided for in clause 19(9)(d), giving of the notice will be deemed to be properly effected on and from the following Sunday.

(11) In addition to formal notice under clause 19(9), notice of any special general meeting or annual general meeting and of any special resolution to be considered at such a meeting must be communicated orally or in writing at services on two Sundays prior to the date of the meeting.

Quorum and proceedings at general meetings

- 20 (1) At a general meeting thirty percent of the number of Members on the register of Members as at the date of the meeting, present in person, constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under clauses 19(5) or 19(6):
- (a) as a result of a request or notice referred to in clause 19(1)(c) or as a result of action taken under clause 19(3)(a) a quorum is not present, the general meeting lapses; or
 - (b) otherwise, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by clause 20(2)(b) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by a majority at such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under clause 19 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) A resolution is a special resolution if it is passed by a majority of not less than three fourths of the Members who vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.
- (8) At a general meeting the following matters must be resolved by special resolution:
- (a) an amendment to this Constitution;
 - (b) the election of Elders and Pastoral Assistants under clause 12;
 - (c) the election of Board members under clause 13;
 - (d) the decision to call a pastor to serve at, and be employed by, the Church; and
 - (e) any motion to remove an Elder, Pastoral Assistant, Board member or pastor prior to the expiry of the term for which they were elected or called to serve.
- (9) At a general meeting:
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to clause 20(10); and
 - (b) a special resolution put to the vote will be decided by a poll to be carried out in accordance with clauses 20(11) and 20(12).
- (10) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with clause 20(11).
- (11) At a general meeting, a poll may be demanded by the Chairperson or by three or more Members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.
- (12) If a poll is required (whether demanded under clause 20(11) or required by this Constitution in order to pass a special resolution), a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (13) A poll demanded under clause 20(11) must be taken immediately on that demand being made.

Minutes of meetings of Church

21 (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under clause 21(1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this clause, they are, until the contrary is proved, evidence that:

- (a) the general meeting or Board meeting to which they relate (in this clause 21(3) called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of Members of Church

22 Subject to this Constitution, each Member present in person at a general meeting is entitled to a deliberative vote.

Proxies and postal votes

23 (1) Members must attend in person in order to vote at a meeting. Voting by proxy or by post is not permitted under this Constitution.

(2) Members who cannot or do not want to attend a general meeting may address the general meeting by giving notice in writing to the Secretary not less than 24 hours before the meeting concerned is to be held.

(3) A notice given under clause 23(2) must identify the agenda item that the Member wishes to address and include a statement in writing addressing that agenda item.

(4) The Secretary must read, or cause to be read, any statement received in accordance with clauses 23(2) and 23(3) when the agenda item identified in the notice given under clause 23(2) is considered at the general meeting.

Changes to the Constitution

24 (1) The Church may alter or rescind this Constitution, or make rules additional to this Constitution, in accordance with the procedure set out in sections 17, 18 and 19 of the Act. That is:

- (a) subject to clauses 24(1)(d) and 24(1)(e), the Church may alter its rules by special resolution, but not otherwise;
- (b) within one month of the passing of a special resolution altering its rules or this Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Church), the Church must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Church as so altered conform to the requirements of the Act;
- (c) an alteration of the rules of the Church or this Constitution does not take effect until clause 24(1)(b) is complied with;

- (d) an alteration of the rules of the Church having effect to change the name of the Church does not take effect until clauses 24(1)(a) to 24(1)(c) are complied with and the approval of the Commissioner is given to the change of name; and
- (e) an alteration of the rules of the Church having effect to alter the objects or purposes of the Church does not take effect until clauses 24(1)(a) to 24(1)(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) This Constitution binds every Member and the Church to the same extent as if every Member and the Church had signed and sealed this Constitution and agreed to be bound by all its provisions.

Common seal of Church

25 (1) The Church must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Church must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in clause 21.

(3) The affixing of the common seal of the Church must be witnessed by any two of the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer.

(4) The common seal of the Church must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

Inspection of records, etc. of Church

26 A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Church, provided that such inspection does not breach the Act or any other relevant law.

Disputes and mediation

27 (1) The grievance procedure set out in this clause applies to disputes under these clauses between:

- (a) a Member and another Member; or
- (b) a Member and the Church; or
- (c) if the Church provides services to non-Members, those non-Members who receive services from the Church, and the Church.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, or so soon thereafter as is reasonably practical, hold a meeting in the presence of a mediator.

(4) The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member or relevant non-Member (as described by clause 27(1)(c)) and the Church, a person nominated by the Baptist Union who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A Member of the Church can be a mediator.

(6) The mediator cannot be a Member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Church

28 If upon the winding up or dissolution of the Church there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be the Baptist Union if no other resolution is made by the Members.

Appendix 1

Core Values of the Church

1. We value clear, Christ-centred Bible teaching that leads to trusting in Jesus as Saviour, and obeying Him as Lord.
2. We value each other, and seek to encourage one another to grow in Christian maturity in everything we do.
3. We value all people, and aim to engage those outside the church with the person and claims of Jesus.
4. We value faithful ministry and will seek to actively encourage and support those who give themselves for this task in our community and in other parts of the world.
5. We value prayer, as we recognise God's rule over all things, and we seek to pray according to His will as expressed in Scripture.
6. We value church activity which is as welcoming and as understandable as possible to everyone.
7. We value authentic relationships and practical love modelled on the sacrificial love of Christ, who gave himself for us.
8. We value working together, and encourage all followers of Jesus to play their part building Christ's church.
9. We value the gifts, abilities and resources God has given us, and seek to use them adventurously, and to the very best of our ability, for His glory.
10. We value whole-hearted devotion to Jesus

Appendix 2

Membership Covenant of the Church

Having received Jesus Christ as my Lord and Saviour and having been baptised into the name of the Father, Son and Holy Spirit and accepting Margaret River Baptist Church's purpose and statement of faith, I now unite with this church family as an active member. In doing so, I joyfully and truthfully commit to God and to the other members to do the following:

I will seek to support the testimony of my church

- By attending faithfully
- By living a godly life
- By encouraging my children in the faith by word and deed

I will seek to serve the ministry of my church

- By seeking to discover and use my gifts and talents
- By continually being equipped by God's word
- By developing a servant's heart

I will seek to share the responsibility of my church

- By praying for its members and its growth
- By inviting the unchurched to attend
- By warmly welcoming those who visit
- By giving regularly

I will seek to protect the unity of my church:

- By acting in love towards other members
- By building up other members with my words
- By supporting the leadership team

I recognise that we are all part of the church body. As such, I recognise that problems are to be dealt with in the manner described in the Bible (eg Matthew 18:15-17) and accept the discipline of the church. I also undertake that when I move from this church, I will, if possible, unite with another part of Jesus' wider body by joining another church