

Version dated: 5 November 2019

(Note: the 2019 constitution incorporates changes made at the 2019 AGM held 25 September 2018, taking effect from 5 November 2019)

Rules of the Assembly of Confessing Congregations

of the Uniting Church in Australia

incorporated as

ASSEMBLY OF CONFESSING CONGREGATIONS INCORPORATED

ABN 73 794 518 715 ARBN 128 001 785

Incorporated in NSW INC9887628 Liability of Members is Limited

Registered Office: 2 Erskineville Road, Newtown NSW 2042

Administration Office:

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Part 1: Preliminary

1. Name

1.1 The Assembly of Confessing Congregations of the Uniting Church in Australia shall be incorporated with the name 'Assembly of Confessing Congregations Inc '(referred to in these Rules as the 'Association').

2. Objects

2.1 The objects of the Association shall be:

- a) To confess Christ according to the catholic, reformed and evangelical heritage in the Basis of Union, by:
 - i) upholding the Scriptures' prophetic and apostolic testimony to Christ as the final authority for the Uniting Church's faith and life;
 - ii) calling the Uniting Church to determine matters of doctrine and ethics according to the teaching of the Scriptures and the faith as understood by the one, holy, catholic, and apostolic Church;
 - iii) calling the councils and congregations of the Uniting Church to uphold the Basis of Union and Constitution:
 - iv) providing biblically grounded leadership in partnership with other confessing movements;
 - v) developing ecumenical partnerships for the more effective proclamation of the Gospel in our pluralist nation; and
 - vi) establishing national, state and territory bodies to implement the Charter as approved by the inaugural meeting of the Association, and seeking the renewal of the Uniting Church.
- b) To undertake such other religious, educational or other charitable activities that are incidental to the above objects.

3. Definitions

3.1 In these Rules:

Act means the *Associations Incorporation Act 1984 (NSW)*.

Assembly means a general meeting of members of the association.

Board means a sub-committee of the association appointed in accordance with clause 15.5.

Commission means a sub-committee of the association appointed in accordance with clause 15.5.

Confessing Congregation means a congregation or faith community which qualifies for membership in accordance with clause 4.1.

Founding Documents means those documents set out in Appendix 1 to these Rules.

Group means a group of individuals (not being members of a Confessing Congregation) which qualifies for membership in accordance with clause 4.2.

Individual means a person who attends a congregation of the Uniting Church or is a confirmed member or member-in-association of the Uniting Church or a friend of the church recognised by the National Council and qualifies for membership in accordance with clause 4.3.

Member means a Confessing Congregation, Group or Individual.

Ministry Worker means an Individual who is a member of the association and is recognised by the National Council.

National Council means the body which governs or has the management of the Association as referred to in Part 3 of these Rules.

Network means a group of Confessing Congregations, Individuals and/or Groups recognised by an Assembly or the National Council within a particular area and/or for a particular purpose.

Nominated Representative means a person appointed to represent a Member at an Assembly of the Association.

Public Officer means the person defined in Section 22 of the Act.

Regulation means the *Associations Incorporation Regulation 1999 (NSW)*.

Representative means a person nominated by a Confessing Congregation to represent it at an Assembly.

Secretary means the person holding office under these Rules as Secretary of the Association, or if no such person holds that office – the Public Officer of the Association.

Special Assembly means an Assembly of the Association other than an annual Assembly.

Uniting Church means the Uniting Church in Australia.

3.2 In these Rules:

- a) a reference to a function includes a reference to a power, authority and duty, and
- b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

3.3 The provisions of the *Interpretation Act 1987 (NSW)* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

Part 2: Membership

4. Membership Qualifications

- 4.1 A Confessing Congregation is qualified to be a Member of the Association if:
- a) it accepts the objects and Rules of the Association;
 - b) a majority of the members of the Confessing Congregation votes in favour of applying for membership of the Association; and
 - c) a representative of the Confessing Congregation makes application for membership of the Association in the manner determined by the National Council.
- 4.2 A Group is qualified to be a Member of the Association if:
- a) the Group comprises at least eight (8) members;
 - b) the Group accepts the objects and Rules of the Association; and
 - c) a representative of the Group makes application for membership of the Association in the manner determined by the National Council.
- 4.3 An Individual is qualified to be a Member of the Association if:
- a) he/she accepts the objects and Rules of the Association; and
 - b) makes application for membership of the Association in the manner determined by the National Council.
- 4.4 Confessing Congregations and Groups wishing to become Members of the Association shall apply to the Secretary for membership in the manner determined by the National Council.
- 4.5 Applications for membership shall also indicate the name and address of the Nominated Representative of the Confessing Congregation or Group.

- 4.6 The National Council shall determine whether or not to accept an application for membership. The National Council is not required to supply reasons for accepting or rejecting an application for membership.
- 4.7 Members shall pay such fees as are determined by the National Council.
- 4.8 A register of Members shall be kept by the Association showing the name, address and date of commencement of membership for each Member, the date of cessation of membership and the name and address of the Nominated Representative of the Confessing Congregation or Group.
- 4.9 Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three (3) months of the date of issue of notice of the fees being overdue, and such failure to pay outstanding fees being unremedied.
- 4.10 Membership fees shall fall due on the first day of each financial year of the Association.
- 4.11 The financial year of the association shall commence on 1 July and end on 30 June in each year.

5. Application for membership

- 5.1 An application for membership of the Association:
 - a) shall be made in writing in the form determined from time to time by the National Council, and
 - b) shall be lodged with the Secretary of the Association.
 - c) As soon as practicable after receiving an application for membership, the Secretary shall refer the nomination to the National Council which is to determine whether to approve or to reject the application.
 - d) As soon as practicable after the National Council makes that determination, the Secretary shall:

- (i) notify the applicant or Nominated Representative, in writing, that the National Council approved or rejected the application (whichever is applicable), and
 - (ii) if the National Council approves the application, request the applicant to pay (within the period of twenty-eight (28) days after receipt by the applicant of the notification) the sum payable under these Rules by a Member as entrance fee and annual subscription.
- e) The Secretary shall, on payment by the nominee of any membership fee determined in accordance with Clause 4.7 within the period referred to in that provision, enter the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member of the Association.

6. Cessation of membership

6.1 A Member of the Association ceases to be a Member if the Member:

- a) resigns membership, or
- b) is expelled from the Association.

7. Membership entitlements not transferable

7.1 A right, privilege or obligation which a person has by reason of being a Member of the Association:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

8. Resignation of membership

8.1 A Member of the Association is not entitled to resign that membership except in accordance with this clause.

- 8.2 A Member of the Association who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from membership of the Association by first giving to the Secretary written notice of at least one (1) month (or such other period as the National Council may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- 8.3 If a Member of the Association ceases to be a Member under Clause 8.2 and in every other case where a Member ceases to hold membership, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

9. Register of Members

- 9.1 The Public Officer of the Association shall establish and maintain a register of Members of the Association specifying the name and address of each person, group or congregation who is a Member of the Association together with the date on which the Confessing Congregation, Group or Individual became a Member.
- 9.2 The register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour determined by the National Council.
- 9.3 A Member of the Association may obtain a copy of any part of the register on payment of a fee of one Australian dollar (\$AUD 1.00) for each page copied or, if some other amount is determined by the National Council, that other amount.

10. Fees and subscriptions

- 10.1 A Member of the Association shall, on admission to membership, pay to the Association such contributions as may be payable from time to time in accordance with a contribution schedule set by the National Council.

11. Members' liabilities

- 11.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 10.

12. Resolution of internal disputes

- 12.1 In the event of a dispute arising between Members (in their capacity as Members) or between a Member(s) and the Association or a Member(s) and the National Council the following procedure shall apply.
- a) Each party to a dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
 - b) Should the nominated representatives be unable to resolve the dispute within fourteen (14) days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon by the parties for the purposes of mediation.
 - c) At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
 - d) In the event that no person can be agreed upon to mediate the dispute it shall be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983 (NSW)*.

13. Disciplining of Members

- 13.1 A complaint may be made in writing to the National Council by any person that a Member of the Association:
- a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 13.2 On receiving such a written complaint, the National Council:
- a) shall cause notice of the complaint to be served on the Member concerned; and
 - b) shall give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the National Council in connection with the complaint, and
 - c) shall take into consideration any submissions made by the Member in connection with the complaint.
- 13.3 The National Council may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 13.4 If the National Council expels or suspends a Member, the Secretary shall, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the National Council for having taken that action and of the Member's right of appeal under clause 14.
- 13.5 The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or

- b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 14.5, whichever is the later.

14. Right of appeal of disciplined Member

- 14.1 A Member may appeal to the Association in Assembly against a resolution of the National Council under clause 13.3, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 14.3 On receipt of a notice from a Member under Clause 14.1, the Secretary shall notify the National Council which is to convene an Assembly of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.
- 14.4 At an Assembly of the Association convened under Clause 14.3:
 - a) no business other than the question of the appeal is to be transacted, and
 - b) the National Council and the Member shall be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 14.5 If at the Assembly the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 – National Council

15. Powers of the National Council

15.1 The committee of management of the Association is to be called the National Council.

15.2 Subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in Assembly the National Council:

- a) is to control and manage the affairs of the Association;
- b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by an Assembly of Members of the Association;
- c) may establish such State and Territory consultative bodies as it shall determine necessary or expedient; and
- d) has power to perform all such acts and do all such things as appear to the National Council to be necessary or desirable to advance and promote the objects of the Association, and for the proper management of the affairs of the Association.

15.3 The National Council may recognise Networks consisting of groups of Confessing Congregations and/or Individuals within a Synod or other area and/or for a particular purpose, which shall operate within guidelines determined by the National Council from time to time in relation to the appointment of convenors and steering committees.

15.4 The National Council may recognise a Network consisting of Ministry Workers, which shall operate within guidelines determined by the National Council from time to time in relation to the appointment of a convenor and steering committee.

15.5 The National Council shall have the power from time to time to establish such sub-committees, and make such by-laws, as are in its opinion necessary and desirable for the administration and management of the Association, and amend and repeal such by-laws. Sub-committees established by the National Council in relation to matters such as finance, administration or communication shall be called Boards, and sub-committees established by the National Council in relation to matters such as doctrine shall be called Commissions.

16. Constitution and membership

16.1 Subject to Section 21 of the Act insofar as it relates to the first Members of the National Council, the National Council shall comprise either Individuals or Representatives who shall be comprised as follows:

- a) the office-bearers of the Association, and
- b) nine (9) ordinary Members, each of whom is to be elected at the annual Assembly of the Association with no more than four (4) from any one Synod of the Uniting Church: and
- c) up to four (4) coopted Members appointed from time to time by the National Council.

16.2 The office-bearers of the Association are to be the:

- a) Chair;
- b) Deputy Chair, and
- c) Secretary.

16.3 Each member of the National Council is, subject to these Rules, to hold office until the conclusion of the annual Assembly following the date of the member's election, but is eligible for re-election.

16.4 In the event of a casual vacancy occurring in the membership of the National Council, the National Council may appoint a Member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the annual Assembly next following the date of the appointment.

17. Election of members of National Council

17.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the National Council:

- a) shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- b) shall be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the annual Assembly at which the election is to take place PROVIDED THAT late nominations may be accepted with the approval of at least two thirds of an Assembly.

17.2 If insufficient nominations are received to fill all vacancies on the National Council, the candidates nominated are taken to be elected and further nominations are to be received at the annual Assembly.

17.3 If insufficient further nominations are received, any vacant positions remaining on the National Council are taken to be casual vacancies.

17.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

17.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

17.6 The ballot for the election of office-bearers and ordinary members of the National Council is to be conducted at the annual Assembly in such usual and proper manner as the National Council may direct.

18. Chair

18.1 The Chair shall be responsible, on behalf of the National Council and the Association, subject to such delegations or terms of reference as are adopted by the National Council, for:

- a) chairing meetings of the National Council and the Assembly;
- b) communicating with the media;
- c) negotiating with officers of the Uniting Church's:
 - (i) National Assembly;
 - (ii) Synods; and
 - (iii) Presbyteries;
- d) communicating with representatives of other confessing movements;
- e) representing the Association in ecumenical relations;
- f) liaising with convenors of Commissions or Boards established by the Association;
- g) attending meetings ex officio where required;
- h) ensuring the Association's fidelity to its Objects and Founding Documents; and
- i) such other matters as directed or delegated by the National Council.

18.2 The Deputy Chair shall assume such responsibilities as are directed or delegated by the National Council.

19. Secretary

19.1 The Secretary shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

19.2 It is the duty of the Secretary to keep minutes of:

- a) all appointments of office-bearers and members of the National Council:
- b) the names of members of the National Council present at an National Council meeting or an Assembly: and
- c) all proceedings at National Council meetings, Commission and Board meetings and Assemblies.

19.3 Minutes of proceedings at a meeting shall be signed by the Chair of the meeting or by the Chair of the next succeeding meeting.

20. Treasurer

20.1 The Treasurer shall be appointed, and may be replaced from time to time, by the National Council.

20.2 The Treasurer may or may not be a member of the National Council but, in the event that the Treasurer is not a member of the National Council, may attend meetings of the National Council at the invitation of the National Council.

20.3 It is the duty of the Treasurer to:

- a) Ensure that all money due to the Association is collected and received and that all payments authorised by the National Council are made;
- b) Ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and

- c) Attend meetings of the National Council, Commissions or Boards at the invitation of the National Council.

21. Casual vacancies

21.1 For the purposes of these Rules, a casual vacancy in the office of a member of the National Council occurs if the member:

- a) dies, or
- b) ceases to be an Individual member or Representative, or
- c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Commonwealth)*, or
- d) resigns office by notice in writing given to the Secretary, or
- e) is removed from office under clause 22, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the National Council from all meetings of the National Council held during a period of six (6) months.

22. Removal of member of National Council

22.1 The Association in Assembly may, provided it follows reasonable due process, by resolution remove any member of the National Council from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

23. Meetings and quorum

23.1 The National Council shall meet at least three (3) times in each period of twelve (12) months at such place and time as the National Council may determine.

- 23.2 Additional meetings of the National Council may be convened by the Chair or by any three (3) members of the National Council.
- 23.3 Meetings of the National Council may be held electronically with the consent of all members of the National Council, and any resolution of the National Council may be passed by circular minute, provided that each member of the National Council indicates his or her consent to such resolution. Each such resolution is deemed passed upon the receipt by the Secretary of a copy of the minute signed by each member of the National Council, and where more than one copy is signed, upon receipt of the last signed copy.
- 23.4 Oral or written notice of a meeting of the National Council shall be given by the Secretary to each member of the National Council at least forty-eight (48) hours (or such other period as may be agreed by a majority of the members of the National Council) before the time appointed for the holding of the meeting.
- 23.5 Notice of a meeting given under Clause 23.4 shall specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which a majority of the members of the National Council present at the meeting agree to treat as urgent business.
- 23.6 Any five (5) members of the National Council constitute a quorum for the transaction of the business of a meeting of the National Council.
- 23.7 No business is to be transacted by the National Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 23.8 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

23.9 At a meeting of the National Council:

- a) the Chair or, in the Chair's absence, the Deputy Chair is to preside, or
- b) if the Chair and the Deputy Chair are absent or unwilling to act, such one of the remaining members of the National Council as may be chosen by the members present at the meeting is to preside.

24. Delegation by National Council to Commissions and Boards

24.1 The National Council may by resolution in writing delegate to one or more Commissions or Boards (consisting of such member or Members of the Association as the National Council thinks fit) the exercise of such of the functions of the National Council as are specified in the resolution, other than:

- a) this power of delegation, and
- b) a function which is a duty imposed on the National Council by the Act or by any other law.

24.2 A function the exercise of which has been delegated to a Commission or Board under this clause 24 may, while the delegation remains unrevoked, be exercised from time to time by the Commission or Board in accordance with the terms of the delegation.

24.3 A delegation under this Section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified by the National Council.

24.4 Despite any delegation under this clause, the National Council may continue to exercise any function delegated.

24.5 Any act or thing done or suffered by a Commission or Board acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the National Council.

24.6 The National Council may, by resolution, revoke wholly or in part any delegation under this clause.

24.7 A Commission or Board may meet and adjourn, as it thinks proper, and in accordance with any procedures or rules set down by the National Council.

25. Voting and decisions

25.1 Questions arising at a meeting of the National Council or of any Commission or Board appointed by the National Council are to be determined by a majority of the votes of members of the National Council, Commission or Board present at the meeting.

25.2 Each member present at a meeting of the National Council or of any Commission or Board appointed by the National Council (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

25.3 Subject to Clause 22.1, the National Council, Commission or Board may act despite any vacancy on the National Council, Commission or Board.

25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the National Council or by a Commission or Board appointed by the National Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the National Council, Commission or Board.

Part 4 – Assemblies

26. Annual Assemblies – holding of

26.1 With the exception of the first annual Assembly of the Association, the Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual Assembly of its Members.

26.2 The Association shall hold its first annual Assembly:

- a) within the period of eighteen (18) months after its incorporation under the Act, and
- b) within the period of six (6) months after the expiration of the first financial year of the Association.

26.3 Clauses 26.1 and 26.2 have effect subject to any extension or permission granted by the Commissioner of the Office of Fair Trading under Section 26(3) of the Act.

27. Annual Assemblies – calling of and business at

27.1 The annual Assembly of the Association is, subject to the Act and to clause 26, to be convened on such date and at such place and time as the National Council thinks fit.

27.2 In addition to any other business which may be transacted at an annual Assembly, the business of an annual Assembly is to include the following:

- a) to confirm the minutes of the last preceding annual Assembly and of any special Assembly held since that meeting;
- b) to receive from the National Council reports on the activities of the Association during the last preceding financial year;
- c) to elect office-bearers of the Association and ordinary members of the National Council;
- d) to receive and consider the statement which is required to be submitted to Members under Section 26(6) of the Act ; and
- e) to appoint convenors of Commissions and Networks.

27.3 An annual Assembly shall be specified as such in the notice convening it.

28. Special Assemblies – calling of

- 28.1 The National Council may, whenever it thinks fit, convene a special Assembly of the Association.
- 28.2 The National Council shall, on the requisition in writing of at least five per cent (5%) of the total number of Members, convene a special Assembly of the Association.
- 28.3 A requisition of Members for a special Assembly:
- a) shall state the purpose or purposes of the meeting, and
 - b) shall be signed by the Members making the requisition, and
 - c) shall be lodged with the Secretary, and
 - d) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.
- 28.4 If the National Council fails to convene a special Assembly to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special Assembly to be held not later than three (3) months after that date.

29. Notice

- 29.1 Except if the nature of the business proposed to be dealt with at an Assembly requires a special resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the Assembly, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 29.2 If the nature of the business proposed to be dealt with at an Assembly requires a special resolution of the Association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the Assembly, cause notice to be given to each Member specifying, in addition to the matter required under Clause 29.1, the intention to propose the resolution as a special resolution.
- 29.3 No business other than that specified in the notice convening an Assembly is to be transacted at the meeting except, in the case of an annual Assembly, business which may be transacted under Clause 27.2.
- 29.4 A Member desiring to bring any business before an Assembly may give notice in writing of that business to the Secretary who shall include that business in the next notice calling an Assembly given after receipt of the notice from the Member.

30. Procedure

- 30.1 No item of business is to be transacted at an Assembly unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 30.2 The presence of Nominated Representatives representing ten per cent (10%) of all Members entitled under these Rules to vote at an Assembly constitutes a quorum for the transaction of the business of an Assembly.
- 30.3 If within half an hour after the appointed time for the commencement of an Assembly a quorum is not present, the meeting:
- a) if convened on the requisition of Members, is to be dissolved, and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) is to constitute a quorum.

30.5 An Individual who, within the preceding twelve (12) months:

- a) has been registered on or entered upon the register of Members of the Association and
- b) has not ceased to be a Member pursuant to clause 6 of these Rules, and
- c) has failed to pay his or her membership fees for a period of less than twelve (12) months

is entitled to attend an Assembly of the Association but may not vote.

31. Presiding member

31.1 The Chair or, in the Chair's absence, the Deputy Chair, is to preside as Chair at each Assembly of the Association.

31.2 If the Chair and the Deputy Chair are absent or unwilling to act, the Members present shall elect one of their number to preside as Chair at the meeting.

32. Adjournment

32.1 The Chair of an Assembly at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

32.2 If an Assembly is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 32.3 Except as provided in Clauses 32.1 and 32.2 notice of an adjournment of an Assembly or of the business to be transacted at an adjourned meeting is not required to be given.

33. Making of decisions

- 33.1 A question arising at an Assembly of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 33.2 At an Assembly of the Association, a poll may be demanded by the Chair or by at least three (3) Members present in person at the meeting.
- 33.3 If a poll is demanded at an Assembly, the poll shall be taken;
- a) immediately in the case of a poll which relates to the election of the Chair of the meeting or to the question of an adjournment, or
 - b) in any other case, in such manner and at such time before the close of the meeting as the Chair directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

34. Special resolution

- 34.1 A resolution of the Association is a special resolution:
- a) if it is passed by a majority which comprises at least three-quarters of such Members of the Association as, being entitled under these Rules so to do, vote in person at an Assembly of which at least twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules, or

- b) where it is made to appear to the Commissioner of the Office of Fair Trading that it is not practicable for the resolution to be passed in the manner specified in Clause 34.1(a), if the resolution is passed in a manner specified by the Commissioner of the Office of Fair Trading.

35. Voting

35.1 On any question arising at an Assembly of the Association Individuals have the right to speak but not vote, and:

- a) each Confessing Congregation or Group shall have one Representative for each 50 members or part thereof (up to a maximum of five Representatives), and each Representative shall have one vote; and
- b) each member of the National Council shall have one vote.

35.2 All votes shall be given personally by the member of the National Council or Member's Nominated Representative.

35.3 In the case of an equality of votes on a question at an Assembly, the Chair of the meeting is entitled to exercise a second or casting vote.

35.4 A Member may speak, but is not entitled to vote at any Assembly of the Association unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

Part 5 – Miscellaneous

36. Insurance

36.1 The Association may effect and maintain insurance.

37. Funds – source

- 37.1 The funds of the Association are to be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in Assembly, such other sources as the National Council determines.
- 37.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 37.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – management

- 38.1 Subject to any resolution passed by the Association in Assembly, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the National Council determines.
- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the National Council or employees of the Association, being members or employees authorised to do so by the National Council.

39. Alteration of objects and rules

- 39.1 The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

40. Common seal

- 40.1 The common seal of the Association shall be kept in the custody of the Public Officer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the National Council and the affixing of the common seal shall be attested by the signatures either of two (2) members of the National Council

or of one (1) member of the National Council and of the Public Officer or Secretary.

41. Custody of books

41.1 Except as otherwise provided by these Rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

42. Inspection of books

42.1 The public records, books and other documents of the Association shall be open to inspection, free of charge, by a Member of the Association at such reasonable hour as may be determined by the National Council and upon the furnishing of a written application in the form determined by the National Council.

43. Service of notices

43.1 For the purpose of these Rules, a notice may be served on or given to a person:

- a) by delivering it to the person personally, or
- b) by sending it by pre-paid post to the address of the person, or
- c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

43.2 For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:

- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Winding up, dissolution or amalgamation

- 44.1 If on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be distributed among Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association which is exempt from Income Tax under Items 1.1 or 1.2 of Section 50-5 of the *Income Tax Assessment Act 1997 (Cwealth)* and which shall also prohibit the distribution of its or their property among its or their Members. Such institution or institutions are to be determined by the Members of the Association at or before the time of dissolution or in default thereof by the Supreme Court of New South Wales.
- 44.2 Where it furthers the objects of the Association to amalgamate with any one or more other organisations having similar objects, the other organisation(s) shall have Rules prohibiting the distribution of its (their) assets and income to Members; and shall be exempt from Income Tax under Items 1.1 or 1.2 of Section 50-5 of the *Income Tax Assessment Act 1997 (Cwealth)*.

APPENDIX 1

FOUNDING DOCUMENTS

- 1. Charter as adopted 13 October, 2006.**
- 2. The Confessing Statement adopted 13 October, 2006.**
- 3. Statement on Sexuality adopted 13 October, 2006.**

(Available on the ACC Website: www.confessingcongregations.com)