

# CONSTITUTION



**LUTHERAN  
CHURCH**

**OF AUSTRALIA**

**ST JOHNS PERTH**



St John's Lutheran Church  
Perth, WA.

*Approved 24<sup>th</sup> March 2019*

# CONSTITUTION

## St. John's Lutheran Church, Perth, Incorporated.

A congregation of the Lutheran Church of Australia Incorporated

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# CONSTITUTION

## ARTICLE 1. NAME AND INTERPRETATION

- 1.1 The name of this Congregation is **St. John's Lutheran Church, Perth, Incorporated.**
- 1.2 In this Constitution and any By-laws made thereunder, unless the context or subject matter otherwise requires:
- 1.2.1 **'Act'** means the Associations Incorporations Act 2015 (WA), as amended from time to time and includes any replacement of that Act or any provisions substituted for, and all regulations and statutory instruments issued under that Act;
  - 1.2.2 **'auditor'** means a person having appropriate qualifications to examine and verify financial accounts and records.
  - 1.2.3 **'Church'** means the Lutheran Church of Australia Incorporated;
  - 1.2.4 **'Church Council'** means the elected committee of the Congregation to administer the affairs of the Congregation;
  - 1.2.5 **'congregation'** means any congregation of the Church which is not specifically named;
  - 1.2.6 **'Congregation'** means St John's Lutheran Church, Perth, Incorporated.
  - 1.2.7 **'District'** means the Lutheran Church of Australia Western Australia District;
  - 1.2.8 **'Evangelical Lutheran Church'** is a generic reference to churches throughout the world which proclaim the Gospel of Jesus Christ as understood and confessed in the Book of Concord of 1580;
  - 1.2.9 **'financial year'** means the year ending 31 December;
  - 1.2.10 **'pastor'** means any individual who is on the roll of pastors of the Church as defined in Article 5 of the Constitution of the Church;
  - 1.2.11 **'the Pastor'** means the Pastor of the Congregation;
  - 1.2.12 words importing the singular number shall be deemed to include the plural number and vice versa where appropriate;
  - 1.2.13 words importing the masculine gender shall be deemed to include the feminine gender where appropriate;

## ARTICLE 2. CONFESSION

- 2.1 The Congregation declares that it
- 2.1.1 accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm for all matters of faith, doctrine and life; and

- 2.1.2 acknowledges and accepts as true expositions of the Word of God and as its own confession all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580, namely, the three Ecumenical Creeds: the Apostles' Creed, the Nicene Creed, and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.
- 2.2 The Congregation requires that all instruction and practice shall conform to the doctrinal basis laid down in the preceding clause 2.1 of this Constitution.

### **ARTICLE 3. RELATIONSHIP TO THE CHURCH**

- 3.1 The Congregation, as a member of the Church and of the District,
  - 3.1.1 accepts the Constitution and By-laws of the Church and of the District;
  - 3.1.2 undertakes to participate in the work of the Church and of the District and to promote their Objects;
  - 3.1.3 agrees that where it cannot reach an amicable settlement on a question of ownership or control of any of its property, it shall, in keeping with 1 Corinthians 6, make every effort to avoid action in the civil courts by first seriously seeking to settle any differences through the mediation and adjudication of the judicial system of the Church; and
  - 3.1.4 agrees to submit to the Bishop of the District any amendment, alteration, addition, or repeal which it may make from time to time to its Constitution and By-laws for determination by the Church Council of the District that the amended Constitution and By-laws remain in conformity with clause 4.1 of the Constitution of the Church.
- 3.2 In common with the Church, the Congregation regards unity in doctrine and its application in practice as the necessary prerequisite for church fellowship, and it rejects all forms of religious syncretism or unionism which are not in accord with the confessional position of the Church. It therefore adheres to the following principles:
  - 3.2.1 Lutheran pulpits are for Lutheran pastors only and in determining any exception the consent of the Bishop of the Church must be obtained.
  - 3.2.2 Lutheran altars are for Lutheran communicants only and in determining any exceptions the Pastor shall exercise conscientious judgment consistent with the confession of the Church and its pastoral guidelines.

- 3.3 In common with the Church, the Congregation regards as anti-christian any organisation or society, secret or open, which while practising forms of religion does not confess faith in the Triune God and in the Lord Jesus Christ as the only Saviour from sin, and which in teaching or in practice substitutes salvation by works for salvation in Christ.

## **ARTICLE 4. OBJECTS**

- 4.1 The Objects of the Congregation are to
- 4.1.1 glorify the Triune God in its worship and in its work;
  - 4.1.2 bear witness to the Lord Jesus Christ through the proclamation of the Gospel in accordance with the Confession and practice of the Church;
  - 4.1.3 gather into the Congregation such persons as are, or desire to become, members of the Church for their edification through the Word and the Sacraments;
  - 4.1.4 help the members to dedicate their God-given spiritual, material and physical gifts to the service of their Lord;
  - 4.1.5 enable the members to reach out into the community in their daily lives and in their congregational activities as bearers of the Gospel;
  - 4.1.6 minister to human need in the name of Jesus Christ our Lord in the spirit of Christian charity and service;
  - 4.1.7 exercise discipline over its members in conformity with the Scriptures and the Confession of the Congregation;
  - 4.1.8 join with the Church and the District in building and extending the Kingdom of God; and
  - 4.1.9 acquire, dispose of or otherwise deal with real and personal property in the interest of the work of the Church and the Congregation.
  - 4.1.10 maintain and promote a culture of care in all areas of the Congregation and its activities, so that all people, especially the vulnerable such as children and the aged, are protected against any form of spiritual, emotional, physical and sexual abuse by ensuring that
    - 4.1.10.1 appropriate governance and leadership structures are in place;
    - 4.1.10.2 policies and procedures are appropriately prescribed;
    - 4.1.10.3 a culture of safety and care for children and all people is actively encouraged and practiced; and
    - 4.1.10.4 the well-being of pastors, teachers and other church workers in the performance of their duties and the maintenance of their rights is supported and promoted.
- 4.2 Not-for-Profit
- 4.2.1 The property and income of the Congregation shall be applied solely towards the promotion of the objects or purposes of the Church and no

part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Congregation, except in good faith in the promotion of those objects or purposes.

- 4.2.2 A payment may be made to a member out of the funds of the Congregation only if it is authorised under the following clause 4.2.3.
- 4.2.3 A payment to a member out of the funds of the Congregation is authorised if it is
  - 4.2.3.1 the payment in good faith to the member as reasonable remuneration for any services provided to the Congregation, or for goods supplied to the Congregation, in the ordinary course of business; or
  - 4.2.3.2 the payment of interest, on money borrowed by the Congregation from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - 4.2.3.3 the payment of reasonable rent to the member for premises leased by the member to the Congregation; or
  - 4.2.3.4 the reimbursement of reasonable expenses properly incurred by the member on behalf of the Congregation; or
  - 4.2.3.5 making a payment or providing a benefit to a member in carrying out the objects of the Congregation for charitable purposes.

## ARTICLE 5. MEMBERSHIP

- 5.1 The Congregation shall consist of baptised, confirmed, communing, guest and voting members.
  - 5.1.1 **BAPTISED MEMBERS** are all those who
    - 5.1.1.1 have been baptised in the Congregation; or
    - 5.1.1.2 have been received as baptised members by transfer from another congregation of the Church; or
    - 5.1.1.3 have been baptised in accordance with the institution of Christ and have placed themselves or have been placed under the spiritual care of the Congregation; or
    - 5.1.1.4 after instruction in the Christian faith and acceptance of it have been received into the Congregation by adult reception according to the rites and practice of the Evangelical Lutheran Church.
  - Towards these the Congregation recognises a continuing spiritual ministry so long as they remain in the community of the Congregation.
  - 5.1.2 **CONFIRMED MEMBERS** are all those baptised members who
    - 5.1.2.1 have been confirmed in the Congregation; or

- 5.1.2.2 have been received as confirmed members by transfer from another congregation of the Church; or
- 5.1.2.3 after instruction in the Christian faith and acceptance of it have been received into the Congregation by adult reception according to the rites and practice of the Evangelical Lutheran Church.
- 5.1.3 **COMMUNING MEMBERS** are all those baptised members who
  - 5.1.3.1 are defined as confirmed members in the preceding clause 5.1.2 and who commune at least twice a year; or
  - 5.1.3.2 after instruction in the Sacrament of Holy Communion have been admitted to communion prior to confirmation and who commune at least twice a year.
- 5.1.4 **GUEST MEMBERS** are those who, while absent from their home congregation, regularly worship in the Congregation.
  - 5.1.4.1 Guest Members are not entitled to vote, but may have a right to speak at meetings with the permission of the chair.
- 5.1.5 **VOTING MEMBERS** shall be persons who
  - 5.1.5.1 are both confirmed and communing members;
  - 5.1.5.2 accept the Constitution of the Congregation; and
  - 5.1.5.3 have reached the age of 18 years.

It shall be the duty of voting members to attend the meetings of the Congregation, and there shall be no voting by proxy. Any voting member whose right to partake of the Lord's Supper has been suspended by the Congregation as an act of church discipline is not entitled to exercise the right to vote while under such suspension.
- 5.1.6 A voting member shall be deemed to have commenced voting membership upon the satisfaction of the criteria listed in the preceding clause 5.1.5 and there shall not be any further requirements such as entrance fees, membership or subscription fees of any kind.
- 5.1.7 The Congregation shall maintain a register of members in all the aforementioned categories and retain such records for preservation as the property of the Congregation and the Church and make the register available for inspection by members upon request. The register of members must be updated within 28 days of any change.
- 5.2 **UNDER SPIRITUAL CARE PEOPLE** are those people with whom the Congregation is in contact and who are not defined in any of the above categories. Towards these, the Congregation recognises a duty of spiritual care.
- 5.3 The duties of members shall be to
  - 5.3.1 strive to remain true to the baptismal covenant;
  - 5.3.2 make diligent use of the Means of Grace, joining regularly in hearing the Word of God and partaking of the Lord's Supper;

- 5.3.3 lead a Christian life in love, humility and peace, endeavouring through admonition, consolation and encouragement to edify one another;
  - 5.3.4 present their children for Holy Baptism in early infancy and diligently nurture them in the Christian faith;
  - 5.3.5 study the Scriptures in private and family devotions in the home;
  - 5.3.6 promote the unity and welfare of the Congregation as a family of God;
  - 5.3.7 express their gratitude to God for his material gifts and blessings by contributing regularly towards the financial support of the Congregation and of the Church as the Lord has prospered them;
  - 5.3.8 recognise and carry out their mission to the community in their daily lives and in the activities of the Congregation;
  - 5.3.9 minister to human need in the name of Jesus Christ our Lord in the spirit of Christian love and service;
  - 5.3.10 support the Pastor in all work in the Congregation and community through prayer and personal concern for the Pastor's spiritual and material welfare; and
  - 5.3.11 avoid holding membership in anti-christian societies.
- 5.4 Membership in the Congregation shall terminate when
- 5.4.1 persons are received into membership in another congregation of the Evangelical Lutheran Church after having obtained a Letter of Transfer from the Congregation; or
  - 5.4.2 persons join another church outside the fellowship of the Evangelical Lutheran Church; or
  - 5.4.3 the whereabouts of persons are unknown and cannot be established, in which case the names of such persons shall be removed from the list of members by action of the congregational meeting; or
  - 5.4.4 persons are excommunicated or exclude themselves.
- 5.5 Any action involving excommunication shall be determined according to the principles of Scripture contained in Matthew 18:15-20 and related passages. Persons who refuse to accept Christian admonition and to discuss their case with the Congregation or its representatives thereby exclude themselves.
- 5.6 Upon termination of membership such members' right, title, interest or claim in, to, and upon any property of the Congregation shall cease and they shall have no claim to compensation for contributions made by them.
- 5.7 Responsibilities and Rights of Members
- 5.7.1 Notwithstanding the responsibilities of members referred to in the preceding clause 5.3, members have responsibilities as required by the Act.



- 5.7.2 Membership of the Congregation does not confer on a member any right, title or interest in any real or personal property of the Congregation.

## **ARTICLE 6. THE MINISTRY**

- 6.1 The Congregation recognises and upholds the Office of the Ministry as the office divinely instituted for the public administration of the Means of Grace.
- 6.2 The Pastor of the Congregation shall be a man whose soundness in faith, aptness to teach, and other qualifications for office have been examined and approved by the Church in accordance with the Scriptures and Confessions of the Church regarding the public office of the ministry.
- 6.3 Unless otherwise stated, the duties of the Pastor shall be as contained in the Letter of Call and shall include the duty to
- 6.3.1 preach the Word of God and administer the Holy Sacraments according to the Confession of the Congregation as prescribed in Article 2 of this Constitution;
  - 6.3.2 comfort, instruct, reprove, admonish, and warn, both publicly and privately, the members of the Congregation as the Word of God directs in 2 Timothy 4:1-5;
  - 6.3.3 exercise pastoral oversight over all organisations and activities of the Congregation;
  - 6.3.4 live an exemplary life;
  - 6.3.5 visit the sick, the infirm, the destitute, and the afflicted, and to exercise pastoral care among the members of the Congregation;
  - 6.3.6 diligently instruct and train the young;
  - 6.3.7 equip and help the members to fulfil their Christian ministry for the edifying of the body of Christ and for outreach into the community;
  - 6.3.8 be mindful of the calling as a winner of souls, both within and without the Congregation;
  - 6.3.9 be responsible for ensuring the keeping and preservation of accurate congregational records;
  - 6.3.10 exercise as much as possible the right to attend the meetings of all committees and organisations of the Congregation; and
  - 6.3.11 submit a written pastoral report to the annual meeting of the Congregation.
- 6.4 The right of the Congregation to call a pastor shall be exercised
- 6.4.1 in consultation with the Bishop of the District or the Bishop's deputy, and with regard to the regulations of the Church and of the District; and

- 6.4.2 only at a meeting duly convened for this purpose and conducted according to the rules of the Church concerning calls and transfers.
- 6.5 All calls shall be in writing, signed by at least two representatives duly appointed by the congregation, and attested by the Bishop of the District. Notification of the call and the forwarding of the Letter of Call are the responsibility of the Bishop of the District.
- 6.6 The Pastor shall have the pastoral oversight of all activities of any committee or organisation within the Congregation.

## **ARTICLE 7. AUTHORITY AND POWERS**

- 7.1 The Congregation as a body shall have power, as conferred by Section 14 of the Act, to administer and manage all its affairs by a majority of those voting members casting a vote unless otherwise specified by the Constitution.
  - 7.1.1 These powers shall include without limitation the power to
    - 7.1.1.1 acquire, hold, deal with and dispose of any real or personal property;
    - 7.1.1.2 administer any property on trust;
    - 7.1.1.3 open and operate bank accounts;
    - 7.1.1.4 invest its money
      - 7.1.1.4.1 in the manner in which trust funds may be invested under Part III of the Trustees Act 1962; or
      - 7.1.1.4.2 in any other manner approved by the Congregation;
    - 7.1.1.5 borrow money upon such terms and conditions as the Congregation shall think fit;
    - 7.1.1.6 give such security for the discharge of liabilities incurred by the Congregation as the Congregation shall think fit;
    - 7.1.1.7 appoint agents to transact any business of the Congregation on its behalf; and
    - 7.1.1.8 enter into any other contract, arrangement or understanding it considers necessary or desirable.
  - 7.1.2 The Congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confession of the Congregation in the preceding Article 2 of this Constitution, and any such decision shall be null and void. In matters of doctrine a decision shall be made only after careful study of the Word of God in accordance with the preceding clause 2.1.
- 7.2 The Congregation shall have the right to appoint teachers and other helpers and employ staff. It shall exercise this right, where applicable, in association with

other congregations, in accordance with the regulations of the Church and of the District.

- 7.3 Officers or committees, whether elected or appointed by the Congregation, shall have no authority beyond that which has been conferred upon them, and whatever power may have been delegated to them may at any time be varied or revoked by the Congregation.
- 7.4 Any pastor, teacher or officer may be removed from office by the Congregation in Christian and lawful order in accordance with the Constitution of the Church, for any one [1] of the following causes:
- 7.4.1 persistent adherence to false doctrine; or
  - 7.4.2 scandalous life; or
  - 7.4.3 wilful and persistent neglect of official duties.
- In any such procedure voting shall be by ballot.
- 7.5 A staff member employed under the conditions of a particular employment arrangement may only be dismissed in accordance with the terms and conditions of that arrangement.
- 7.6 The establishment and conduct of all institutions and societies within the Congregation shall at all times be subject to the approval and supervision of the Congregation.

## **ARTICLE 8. MEETINGS**

- 8.1 Annual General Meeting
- 8.1.1 The Annual General Meeting of the Congregation shall be held within four [4] months after the end of the financial year.
  - 8.1.2 The business to be conducted at the meeting shall include
    - 8.1.2.1 the presentation and receipt of the Chairperson's report;
    - 8.1.2.2 the presentation and receipt of the Pastor's report;
    - 8.1.2.3 the presentation and receipt of reports of any committees, auxiliaries and other organisations of the Congregation;
    - 8.1.2.4 the presentation and adoption of the audited financial statements of the Congregation for the previous financial year;
    - 8.1.2.5 the presentation and adoption of the budget for the current year, if this has not already been done at [an earlier] a previous general meeting;
    - 8.1.2.6 the election of the officers and committees of the Congregation for the next term.
    - 8.1.2.7 any other matters listed on the Agenda.

- 8.2 Budget and Nominations General Meeting
  - 8.2.1 The Budget and Nominations General Meeting of the Congregation may be held prior to the end of the financial year.
  - 8.2.2 The business to be conducted at the meeting may include
    - 8.2.2.1 the nomination of the officers and committees of the Congregation for election at the next Annual General Meeting;
    - 8.2.2.2 the presentation and adoption of the budget for the next financial year; and
    - 8.2.2.3 any other matters listed on the Agenda.
- 8.3 General Meetings
  - 8.3.1 The Congregation may conduct other general meetings as determined by the Congregation from time to time.
- 8.4 Special Meetings
  - 8.4.1 Special meetings may be called by
    - 8.4.1.1 the Pastor; or
    - 8.4.1.2 the Committee of Elders; or
    - 8.4.1.3 the Church Council.
  - 8.4.2 A special meeting shall be called by the Chairperson upon the written request of five [5] percent of the voting members.
  - 8.4.3 Details of the reason for the request for a Special Meeting must be made available in writing to the Chairperson of the Congregation.
- 8.5 Notice of Meetings
  - 8.5.1 Subject to any other provisions in this Constitution, notice of a meeting of the Congregation shall be given at any duly convened meeting of the Congregation, or by spoken, printed or electronic announcement to the Congregation at all divine services on two [2] weekends preceding the meeting.
  - 8.5.2 The chief business to come before the meeting shall be announced at the same time that notice of such meeting is given.
  - 8.5.3 The scheduling of a special meeting shall not exceed one [1] calendar month from the date on which the initial request was received by the Chairperson.
  - 8.5.4 If a special resolution is to be considered at a general meeting
    - 8.5.4.1 at least twenty one [21] days' written notice of the meeting must be given to each member; and
    - 8.5.4.2 the meeting notice must
      - 8.5.4.2.1 set out the wording of the proposed resolution; and
      - 8.5.4.2.2 state that the resolution is intended to be proposed as a special resolution.

## 8.6 Quorums

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

- 8.6.1 A quorum of one-seventh [1/7] of all voting members shall be required for the transaction of ordinary business.
- 8.6.2 A quorum of one-quarter [1/4] of all voting members shall be required for the
  - 8.6.2.1 calling of a pastor;
  - 8.6.2.2 calling or appointing a teacher or other salaried church worker;
  - 8.6.2.3 removal from office of a pastor, salaried church worker or officer;
  - 8.6.2.4 buying or selling of property; or
  - 8.6.2.5 undertaking of an unbudgeted financial commitment by the Congregation in excess of five percent [5%] of the annual budget.
- 8.6.3 In the event of there not being a quorum within thirty [30] minutes of the appointed starting time of a meeting of the Congregation, the meeting shall lapse and be rescheduled to occur within one [1] calendar month at a day, time and a venue decided upon by the voting members present.
- 8.6.4 If within thirty [30] minutes of the time appointed for the rescheduled meeting a quorum is not present, the members who are present may proceed only with the business on the Agenda of that general meeting as if a quorum was present.

## 8.7 Voting at Meetings

- 8.7.1 The Chairperson may determine when a vote is to be taken.
  - 8.7.1.1 During a debate the Chairperson may seek an indication of readiness to vote. If there is an indication of a significant or high number of possible abstentions from voting by reason of indecision or by absence from the meeting, the Chairperson may decide to continue the discussion or defer the motion.
  - 8.7.1.2 Unless otherwise stipulated a majority of those voting members casting a vote shall decide the motion and, in the event of an equality of votes, the Chairperson shall in addition to a deliberative vote have a casting vote, or refer the motion for further discussion.
- 8.7.2 Unless otherwise stipulated, the Chairperson shall ordinarily decide the manner of voting, whether by show of hands or by ballot, but the meeting may itself decide by a resolution the manner of voting to be adopted.

- 8.7.3 It shall be the duty of every member entitled to vote to attend the meetings of the Congregation unless unable to do so.
  - 8.7.4 There shall be no voting by proxy at any meeting of the Congregation.
  - 8.7.5 All resolutions carried at a duly convened meeting of the Congregation shall be binding upon all members of the Congregation, whether present or absent, or refraining from voting, provided always that the required quorum was present.
  - 8.7.6 The conduct of the meetings shall, where applicable, be in accordance with the rules for transacting business adopted by the Church.
- 8.8 Agenda
- 8.8.1 Items may be placed on the Agenda of any regular meeting of the Congregation by
    - 8.8.1.1 any voting member;
    - 8.8.1.2 any committee appointed by the Congregation;
    - 8.8.1.3 any organisation of the Congregation; and
    - 8.8.1.4 the Pastor.
- 8.9 Minutes of Meetings
- 8.9.1 The Chairperson shall ensure that minutes of all resolutions and proceedings of any general meeting of the Congregation are kept and signed as a true and correct record of the meeting.
  - 8.9.2 All minute books, records, and correspondence of the Congregation, its officers and committees shall remain the property of the Congregation and stored appropriately.

## **ARTICLE 9. OFFICERS AND ADMINISTRATION**

- 9.1 Officers of the Congregation
- 9.1.1 The Congregation shall elect from its voting membership at each annual general meeting
    - 9.1.1.1 the Chairperson of the Congregation;
    - 9.1.1.2 the Vice-Chairperson of the Congregation;
    - 9.1.1.3 the Secretary of the Congregation;
    - 9.1.1.4 the Treasurer of the Congregation; and
    - 9.1.1.5 such other officers and standing committees as it may from time to time determine.
  - 9.1.2 The Congregation, as a single point parish, shall elect Synod Delegates according to the Constitution of the Church who shall serve at the convention of the Synod of the Church and for the period of the synodical term.

- 9.1.3 The Congregation shall elect Synod Delegates according to the Constitution of the District who shall serve at the convention of the Synod of the District and for the period of the synodical term.
- 9.1.4 The term of office for an officer, Church Council member or member of a committee of the Congregation begins when the member is elected as at 9.6.5, or is appointed to fill a casual vacancy under the following clause 9.4.1.6, and continues until the position is declared vacant at the next Budget and Nominations General Meeting or Annual General Meeting, or until the person resigns, dies, or is removed from the position in accordance with this Constitution.

## 9.2 Duties

- 9.2.1 The Chairperson shall
  - 9.2.1.1 preside at meetings of the Church Council and the Congregation;
  - 9.2.1.2 ensure that all elected and appointed officers and committees effectively carry out their assigned duties and generally encourage and cooperate with all office bearers;
  - 9.2.1.3 ensure that an agenda is prepared for the meetings of the Church Council and the Congregation; and
  - 9.2.1.4 submit a report to the Annual General Meeting of the Congregation.
  - 9.2.1.5 have the right, ex-officio, to attend all meetings of any committee established by the Congregation.
- 9.2.2 The Vice-Chairperson shall
  - 9.2.2.1 serve as chairperson in the absence or inability of the Chairperson to act, or at the request of the Chairperson; and
  - 9.2.2.2 assume the office of Chairperson, when a vacancy occurs.
- 9.2.3 The Secretary shall
  - 9.2.3.1 keep an accurate record of all proceedings of the Church Council and the Congregation;
  - 9.2.3.2 attend to all correspondence unless it be delegated to another person;
  - 9.2.3.3 receive all items and motions for the Agenda from the committees, auxiliaries, other organisations and members of the Congregation at least two [2] weeks before any general meeting of the Congregation;
  - 9.2.3.4 prepare an agenda for each meeting of the Congregation and Church Council and ensure that it is distributed in time for the meeting;
  - 9.2.3.5 ensure that a notice signifying the purpose and date of any special meeting is given to the Congregation in accordance with the requirement in the preceding clause 8.5.1; and

9.2.3.6 ensure that officers and committees are informed of any resolutions which affect their functions.

9.2.4 The Treasurer shall ensure that

9.2.4.1 an accurate record of receipts and payments is kept in the form required by the Congregation;

9.2.4.2 all accounts authorised by the Church Council or the Congregation are paid promptly;

9.2.4.3 all monies for Church purposes are remitted regularly;

9.2.4.4 progress reports on the finances of the Congregation for meetings of the Church Council and the Congregation are prepared;

9.2.4.5 a budget is prepared for the following financial year for presentation to the Congregation for adoption; and

9.2.4.6 financial records of the Congregation are submitted for audit as required by the Congregation.

9.3 Church Council

9.3.1 The Congregation shall appoint a committee of management, called the Church Council, which shall manage the affairs of the Congregation and shall consist of

9.3.1.1 the elected Chairperson of the Congregation;

9.3.1.2 the elected Vice-Chairperson of the Congregation;

9.3.1.3 the elected Secretary of the Congregation;

9.3.1.4 the elected Treasurer of the Congregation;

9.3.1.5 at least three additional voting members of the Congregation; and

9.3.1.6 representatives as determined from time to time, from the Committee of Elders, committees, auxiliaries and other organisations of the Congregation, who would not have a right to vote.

The Pastor, ex-officio, shall attend all meetings of the Church Council.

9.4 Duties of the Church Council

9.4.1 The Church Council shall

9.4.1.1 be responsible to the Congregation in all matters, including the interpretation of policy established by the Congregation;

9.4.1.2 consider the general welfare of the Congregation and its program of activities and respond as required;

9.4.1.3 supervise the management and operation of any committees, auxiliaries and other organisations of the Congregation to ensure their compliance with the Objects of the Congregation;



- 9.4.1.4 receive reports from committees, auxiliaries and other organisations and make recommendations to the Congregation;
- 9.4.1.5 act between meetings of the Congregation in cases of emergency; and
- 9.4.1.6 fill casual vacancies until the next annual meeting, in accordance with the following:
  - 9.4.1.6.1 the Church Council may appoint a member who is eligible under the preceding clause 5.1.5 to fill a position on the Church Council that has become vacant under the preceding clause 9.1.4 or was not filled by election at the most recent annual general meeting;
  - 9.4.1.6.2 subject to the requirement for a quorum under the following clause 9.4.6, the Church Council may continue to act despite any vacancy in its membership;
  - 9.4.1.6.3 if there are fewer committee members than required for a quorum under the following clause 9.4.6, the Church Council may act only for the purpose of appointing Church Council members under this clause or convening a general meeting of the Congregation.
- 9.4.2 Church Council meetings
  - 9.4.2.1 The Church Council shall meet at least three [3] times in each year on the dates and the times and places determined by the Church Council.
  - 9.4.2.2 The date, time and place of the first Church Council meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the Church Council members are elected.
  - 9.4.2.3 Special Church Council meetings may be convened by the chairperson or any two [2] Church Council members.
- 9.4.3 Notice of Church Council meetings
  - 9.4.3.1 Notice of each Church Council meeting must be given to each Church Council member at least forty eight [48] hours before the time of the meeting.
  - 9.4.3.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

- 9.4.3.3 Subject to the following clause 9.4.3.4, the only business that may be conducted at the meeting is the business described in the notice.
- 9.4.3.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Church Council members at the meeting unanimously agree to treat that business as urgent.
- 9.4.4 Procedure and order of business
  - 9.4.4.1 The Chairperson or, in the Chairperson's absence, the Vice-Chairperson must preside as chairperson of each Church Council meeting.
  - 9.4.4.2 If the Chairperson and Vice-Chairperson are absent or are unwilling to act as chairperson of a meeting, the Church Council members at the meeting must choose one of them to act as the chairperson of the meeting.
  - 9.4.4.3 The procedure to be followed at a Church Council meeting must be determined from time to time by the committee.
  - 9.4.4.4 The order of business at a Church Council meeting may be determined by the Church Council members at the meeting.
  - 9.4.4.5 A member or other person who is not a Church Council member may attend a Church Council meeting if invited to do so by the committee.
- 9.4.5 Use of technology to be present at Church Council meetings
  - 9.4.5.1 The presence of a Church Council member at a Church Council meeting need not be by attendance in person but may be by that Church Council member and each other Church Council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
  - 9.4.5.2 A member who participates in a Church Council meeting according to the preceding clause 9.4.5.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 9.4.6 Quorum for Church Council meetings
  - 9.4.6.1 A quorum for Church Council meetings shall be a majority of its members.
  - 9.4.6.2 Subject to the preceding clause 9.4.1.7, no business is to be conducted at a Church Council meeting unless a quorum is present.
  - 9.4.6.3 If a quorum is not present within thirty [30] minutes after the notified commencement time of a Church Council meeting

- 9.4.6.3.1 in the case of a special meeting, the meeting lapses;  
or
- 9.4.6.3.2 otherwise, the meeting is adjourned to the same  
time, day and place in the following week.

9.4.7 Minutes of Church Council meetings

- 9.4.7.1 The Church Council must ensure that minutes are taken and kept of each Church Council meeting.
- 9.4.7.2 The minutes must record the following:
  - 9.4.7.2.1 the names of the Church Council members present at the meeting;
  - 9.4.7.2.2 the name of any other person attending the meeting;
  - 9.4.7.2.3 the business considered at the meeting; and
  - 9.4.7.2.4 any motion on which a vote is taken at the meeting and the result of the vote.
- 9.4.7.3 The minutes of a Church Council meeting must be entered in the Congregation's minute book within thirty [30] days after the meeting is held.
- 9.4.7.4 The chairperson must ensure that the minutes of a Church Council meeting are reviewed and signed as correct by
  - 9.4.7.4.1 the chairperson of the meeting; or
  - 9.4.7.4.2 the chairperson of the next Church Council meeting.
- 9.4.7.5 When the minutes of a Church Council meeting have been signed as correct they are, until the contrary is proved, evidence that
  - 9.4.7.5.1 the meeting to which the minutes relate was duly convened and held; and
  - 9.4.7.5.2 the matters recorded as having taken place at the meeting took place as recorded; and
  - 9.4.7.5.3 any appointment purportedly made at the meeting was validly made.

9.5 Auditor

- 9.5.1 The Congregation shall appoint an auditor annually who shall examine thoroughly the books of the Treasurer and vouch for their correctness or otherwise and advise on aspects of the Congregation's finances.

9.6 Officers and Committees

The election of officers and committees shall be undertaken in the following manner:

- 9.6.1 The Congregation shall appoint a Nominations Committee which shall consist of the Pastor, the Chairperson of the Congregation, an Elder, and two [2] other persons appointed by the Church Council.
- 9.6.2 The Nominations Committee shall
  - 9.6.2.1 consult all committees in good time to learn of possible vacancies and to solicit from the respective committees their nominations;
  - 9.6.2.2 receive from officers intending to decline re-election an indication of such intention in good time;
  - 9.6.2.3 seek and receive nominations from members of the Congregation for all offices and committees of the Congregation;
  - 9.6.2.4 nominate such persons as it considers suitable for the various offices and committees in addition to the nominations received but without the necessity of nominating more candidates than positions to be filled;
  - 9.6.2.5 ensure that all nominees are eligible and willing to accept office; and
  - 9.6.2.6 present a list of candidates for all positions to the meeting of the Congregation at which the elections are to be conducted.
- 9.6.3 Additional nominations, except for the position of Elder, and Ministry Team Leaders may be made by any voting member at the meeting, provided that the consent of the person nominated has been obtained.
- 9.6.4 Where there are more nominations for any position than the required number to fill such position, an election by ballot shall be conducted.
- 9.6.5 The newly elected officers and committee members shall assume their duties at the conclusion of the Annual General Meeting of the Congregation. Ministry Team Leaders and others who have been duly appointed at the preceding Budget and Nomination Meeting shall assume their duties at the start of the New Year.
- 9.6.6 All voting members of the Congregation shall be eligible for positions on standing committees.
- 9.6.7 All members shall be eligible for appointment to such other committees and special duties as the Congregation may determine from time to time.
- 9.6.8 Unless otherwise specifically provided for in this Constitution, one-half [50%] or as near as possible to one-half [50%] of the members on standing committees or other designated committees shall retire annually, but shall be eligible for re-election.
- 9.6.9 Other appointees shall be elected annually.
- 9.6.10 No person shall ordinarily be a chairperson of more than one [1] standing committee at the same time.

- 9.6.11 The office of Elder is restricted to voting members over the age of twenty five [25] years.
  - 9.6.12 The Church Council on behalf of the Congregation, shall appoint such other officers, committees and persons and establish auxiliaries as need and occasion require for the proper conduct of its worship and the management of its affairs as prescribed or as determined from time to time.
  - 9.6.13 All minute books, records, and correspondence of the Congregation, its officers and committees, shall remain the property of the Congregation.
  - 9.6.14 The Pastor, by virtue of office, shall have the right to attend all meetings of the committees.
- 9.7 Layreaders
- 9.7.1 The Congregation shall appoint annually two [2] voting members as layreaders, who shall serve under the supervision of the Pastor in accordance with the policy of the Church.
- 9.8 Ministry Team Leaders
- 9.8.1 The congregation shall annually endorse Ministry Team Leaders, who have been presented by the Nominations Committee to the Church Council for appointment.
  - 9.8.2 The Ministry Team Leaders, under the leadership of the Pastor , shall meet together to pray for, plan, programme and evaluate the ministry and mission of the Congregation.
  - 9.8.3 The Ministry Team Leaders shall
    - 9.8.3.1 have oversight for an area of ministry/mission as determined by the congregation, in accordance with the Professional Standards practices of the Church.
    - 9.8.3.2 be responsible for the development and implementation of activities within their respective area of ministry.
    - 9.8.3.3 select and train and support members of the Congregation to serve in their respective activities.
    - 9.8.3.4 submit a report to the Annual General Meeting of the Congregation.
- 9.9 The Committee of Elders
- 9.9.1 The Congregation shall elect at least one [1] Elder for every fifty [50] confirmed members.
  - 9.9.2 A nomination for the position of Elder must be submitted in writing by any two [2] voting members to the Nominations Committee at least one [1] week before the meeting at which the elections are to be

conducted. All nominations shall be submitted to the meeting together with any nominations by the Nominations Committee.

- 9.9.3 Elders shall be elected for a term of three years. Approximately one-third [1/3] of the Elders shall retire annually and may be re-elected for a further three year term.
- 9.9.4 An Elder who is elected for a first term of office shall be installed in office at a divine service.
- 9.9.5 The Committee of Elders shall assist the Pastor in his ministry and for this purpose they shall concern themselves with the spiritual life of the Congregation and its members by
  - 9.9.5.1 praying for and encouraging the Pastor, and caring for the spiritual, emotional, and physical health and welfare of the Pastor and the Pastor's family;
  - 9.9.5.2 visiting members and encouraging them in regular attendance at services, in the use of the Sacraments, in the support of the Congregation and the Church with their means and talents, in prayer, and in involvement in the mission of the Church;
  - 9.9.5.3 notifying the Pastor of sick and spiritually distressed members;
  - 9.9.5.4 assisting the Pastor in arranging for pulpit assistance, special services and guest speakers and helping to ensure that an attitude conducive to worship is maintained in the services; and
  - 9.9.5.5 being an example of Christian conduct and conversation, and observing confidentiality regarding all private matters.
- 9.10. The Property Committee
  - 9.10.1 The Congregation shall elect a Property Committee which shall consist of three [3] members.
  - 9.10.2 The Property Committee shall
    - 9.10.2.1 ensure that the property, buildings and possessions of the Congregation are kept in good order;
    - 9.10.2.2 undertake minor repairs as necessary and report on actions taken to the Congregation;
    - 9.10.2.3 report major needs to the Congregation with recommended action;
    - 9.10.2.4 make annual inspections of all Congregation-owned property and buildings including the manse and its facilities and report its findings to the Congregation; and
    - 9.10.2.5 establish and maintain an up-to-date inventory of all Congregation-owned equipment.

## 9.11 Public Officer

- 9.11.1 The Congregation shall appoint a Public Officer who shall hold office for such time as the Congregation decides.
- 9.11.2 The Public Officer shall not be eligible for the position of auditor of the Congregation.
- 9.12 Sealholders
  - 9.12.1 The Congregation shall appoint three [3] voting members to be the Sealholders of the Congregation.
  - 9.12.2 The Seal may only be affixed to a document by resolution of the Congregation.
  - 9.12.3 All documents requiring the affixing of the Seal shall be signed by the Chairperson or the Secretary of the Congregation and two [2] Sealholders.
  - 9.12.4 The Seal shall be kept in the Congregation Office.
- 9.13 Inspection of records and documents
  - 9.13.1 A member wishing to inspect the register of members, the record of the names and addresses of Church Council members or any other record or document of the Congregation must contact the Secretary to make the necessary arrangements for the inspection and may do so free of charge.
  - 9.13.2 If the member wants to inspect a document that records the minutes of a Church Council meeting, the right to inspect that document is subject to any decision the Church Council has made about minutes of Church Council meetings generally, or the minutes of a specific Church Council meeting, being available for inspection by members.
  - 9.13.3 The member may make a copy of or take an extract from a record or document of the Congregation but does not have a right to remove the record or document for that purpose and must not use or disclose information in such record or document except for a purpose
    - 9.13.3.1 that is directly connected with the affairs of the Congregation; or
    - 9.13.3.2 that is related to complying with a requirement of the Act.

## **ARTICLE 10. CHURCH DISCIPLINE**

- 10.1 The Congregation shall exercise church discipline in an evangelical manner in accordance with the procedure laid down in Matthew 18:15-17.
- 10.2 The stages of discipline are:
  - 10.2.1 In an endeavour to convince the erring member at fault, there shall be
    - 10.2.1.1 personal admonition; and, if necessary,
    - 10.2.1.2 admonition in the presence of witnesses; and, if necessary,

- 10.2.1.3 admonition by the Congregation.
- 10.2.2 Any member who is evidently impenitent and unheeding of the admonition, shall be excluded from membership in the Congregation, through excommunication, pronounced by the Pastor as the called and ordained servant of the Word.
- 10.3 The purpose of all church discipline is to achieve reconciliation and restoration. This purpose is to be observed at all stages of the procedure.
- 10.4 If the stages of discipline cannot be carried out because the erring member refuses to submit to the discipline of the Congregation, self-exclusion shall be declared to have taken place.
- 10.5 The exercise of church discipline shall give due regard to the procedure adopted by the Church and District in its regulations in the Constitution of the Church and the Constitution of the District under Article 10. Discipline, Adjudication and Appeals.

## **ARTICLE 11. DISSOLUTION**

- 11.1 A special resolution is required if it is proposed that the Congregation dissolve and any such resolution for dissolution shall be made according to the following procedure:
  - 11.1.1 Notice of a motion to dissolve the Congregation shall be given to the members of the Congregation.
  - 11.1.2 The motion shall be presented to the Congregation only after the Bishop of the District has been consulted.
  - 11.1.3 At least thirty [30] days written notice of a meeting, specifying the intention to dissolve as a special motion, shall be given to all the voting members of the Congregation.
  - 11.1.4 The motion shall require a majority of three-quarters [75%] of all the voting members of the Congregation for determination at a general meeting.
  - 11.1.5 The result, if carried by at least the required majority, shall be declared as being carried as a special resolution.
  - 11.1.6 The decision shall only become operative after the sanction of the Church Council of the District has been obtained.
  - 11.1.7 Once the decision has been made to dissolve the Congregation according to the above procedure, a date for dissolution shall be set contingent upon all matters pertaining to dissolution and the transference of all titles and other assets of the Congregation being effected according to law.



- 11.2 In the event of such dissolution, the Congregation may give indication regarding the use of its assets by the District and/or the Church. Any surplus assets which remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to one or more Lutheran organisations with similar purposes, that are charitable at law and which are not carried on for the profit or gain of individual members. Where no such indication is given, if any surplus remains following the winding up of the Congregation, the surplus shall not be paid to or distributed amongst members, but be transferred to the District absolutely.

## **ARTICLE 12 BY-LAWS**

- 12.1 The Congregation shall have power by a majority of those voting members casting a vote at a duly convened meeting, to make, amend, alter, add to or repeal, By-laws not inconsistent with this Constitution for the regulation of its proceedings, the management of its business and affairs and for giving effect to this Constitution.
- 12.2 Notice of the proposed amendment, alteration, addition or repeal shall either be given at a duly called meeting of the Congregation held at least seven [7] days earlier or be published to the Congregation on the two [2] immediately preceding Sundays.
- 12.3 The quorum for such a meeting is as prescribed for ordinary business.

## **ARTICLE 13. ALTERATIONS TO THE CONSTITUTION AND OTHER MATTERS REQUIRING A SPECIAL RESOLUTION**

- 13.1 A special resolution is required if it is proposed that the Congregation do any of the following:
- 13.1.1 to amend, alter, add to or repeal its Constitution, including changing the name of the Congregation, except as hereinafter provided in the following clause 13.5 and subject to the preceding clause 3.1.4; or
  - 13.1.2 to approve the terms of an amalgamation with one or more other incorporated associations; or
  - 13.1.3 to be wound up voluntarily; or
  - 13.1.4 to cancel its incorporation.
- 13.2 A special resolution is only passed if it is passed
- 13.2.1 at a general meeting of the Congregation; and
  - 13.2.2 by the votes of not less than three-quarters [75%] of the voting members of the Congregation who cast a vote at the meeting.

- 13.3 Notice of the proposed amendment, alteration, addition or repeal shall be presented in writing and shall be read to the Congregation at a duly called meeting of the Congregation held at least fourteen [14] days earlier or be published to the Congregation on the two [2] immediately preceding Sundays.
- 13.4 In addition to any other requirement of this Constitution and of the Act, the quorum for a meeting held to consider a special resolution shall be one-quarter [25%] of the members entitled to vote and the result of such a ballot shall be recorded in the minutes.
- 13.5 Notwithstanding anything else in this Constitution, Article 2. and clause 13.5 of this Constitution shall be considered fundamental and shall not be amended, altered, added to or repealed so as to alter their intent and meaning.

Accepted by the Congregation on: **MARCH 24 2019**

Printed: Monica Badenstiff Signed: [Signature]  
Chairperson

Printed: RUTH BRISBANE Signed: [Signature]  
Secretary

Accepted by the Lutheran Church of Australia, Western Australian District,

on: 4<sup>th</sup> MAY 2019

Printed: Michael Fulwood Signed: [Signature]  
Bishop

Printed: Tracy Adams Signed: [Signature]  
District Administrator/Secretary

