

北區雪梨華人基督教會  
Northern District Chinese Christian Church Sydney Ltd.



會 章  
CONSTITUTION

Revised on 14<sup>th</sup> April 2013

Version: 1.0 Final

## *ARTICLE 1            NAME*

The name of the company is “Northern District Chinese Christian Church Sydney Limited” (hereafter referred to as “the Church”).

## *ARTICLE 2            DEFINITIONS AND INTERPRETATION*

- 2.1 “Act” means the *Corporations Act 2001 (Cth)*.
- 2.2 “Associate Member” has the meaning set out in Article 6.15.
- 2.3 “Baptism” means baptism by immersion or effusion but not including infant baptism .
- 2.4 “Body” means a body as defined in the Act.
- 2.5 “Confirmation” refers to the rite publicly expressing faith in the Lord Jesus Christ by a person who has been previously baptised during infancy.
- 2.6 “Constitution” means the Constitution of the Church for the time being in force and a reference to a particular Article is a reference to a particular Article in this Constitution.
- 2.7 “Deacon” means a person appointed as a Deacon pursuant to Article 8.4.
- 2.8 "Diaconate" means collectively the Deacons, the Senior Minister and the Minister(s) appointed in accordance with Article 7.9.11.
- 2.9 “General Meeting” means an Annual General Meeting or an Extraordinary General Meeting of the Members of the Church held in accordance with the Act.
- 2.10 “Holy Sacraments” means the holy sacraments described in Article 5.
- 2.11 "Member" means from time to time a person whose name is entered in the Register of Members of the Church.
- 2.12 “Pastoral Team” means collectively the Senior Minister, the Minister(s) and the Pastor(s) engaged by The Church.
- 2.13 “Ordinary Resolution” means a resolution that has been passed by at least two-third of the votes cast by Members entitled to vote on the resolution.
- 2.14 “Office Bearers” means and includes each of the Chairperson, the Secretary and the Treasurer of the Diaconate.
- 2.15 “Register of Members” means the register of Members kept in accordance with the Act.
- 2.16 “Special Resolution” means a resolution that has been passed by at least three-quarter of the votes cast by Members entitled to vote on the resolution;
- 2.17 Unless the context otherwise requires:
  - 2.17.1 words denoting the singular include the plural and vice versa; and
  - 2.17.2 words denoting a gender include the other gender.

## *ARTICLE 3            OBJECTS*

The objects of the Church shall be: -

- 3.1 To preach the gospel of Jesus Christ.

- 3.2 To nurture the faith of Christian believers in the Lord through the study of Scriptures, prayer, public worship, Christian fellowship and witness.
- 3.3 To cooperate with other Christian Churches and organisations which share the same objects and doctrinal beliefs.
- 3.4 To promote the worldwide mission of Jesus Christ.
- 3.5 To provide facilities for public worship using Chinese and English languages.
- 3.6 To provide facilities for other ministries consistent with objects and the doctrinal beliefs of the Church.

#### *ARTICLE 4 DOCTRINES*

The Church holds the Bible (containing the 39 books in the Old Testament and the 27 books in the New Testament only) as divinely inspired and entirely trustworthy Word of God. The Bible is also the ultimate authority on matters relating to Christian conduct and the Church's belief and order.

The Church believes and teaches the following:

- 4.1 There is only one God who is the Creator and Preserver of all things.
- 4.2 The unity of the Father, of the Son and of the Holy Spirit in the Godhead.
- 4.3 Jesus Christ was conceived of the Holy Spirit; was born of the virgin Mary; lived and ministered in this world; was crucified; died and was buried; was raised bodily from the dead; ascended into Heaven; and is now seated at the right hand of God the Father.
- 4.4 All mankind is sinful and of corrupt nature since the Fall, renderings man subject to God's wrath and condemnation.
- 4.5 Forgiveness of sins comes through Christ and Him alone. Redemption from the guilt, penalty and power of sin is only through the vicarious death of Jesus Christ.
- 4.6 It is through the work of the Holy Spirit that the death of Christ is made effective to the individual sinner, granting him repentance toward God and faith in Jesus Christ.
- 4.7 The one holy universal Church consists of all true believers that have experienced redemption through Jesus Christ.
- 4.8 The expectation of the personal return of the Lord Jesus Christ, to establish God's ultimate rule.

#### *ARTICLE 5 HOLY SACRAMENTS*

The Church shall perform the following Holy Sacraments: -

- 5.1 Baptism
  - 5.1.1 The Church accepts both immersion and effusion as efficient modes of baptism, which signifies regeneration by the Holy Spirit. Normally the Church would practice by immersion.
  - 5.1.2 Applicants for Baptism and Confirmation must have experienced regeneration by the Holy Spirit through repentance of sins and faith in the Lord Jesus Christ.
  - 5.1.3 Application for Baptism and Confirmation shall be made in writing to the Secretary of the Diaconate who shall refer it to the Senior Minister or Minister who performs the Baptism or the Confirmation for his acceptance.

5.2 Holy Communion

The Holy Communion is a sacrament instituted by our Lord Jesus Christ to be administered regularly. Only those who have received Baptism or Confirmation can partake in the Holy Communion.

5.3 The Holy Sacraments are to be conducted by the Senior Minister or Minister or any other ordained minister approved by the Diaconate.

*ARTICLE 6 MEMBERSHIP*

6.1 A person is qualified to be a Member of the Church if and only if:-

6.1.1 the person is a natural person who was a member of the Church at the time of the incorporation of the Church under the Act; or

6.1.2 the person is a natural person who has been approved for membership of the Church by the Diaconate in accordance with Articles 6.3 and 6.4; or

6.1.3 the person is a natural person who has been engaged as the Senior Minister, a Minister or a Pastor of the Church.

6.2 A person becomes a Member of the Church when the person's name is entered in the Register of Members until the person ceases to be a Member of the Church under Article 6.9.

6.3 Applications for the Church Membership are open to those:

6.3.1 who are eighteen years of age and over;

6.3.2 who have genuinely experienced regeneration by the Holy Spirit through repentance of sins and faith in the Lord Jesus Christ;

6.3.3 who are in agreement with the objects and doctrines of the Church;

6.3.4 who have received Baptism or Confirmation;

6.3.5 who have attended regularly the worship services of the Church for at least six months immediately before the time of application; and

6.3.6 who have obtained nomination from at least two current Members of the Church.

6.4 Application for the Church Membership must be made in writing in such form as approved by the Diaconate from time to time and be lodged with the Secretary of the Diaconate. As soon as practicable after receiving the application for the Church Membership, the Secretary must refer to the next Diaconate meeting for consideration. The Diaconate may approve or reject the application for the Church Membership in its sole discretion. Once approved, the Secretary must add the new Member to the Register of Members as soon as practicable.

6.5 Transfer of Membership from another Christian church, Christian fellowship or congregation may be accepted subject to the approval of the Diaconate. Normally a letter of recommendation is required.

6.6 Members are not required to relinquish their membership in that other church provided that its doctrinal beliefs are in line with that of the Church (see Article 4).

6.7 Members are entitled to:

6.7.1 be nominated for election as Deacons of the Church;

6.7.2 submit proposals in writing at any time for consideration by the Diaconate; and

- 6.7.3 request the Diaconate to convene an Extraordinary General Meeting for stated purposes, and the meeting shall be held within two months if it is requested by at least five percent of or one hundred Members who are entitled to vote at the Extraordinary General Meeting.
- 6.8 Members are obliged to:
- 6.8.1 attend and vote at General Meetings;
- 6.8.2 support the Church by:
- (a) meeting regularly for corporate worship, prayer, fellowship and the Holy Communion;
  - (b) prayerful stewardship of time, talents and money in the life and ministry of the Church.
- 6.9 A person ceases to be a Member of the Church if the person:
- 6.9.1 dies; or
- 6.9.2 resigns membership; or
- 6.9.3 is expelled from membership of the Church in accordance with Article 6.11.
- 6.10 A Member may resign from membership of the Church at any time by giving to the Secretary of the Diaconate in writing to that effect. A Member's resignation takes effect immediately on the giving of that notice to the Secretary of the Diaconate.
- 6.11 If a Member has, in the reasonable opinion of the Diaconate, acted in a manner contrary to the Objects of the Church (see Article 3) and/or to the Doctrines of the Church (see Article 4), the Diaconate may by resolution:
- 6.11.1 reprimand the Member in such manner and subject to such conditions as the Diaconate thinks fit; or
- 6.11.2 suspend the Member from membership of the Church for such specified period as the Diaconate thinks fit; or
- 6.11.3 expel the Member from membership of the Church,
- provided that at least two weeks before the meeting of the Diaconate at which such a resolution is passed the Member has been given notice of such meeting and of what is alleged against the Member and of the intended resolution, and that the Member has been given an opportunity to give orally or in writing any representation the Member may think fit at such meeting and before the passing of such resolution.
- 6.12 A Member who has been reprimanded, suspended or expelled by a resolution of the Diaconate may not appeal to the Church in a General Meeting.
- 6.13 A Member who has been expelled by a resolution of the Diaconate, ceases to be a Member of the Church immediately upon the passing of that resolution, or at such later time as that resolution specifies.
- 6.14 A Member whose membership has been suspended by a resolution of the Diaconate, is suspended from membership immediately upon the passing of that resolution, or at such later time as that resolution specifies.
- 6.15 Associate Members
- 6.15.1 The Diaconate may by resolution transfer a Member to become an "Associate Member" if the Diaconate:
- (a) receive a request in writing from the Member to that effect; or
  - (b) becomes satisfied that the Member is no longer regularly attending worship services of the Church provided that at least two weeks before the meeting of the Diaconate at which such a resolution is passed a written notice of such meeting and of the intended resolution has been given to the Member personally or sent to the address for the Member in the Register of Members or an alternative address (if any) nominated by the Member and the Member has

been given an opportunity to give orally or in writing any representation the Member may think fit.

- 6.15.2 Associate Members are not entitled to the rights of Members as stated in Article 6.7 or to vote at General Meetings.
- 6.15.3 An Associate Members may cease to be a Member in the same way of a full Member as stated in Article 6.9.
- 6.15.4 An Associate Member may resume full Membership by written application for reinstatement of full Membership made to the Secretary of the Diaconate. As soon as practicable after receiving the application for Membership, the Secretary must refer to the next Diaconate meeting for determination. The Diaconate may approve or reject the application for reinstatement of full Membership in its sole discretion.

## *ARTICLE 7 THE DIACONATE*

- 7.1 The Diaconate is the main governing body of the Church.
  - 7.2 The Diaconate shall consist of:
    - 7.2.1 the Deacons;
    - 7.2.2 the Senior Minister; and
    - 7.2.3 the Minister(s) appointed as members of the Diaconate in accordance with Article 7.9.11.
- Only the Deacons have the right to vote in a Diaconate meeting.
- 7.3 Number of Deacons no more than fifteen for each term shall be determined by the existing Diaconate prior to each election of Deacons.
  - 7.4 Deacons elected in accordance with Article 8.4.2 shall be Directors of the Church, with the Chairperson of the Diaconate as the Managing Director of the Church and the Secretary of the Diaconate as the Secretary of the Church.
  - 7.5 The Deacons shall serve a term of two years and shall be eligible for re-election in accordance to Article 8.4.2. However no Deacons shall serve more than five consecutive terms.
  - 7.6 The Office Bearers of the Church shall be the Chairperson, the Treasurer and the Secretary of the Diaconate who shall be chosen by and among the Deacons at the first meeting of the term of the Diaconate and their term of office shall not exceed two consecutive terms in any one office.
  - 7.7 The Diaconate shall meet at least once a quarter, and a quorum of two-thirds (excluding the Senior Minister and the appointed Minister(s)) is required for any Diaconate meeting. If the Diaconate fails to meet for more than three months, any one of the three Office Bearers may call a general Diaconate meeting. Attendance can be in person or by a mean allowing simultaneous two-way communication that allows all attendees to participate. A three-quarters majority votes of those present and entitled to vote shall be required for a resolution to be passed.
  - 7.8 The Chairperson of the Diaconate may call an extraordinary Diaconate meeting; or he must do so at the written request of any two Deacons.
  - 7.9 The functions of the Diaconate shall include:
    - 7.9.1 The overall management of the Church affairs;
    - 7.9.2 The long terms planning of the Church programs such as Christian education and evangelism;

- 7.9.3 Assisting the Pastoral Team in the administration of the Holy Sacraments, and in the advancement of the spiritual welfare of the Church;
- 7.9.4 The administration of the Church finances;
- 7.9.5 The maintenance of Church discipline;
- 7.9.6 The management of all assets owned by the Church;
- 7.9.7 The management and administration of the Church human resources, including but not limited to:
  - (a) Recommendation for the engagement of a new member of the Pastoral Team;
  - (b) Recommendation for the termination (other than termination occurred by reason of expiry of a fixed term of engagement) of the service of an existing member of the Pastoral Team;
  - (c) Renewal of engagement of an existing member of the Pastoral Team upon expiry of a fixed term of engagement or, in the event that a decision to renew by the Diaconate is not resolved prior to two months immediately before the expiry of the term of engagement of the member, referral of the member's application for renewal of engagement to a General Meeting for determination; and
  - (d) Engagement of other staff members of the Church.
- 7.9.8 The formulation of policy in relation to the matters referred in Articles 7.9.1 to 7.9.7 inclusive;
- 7.9.9 The approval of the Church Membership, the maintenance of the Register of Members, and approval of the applications for Baptism and Confirmation;
- 7.9.10 Acceptance of resignation from Deacons owing to illness or other reasons and the appointment of new Deacons from members of the Church to fill casual vacancies;
- 7.9.11 The appointment of one or more Minister(s) as members of the Diaconate for a specific term.
- 7.9.12 The convening of the Annual General Meeting or an Extraordinary General Meeting; and
- 7.9.13 The laying of annual reports before the Annual General Meeting.
- 7.10 The Diaconate may request suitable persons to assist it as deemed appropriate.
- 7.11 A Diaconate meeting convened in accordance with this Article shall deem to be a meeting of the Directors for the purpose of the Act.

## *ARTICLE 8 PASTORAL TEAM AND DEACONS*

- 8.1 The Senior Minister
  - 8.1.1 The Senior Minister shall be an ordained minister, qualified in the ministry of the Word, sound in Faith and a worthy example in life.
  - 8.1.2 The Senior Minister's duties shall include among other things:
    - (a) Preaching and teaching of God's Word;
    - (b) Spiritual oversight of the Church;
    - (c) Managing the Pastoral Team;
    - (d) Setting policy guideline and direction of the Church with the Diaconate;
    - (e) Fostering spiritual leaders; and
    - (f) Overseeing spiritual development of members

### 8.1.3 Calling of the Senior Minister

Unless a suitable candidate is available for recommendation from among the Pastoral Team, a Pastor Searching Committee shall be formed within the Diaconate to secure and interview suitable candidates and submit their names to the Diaconate.

8.1.4 The recommendation to engage new Senior Minister or terminate (other than terminate by reason of expiry of a fixed term of engagement) the service of the existing Senior Minister or the referral of the existing Senior Minister's application for renewal of engagement in the event that a decision to renew by the Diaconate is not resolved prior to two months immediately before the expiry of the term of engagement of the existing Senior Minister, shall be made by the Diaconate to a General Meeting for determination. An Ordinary Resolution shall be required for the engagement, termination or renewal of engagement to be carried.

8.1.5 The Senior Minister shall be deemed a member of the Church and an ex-officio member of the Diaconate and all committees of the Church on appointment.

8.1.6 An acting Senior Minister may be appointed by the Diaconate on the ground of the Senior Minister being absent due to :

- (a) prolonged ill-health; or
- (b) extensive leave.

## 8.2 The Minister(s)

8.2.1 The Minister(s) shall be an ordained minister(s), qualified in the ministry of the Word, sound in Faith and a worthy example in life.

8.2.2 The Minister(s) shall assist the Senior Minister in his various duties.

### 8.2.3 Calling of a Minister

A Pastor Searching Committee shall be formed within the Diaconate to secure and interview suitable candidates and submit their names to the Diaconate.

8.2.4 The recommendation to engage a new Minister or terminate (other than terminate by reason of expiry of a fixed term of engagement) the service of an existing Minister or the referral of an existing Minister's application for renewal of engagement in the event that a decision to renew by the Diaconate is not resolved prior to two months immediately before the expiry of the term of engagement of the existing Minister, shall be made by the Diaconate to a General Meeting for determination. An Ordinary Resolution shall be required for the engagement, termination or renewal of engagement to be carried.

8.2.5 The Minister(s) shall be deemed a Member(s) of the Church on appointment and may be appointed as a member(s) of the Diaconate for a specific term.

## 8.3 The Pastor(s)

8.3.1 The Pastor(s) shall be a qualified person(s) in the ministry of the Word, sound in Faith and a worthy example in life.

8.3.2 The Pastor(s) shall assist the Senior Minister and the Minister(s) in their various duties.

### 8.3.3 Calling of a Pastor

A Pastor Searching Committee shall be formed within the Diaconate to secure and interview suitable candidates and submit their names to the Diaconate.

8.3.4 The recommendation to engage a new Pastor or terminate (other than terminate by reason of expiry of a fixed term of engagement) the service of an existing Pastor or the referral of an existing Pastor's application for renewal of engagement in the event that a decision to renew by the Diaconate is not

resolved prior to two months immediately before the expiry of the term of engagement of the existing Pastor, shall be made by the Diaconate to a General Meeting for determination. An Ordinary Resolution shall be required for the engagement, termination or renewal of engagement to be carried.

8.3.5 The Pastor(s) shall be deemed a Member(s) of the Church on appointment.

8.3.6 In the event that a Pastor engaged by the Church is ordained as a minister during the term of the Pastor's engagement, the Pastor shall be deemed to be a Minister engaged by the Church under Articles 8.2.3 and 8.2.4 on the date of ordainment for the remaining term of the Pastor's engagement.

#### 8.4 Deacons

8.4.1 Deacons must be Members of the Church who have demonstrated their faithful service to God, and have made themselves examples to others in their speech, conduct, love, faith and purity as outlined in the Bible.

8.4.2 Candidates for Deacon shall be nominated by Members to a Nominating Committee set up for such a purpose. Deacons shall be elected at the Annual General Meeting. An Ordinary Resolution shall be required for the election of each Deacon.

8.4.3 The Nominating Committee shall consist of the following:

- (a) one Pastoral Team member nominated by the Senior Minister and
- (b) two Deacons elected by the Diaconate and
- (c) two other Members of the Church elected by Members with the highest number of votes in an Extraordinary General Meeting.

8.4.4 Deacon Nomination Process:

- (a) Nominations of candidates for election as Deacons must be made in writing, signed by two Members who are entitled to vote at the Annual General Meeting and delivered to a member of the Nominating Committee before the closing date fixed for the purpose by the Diaconate;
- (b) If consider appropriate, the Nominating Committee may arrange and request a nominee to meet with one or more members of the Diaconate in order for the nominee to be adequately informed the roles and responsibilities of serving as a Deacon;
- (c) Nominees will be required to accept the nomination by written consent;
- (d) The names of nominees willing to stand election will then be placed on the list to be presented to the Members at the Annual General Meeting at which the election is to take place.

8.4.5 A casual vacancy in the office of a Deacon occurs if the Deacon:

- (a) dies;
- (b) ceases to be a Member of the Church;
- (c) disqualified from managing corporations under provisions of the Act;
- (d) resigns office by notice in writing given to the Secretary of the Diaconate;
- (e) is removed from office in a General Meeting by a Special Resolution;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Diaconate from all Diaconate meetings held during a period of six months.

8.4.6 In the event of a casual vacancy occurring in the office of a Deacon, the Diaconate may appoint a Member who is entitled to be nominated for election as a Deacon of the Church to fill the vacancy, subject to confirmation by an Ordinary Resolution at the General Meeting next following the date of the appointment. The Member so appointed is to hold office till the end of the term or, if the appointment is not confirmed, the conclusion of the General Meeting next following the date of the appointment.

8.4.7 The Deacons' duties shall include among other things:

- (a) assisting the Pastoral Team in their pastoral responsibilities and in their absence ensuring that these responsibilities are discharged accordingly;

- (b) representing various areas of the Church activities;
- (c) supervision of Church projects decided by the Diaconate;
- (d) promotion of harmonious relationship among Church members; and
- (e) management of the Church assets.

8.4.8 Deacons may delegate any of their powers and/or functions to one or more committees consisting of such persons as the Deacons think fit. Any committee so formed shall conform to any requirements that may be imposed by the Diaconate.

## *ARTICLE 9                      GENERAL MEETINGS*

### 9.1 The Annual General Meeting (“AGM”)

9.1.1 The AGM shall be held within five months after the end of the financial year.

9.1.2 The business of the AGM may include any of the following, even if not referred to in the notice of the meeting:

- (a) Laying of annual reports;
- (b) Election of Deacons in accordance with Article 8.4.2;
- (c) Confirmation of appointment of Deacons by the Diaconate to fill casual vacancies in accordance with Article 8.4.6;
- (d) Appointment of auditor.

### 9.2 Extraordinary General Meeting(s) (“EGM”)

An EGM may be called from time to time between two AGM’s by:

9.2.1 the Diaconate; or

9.2.2 Members of the Church in accordance with Article 6.7.3,

for the consideration of Church matters.

### 9.3 Procedures of General Meetings

9.3.1 The time and place of all General Meetings shall be determined by the Diaconate. Subject to the provisions of the Act relating to calling of General Meetings on shorter notice, not less than twenty one days’ notice must be given of a General Meeting. The notice shall contain all particulars required under the Act and shall be given to all such Members entitled to vote in the General Meeting.

9.3.2 The Chairperson of the Diaconate shall normally chair a General Meeting of the Church. If there is no Chairperson, or if at any General Meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the Secretary of the Diaconate or a representative chosen among the Deacons in attendance is to chair the General Meeting.

9.3.3 The presence of not less than one-quarter of the Members entitled to vote at the General Meeting constitutes a quorum. Proxies are not to be counted in the determination of the quorum.

9.3.4 All decisions at General Meetings, unless otherwise required, shall be decided by an Ordinary Resolution.

9.3.5 Every resolution submitted to a General Meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Before a vote is taken, the Chairperson must inform the meeting whether any proxies have been received and how the proxy votes are to be cast. In the event of equal votes, the Chairperson has the casting vote.

9.3.6 Unless a poll is so demanded, a declaration by the Chairperson that a motion has on a show of hands been carried or carried unanimously, or by a particular majority or lost, and an entry to that effect in

the minutes of the Church, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 9.3.7 At a General Meeting, a poll may be demanded by:
- (a) the Chairperson; or
  - (b) at least five Members present or by proxy at the Meeting.
- 9.3.8 If a poll is demanded at a General Meeting, the poll must be taken in such manner and either by ballot or otherwise at such time and place as the Chairperson directs and the result of the poll shall be conclusive and shall be deemed to be the resolution of the Meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and such determination if made in good faith shall be final and conclusive.
- 9.3.9 Each Member is entitled to appoint another Member or other natural person as the member's proxy at a General Meeting.

## *ARTICLE 10 FINANCE*

- 10.1 The Church relies on God for the necessary finance to carry out His work. Members shall be made aware of their financial responsibilities in this matter. Beside income from free will offering, funds for the Church may be derived from other sources as determined by the Diaconate in accordance with Scripture principles.
- 10.2 Bank accounts belonging to the Church may be operated by:
- 10.2.1 the Office Bearers; and
  - 10.2.2 one other Deacon appointed by the Diaconate for that purpose.
- All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of the Church must be jointly signed by any two of the persons listed above.
- 10.3 The Diaconate may resolve to operate additional accounts in the name of the Church for a particular congregation of the Church. All cheques and drafts from these bank accounts must be jointly signed by any two of the persons listed in Article 10.2, or by one person listed in Article 10.2 plus a Member from that particular congregation authorised by the Diaconate for that purpose.
- 10.4 The Church shall appoint a registered auditor to audit all the accounts of the Church, and the auditor must not be a Member.
- 10.5 The Church financial year shall be ended on the thirty first of December, unless the Members determine otherwise.
- 10.6 Annual audited financial statements must be laid before the Annual General Meeting. No resolution is required for this item of business.

## *ARTICLE 11 PROPERTY*

- 11.1 The Church shall have the power to:
- 11.1.1 Acquire, purchase, take on lease, exchange, hire or otherwise, land buildings messuages, or tenements of whatsoever nature or kind whatsoever and wheresoever situated.
  - 11.1.2 Grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings messuages, tenements, mortgages, debentures, funds, shares, or securities which are for the time being vested in or belong to or which may become vested in or belong to the Church upon such terms as the Church may see fit.
- 11.2 Conveyance or encumbrance of all or any Church property may be carried out, provided however, that any such action must be passed by a Special Resolution at a General Meeting duly called. Instruments of

conveyance or encumbrance so authorised at any such General Meeting shall be executed in the name of the Church by any two of the Office Bearers of the Church.

- 11.3 In the event of grave disagreement and division in the Church Membership causing the Church to split organically, those Members remaining and adhering to this Constitution shall retain the Church and all the Church's property and finance.
- 11.4 The income and property of the Church shall be applied solely in furtherance of the objects of the Church contained in Article 3 and subject to Article 11.5, the Church must not make any distributions to any Members, whether by way of dividend, surplus on dissolution or otherwise.
- 11.5 Article 11.4 does not prevent the Church, with the approval of the Diaconate and acting in good faith, paying:
- 11.5.1 reasonable remuneration to an employee of the Church irrespective of whether that employee is also a Member of the Church;
  - 11.5.2 reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Church in the ordinary course of business;
  - 11.5.3 interest, at a reasonable rate, on money borrowed by the Church from a Member;
  - 11.5.4 out of pocket expenses properly incurred for, or on behalf of, the Church by an employee or a Member of the Church.
- 11.6 In the event the Church ceases to function or should the Church be dissolved by a resolution of the Members, all property of the Church should be sold by auction, conducted by an independent public auctioneer, and the net proceeds after repaying all outstanding debts, if any, should be donated to one or more Bodies approved under the provisions of the applicable income tax legislation or by the Commissioner of Taxation, being Bodies having objects similar to the objects of the Church and whose constitutions prohibit them from making distribution of their income and property among their members to at least the same extent as in Article 11.5. Such Bodies are to be determined by the Members at or before the time of the dissolution by a Special Resolution in a General Meeting duly called.

#### *ARTICLE 12 TRANSLATION AND AMENDMENTS TO THIS CONSTITUTION*

- 12.1 The Diaconate may cause this Constitution to be translated in Chinese for the purpose of assisting the Chinese-speaking Members. In the event of any ambiguity or inconsistencies between the Chinese Version and the English Version, the English Version shall prevail and be relied upon.
- 12.2 Motions to amend this Constitution shall only be considered if the proposed amendments to this Constitution are presented in writing, signed by at least one-third of the Members and presented to the Diaconate at least eight weeks prior to the General Meeting in which the motions are to be resolved.
- 12.3 Amendments to this Constitution shall require a Special Resolution at the General Meeting duly called.
- 12.4 NO AMENDMENT SHALL BE MADE TO THE DOCTRINES OF THE CHURCH IN ANY RESPECT (see Article 4).

#### *ARTICLE 13 MISCELLANY*

- 13.1 Seal
- 13.1.1 The Common Seal of the Church shall be kept in the custody of the Secretary.
  - 13.1.2 The Common Seal shall not be affixed to any instrument except by the authority of the Diaconate and the signature of any two of the Office Bearers of the Church shall attest the affixing of the Common Seal.

### 13.2 Custody of records

Except as otherwise specified in this Constitution, the Secretary and the Treasurer shall keep in their custody or under their control all documents and securities of the Church.

### 13.3 Dissolution of the Church

13.3.1 The Church may not be voluntarily dissolved unless with the approval of at least 90% of the votes cast by Members entitled to vote on the resolution at an Extraordinary General Meeting called for this purpose. Voting on resolution to dissolve the Church must be carried out by poll only.

13.3.2 The liability of a Member of the Church to the Church towards the payment of the debts and liabilities of the Church or the costs, charges and expenses of the winding up of the Church is limited to \$1.00.