

ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

OBJECTS AND RULES

OF

GERMAN LUTHERAN CHURCH SYDNEY INCORPORATED

Registration Number Y1083735

As adopted at AGM on 19 June 2016



DEPARTMENT OF **FAIR TRADING**
NSW Consumer Protection Agency

Certificate of Incorporation as an Association

THIS IS TO CERTIFY that the undermentioned Association is incorporated in New South Wales under the Associations Incorporation Act, 1984.

Association Name: **GERMAN LUTHERAN CHURCH SYDNEY INC.**

Incorporation No: **Y1083735**

Date of Incorporation: **21 September 1990**

Issued and given under my hand this twenty third day of October, 2000.

D B O'Connor
Director-General

GERMAN LUTHERAN CHURCH SYDNEY INCORPORATED
STATEMENT OF OBJECTS

1. Objects

The objects of the Association are:

- 1.1. to be a Church based upon the foundation of the Gospel of Jesus Christ, the Lord and Saviour of all peoples, as witnessed in the Holy Scriptures and in the Lutheran Reformation, particularly through Dr. Martin Luther's Small Catechism;
- 1.2. to represent people of Protestant faith of German language;
- 1.3. to maintain and promote the ecclesiastical connection between the German Lutheran Church Sydney and the Protestant Church (Evangelische Kirche) in Germany in accordance with the contract between them;
- 1.4. to maintain and promote the ecclesiastical connection between the German Lutheran Church Sydney and the Lutheran Church of Australia;
- 1.5. to promote the religious, spiritual and Christian life of Members and people generally;
- 1.6. to be non-profit making;
- 1.7. to carry out all or any of the objects of the Association in co-operation with other associations, individuals and/or corporations;
- 1.8. to make donations, gifts or appropriations to persons, institutions, organisations, enterprises, missions of or connected with the Association or the Church to maintain its various activities;
- 1.9. to provide or increase or subscribe to the provision or increase of stipends of the ministers, teachers, or other officers of the Association or the Church and to provide relief or sustenance where necessary;
- 1.10. to prepare, print, publish and circulate religious, moral and similar tracts, pamphlets, periodicals, books and literature;
- 1.11. to collect funds for the purpose of enabling the objects of the Association and the Church to be carried out;
- 1.12. to invest and deal with any of the moneys of the Association not immediately required upon such securities and in such manner as the Association may think fit, and from time to time vary and realise such investments provided that when making any such investment, the Association must take into account the matters to which a trustee must have regard when exercising a power of investment under Section 14C of the *Trustee Act 1925* (NSW);
- 1.13. to promote or establish or assist in the promotion of all or any branches of the Church; and
- 1.14. subject to clause 3, to apply the whole of the real and personal property and income of the Association towards all or any of the objects of the Association and such incidental purposes as the Church Council may from time to time think fit.

2. Powers

The Association shall, subject to its Rules, have power for its purposes:

- 2.1. to acquire by purchase, lease, grant or otherwise and to hold, mortgage, lease or hire land and buildings, erect and alter buildings and sell land and buildings;
- 2.2. to create, build and construct residences for Ministers, accommodation for Church services and meetings and other accommodations and facilities;
- 2.3. to receive and collect subscriptions, donations and other monies and gifts of any kind;

- 2.4. to hold bazaars, arrange lotteries (with the consent of the appropriate authorities first had and obtained) and other functions to raise funds;
- 2.5. to acquire by purchase, grant or otherwise and to hold, mortgage, lease or hire any real or personal property as may to the Church Council seem proper or expedient to carry out and promote the purposes of the Association; and
- 2.6. to do all such other acts, matters and things as may to the Church Council seem proper and expedient to carry out and promote the purposes of the Association.

3. Not-for-Profit

- 3.1. The Association must not distribute any of its assets or income, directly or indirectly, by way of dividend, bonus, profit or in any other manner, to any of its Members except as provided in clause 3.2 of this Statement of Objects and Rule 49 of the Association's Rules.
- 3.2. Clause 3.1 does not stop the Association from doing any of the following things provided that they are done in good faith:
 - 3.2.1. paying or reimbursing a Member of the Association or a member of the Church Council:
 - 3.2.1.1. for goods or services that such person has provided in the ordinary and usual course of such person's business; or
 - 3.2.1.2. expenses that such person has properly incurred at fair and reasonable rates or at rates more favourable to the Association than such person charges to other parties;
 - 3.2.2. paying the Minister or Assistant Minister a reasonable and proper salary and related entitlements;
 - 3.2.3. paying reasonable and proper remuneration to any officer or servant of the Association;
 - 3.2.4. paying interest to a Member of the Association at a rate not exceeding the interest rate from time to time charged by the Association's trading bank;
 - 3.2.5. reimbursing the reasonable and proper expenses incurred by a Member of the Association in carrying out the Association's objects;
 - 3.2.6. paying a reasonable and proper:
 - 3.2.6.1. rent for premises leased to the Association by a Member of the Association; or
 - 3.2.6.2. occupation fees for premises owned by a Member of the Association and occupied by the Association.

GERMAN LUTHERAN CHURCH SYDNEY INCORPORATED

RULES

1. Interpretation

1.1. In this Constitution:

- 1.1.1. “Address” includes an electronic or email address;
- 1.1.2. “Act” means the *Associations Incorporation Act 2009* (NSW) as amended from time to time;
- 1.1.3. “Annual General Meeting” means the annual general meeting referred to in Rule 24;
- 1.1.4. “Appendix” means an appendix to these Rules.
- 1.1.5. “Assistant Minister” means the assistant minister or assistant pastor referred to in Rule 3.4;
- 1.1.6. “Association” means the association established by this Constitution;
- 1.1.7. “Church” means the German Lutheran Church Sydney Incorporated, Sydney;
- 1.1.8. “Church Council” means the church council referred to in Rule 13;
- 1.1.9. “Constitution” means this constitution;
- 1.1.10. “Director-General” means the Director-General of the Department of Services, Technology and Administration;
- 1.1.11. “EKD” means the Protestant Church of Germany (Evangelische Kirche Deutschlands);
- 1.1.12. “Former Regulation” means the *Association Incorporation Regulation 1985*;
- 1.1.13. “General Meeting” means a meeting of Members of the Association called in accordance with Rule 25 or 26.
- 1.1.14. “Honorary Members” means the honorary members referred to in Rule 3.1;
- 1.1.15. “Members” means people referred to in Rule 2;
- 1.1.16. “Minister” means the minister or pastor referred to in Rule 3.3;
- 1.1.17. “Ordinary Members” means the Members who are not Honorary Members;
- 1.1.18. “Patrons” means the people referred to in Rule 3.5;
- 1.1.19. “Public Officer” means the public officer referred to in Rule 18;
- 1.1.20. “Regulation” means the *Association Incorporation Regulation 2010* (NSW) as amended from time to time;
- 1.1.21. “Rules” means the rules contained in this Constitution;
- 1.1.22. “Secretary” means
 - 1.1.22.1. the person holding office under these Rules as secretary of the Association; or
 - 1.1.22.2. where no such person holds that office then the Public Officer of the Association;
- 1.1.23. “Special General Meeting” means a General Meeting of the Association other than an Annual General Meeting; and
- 1.1.24. “Treasurer” means the treasurer referred to in Rule 17.

1.2. In these Rules:

- 1.2.1. a reference to a function includes a reference to a power, authority and duty; and
- 1.2.2. a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- 1.3. The provisions of the *Interpretation Act 1897* (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 that Act.

2. Members qualifications

The following persons shall be the Members of the Association:

- 2.1. each person who was a member of the Association at the date of approval of this Constitution;
- 2.2. a person who has attained the age of 18 years and who:
 - 2.2.1. has been baptised as a Christian;
 - 2.2.2. has expressed the desire to become a Member of the Church;
 - 2.2.3. has applied for membership as provided by Rule 4; and
 - 2.2.4. has been approved for membership of the Association by the Church Council;
- 2.3. the Minister referred to in Rule 3.3; and
- 2.4. the Assistant Minister referred to in Rule 3.4.

3. Membership Classifications and Patrons

Members shall be divided into the following classifications:

- 3.1. Honorary Members who shall comprise persons who have rendered outstanding or distinguished service to the Association or to the Church generally and who are nominated by the Church Council and approved as such at a General Meeting of the Association for such period as the Association decides. Honorary Members shall be entitled to receive notice of and to attend meetings of the Association and to vote at such meetings. Honorary Members shall not be liable to pay any fees or subscriptions to the Association;
- 3.2. Ordinary Members;
- 3.3. the Minister or pastor elected from time to time by the Association in General Meeting or the person performing the duties of pastor of the Association shall be an ex officio member of the Association for the duration of his or her appointment or for so long as he or she performs these duties, as the case may be. The election as well as the dismissal of the Minister requires the confirmation of the EKD in Germany. The Minister shall, subject to these Rules, have the same rights and duties as an Honorary Member;
- 3.4. the Assistant Minister or assistant pastor elected from time to time by the Association in General Meeting or the person performing the duties of assistant pastor of the Association shall be an ex officio member of the Association for the duration of his or her appointment or for so long as he or she performs these duties, as the case may be. The election as well as the dismissal of the Assistant Minister requires the confirmation of the EKD in Germany. The Assistant Minister shall, subject to these Rules, have the same rights and duties as an Honorary Member; and
- 3.5. persons who wish to support the Association but not to become Members may offer a yearly contribution as a friend or patron of the German Lutheran Community in Sydney. Such persons shall not have any of the rights or be subject to any of the obligations of Members.

4. Application for Membership

4.1. An application by a person for ordinary membership of the Association:

4.1.1. shall be made in writing in the form set out in Appendix 1 to these Rules or in such other form as the Church Council may from time to time prescribe and shall be accompanied by payment of a contribution or donation; and

4.1.2. shall be lodged with the Public Officer or the Minister.

4.2. As soon as practicable after receiving an application for membership, the Public Officer or Minister shall refer the application to the Church Council which shall determine by a simple majority of votes whether to approve or to reject the application. The Church Council shall not be required to give any reason for rejection of an application.

4.3. Where the Church Council determines to approve or reject an application for membership, the Public Officer or Minister shall, as soon as practicable after that determination, notify the applicant of the approval or rejection, as the case may be. If the Church Council rejects the application, the Public Officer or Minister shall immediately refund to the applicant all moneys, if any, paid by him or her in connection with his or her application.

4.4. The Public Officer or Minister shall, on approval of an application, enter the applicant's name in the register of Members and, upon the name being so entered, the applicant shall become a Member of the Association.

5. Cessation of Membership

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

5.1. dies;

5.2. resigns his or her membership;

5.3. ceases to be eligible for membership; or

5.4. is expelled from the Association.

6. Membership Entitlements Not Transferable

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

6.1. is not capable of being transferred or transmitted to another person; and

6.2. terminates upon cessation of the person's membership.

7. Resignation of Membership

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

7.2. A Member of the Association who has paid an amount to the Association in respect of his or her membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Church Council may from time to time determine) in writing to the Secretary of his or her intention to resign and, upon the expiration of the period of notice, the Member shall cease to be a Member.

7.3. Where a Member of the Association ceases to be a Member pursuant to Rule 7.2, and in every other case where a Member ceases to hold membership, the Secretary or such other person as the Church Council nominates, shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

8. Register of Members

- 8.1. The Church Council shall establish and maintain a register of Members of the Association specifying the name and Address of each person who is a Member of the Association together with the date on which the person became a Member.
- 8.2. 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 upon reasonable notice to the Secretary, but a Member shall not be entitled to make any copy thereof or take any extract therefrom.

9. Fees, Contributions, Subscriptions, etc.

- 9.1. Every Member of the Association, except Honorary Members, the Minister and the Assistant Minister and their respective wives and children, if any, shall, upon admission to membership, pay a contribution or donation to the Association of such amount as he or she considers appropriate or in his or her discretion determines.
- 9.2. Each Member shall make an annual contribution to the Association of \$100.00 or such other amount as the Church Council from time to time determines.
- 9.3. The contribution referred to in Rule 9.2 may be paid at any time during the calendar year.
- 9.4. If a Member fails to pay the contribution referred to in Rule 9.2 then the Public Officer or the Treasurer shall send a written notice to the Member requiring payment of the contribution within 3 months of the date of the notice.
- 9.5. If the Member fails to pay the contribution within the time stipulated in the notice referred to in Rule 9.4 then, unless the Church Council in its discretion determines otherwise, the Member's membership will be automatically cancelled.

10. Member's Liabilities

- 10.1. Where the Church Council is of the opinion that a Member of the Association:
 - 10.1.1. has persistently refused or neglected to comply with a provision or provisions of these Rules;
 - 10.1.2. has obviously and repeatedly failed to comply with his or her obligations as a Member;
 - 10.1.3. has failed to pay a contribution to the Association for at least 2 years after such contribution has become due;
 - 10.1.4. has persistently and wilfully acted in a manner detrimental or prejudicial to the interests of the Church or the Association; or
 - 10.1.5. has damaged the reputation or interests of the Church or the Association,The Church Council may, by resolution:
 - 10.1.6. expel the Member from the Association;
 - 10.1.7. suspend the Member from membership of the Association for a specified period; or
 - 10.1.8. take such other action in respect of the Member as the Church Council considers appropriate.
- 10.2. A resolution of the Church Council under Rule 10.1 is of no effect unless the Church Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under Rule 10.3, confirms the resolution in accordance with this Rule.
- 10.3. Where the Church Council passes a resolution under Rule 10.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:

- 10.3.1. setting out the resolution of the Church Council and the grounds on which it is based;
- 10.3.2. stating that the Member may address the Church Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- 10.3.3. stating the date, place and time of that meeting; and
- 10.3.4. informing the Member that the Member may do either or both of the following:
 - 10.3.4.1. attend and speak at that meeting; and/or
 - 10.3.4.2. submit to the Church Council, at or prior to the date of that meeting, written representation relating to the resolution.
- 10.4. At a meeting of the Church Council held as referred to in Rule 10.3, the Church Council shall:
 - 10.4.1. give to the Member an opportunity to make oral representations;
 - 10.4.2. give due consideration to any written representations submitted to the Church Council by the Member at or prior to the meeting; and
 - 10.4.3. by resolution determine whether to confirm or to revoke the resolution.
- 10.5. Where the Church Council confirms a resolution under Rule 10.4, such resolution shall take effect immediately and the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the Member of the fact.

11. Powers of the Church Council

All the business and management of the Association shall be vested in the Church Council. The Church Council, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in any General Meeting:

- 11.1. shall control and manage the affairs of the Association;
- 11.2. 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 a General Meeting of Members of the Association;
- 11.3. has power to perform all such acts and do all such things as appear to the Church Council to be necessary or desirable for the proper management of the affairs of the Association;
- 11.4. shall properly maintain the Association membership lists;
- 11.5. shall conclude service contracts in accordance with Rule 12 with the Minister;
- 11.6. shall be responsible for the employment of staff;
- 11.7. shall promote the relationship of the Association with the EKD in Germany and the religious, Christian and spiritual life of Members and of people generally; and
- 11.8. shall generally support and promote the Minister and Assistant Minister and the life of the German Lutheran community.

12. Minister's Contract

The Church Council, as the representative of the German Lutheran community, shall negotiate a contract of services with each newly appointed Minister and Assistant Minister, which contract requires the confirmation of the EKD in Germany and which should at least deal with the following matters:

- 12.1. duties and responsibilities of office;
- 12.2. salary, expenses and accommodation;
- 12.3. vacation;

- 12.4. length of contract;
- 12.5. termination notice periods for both parties; and
- 12.6. pension scheme/superannuation.

13. Constitution and Membership of Church Council

- 13.1. Subject in the case of the first members of the Church Council to section 28 of the Act, and subject to Rule 20, the Church Council shall consist of:
 - 13.1.1. the minister, who shall be an ex-officio member of the Church Council of the Association and who shall also be the ex-officio vice-chairperson of the Church Council;
 - 13.1.2. the assistant minister who shall also be an ex officio member of the Church Council;
 - 13.1.3. the office-bearers of the Association; and
 - 13.1.4. 8 Ordinary Members,
each of whom (except the minister and the assistant minister) shall be elected every four years on the same day as the Annual General Meeting for that year.
- 13.2. Only Members of the Association who are eighteen (18) years of age or older shall be eligible to be elected as members of the Church Council.
- 13.3. The office-bearers of the Church Council shall be:
 - 13.3.1. the chairperson
 - 13.3.2. the vice-chairperson/minister;
 - 13.3.3. the treasurer,
 - 13.3.4. the secretary; and
 - 13.3.5. the public officer.
- 13.4. Each member of the Church Council (except the minister and the assistant minister) shall, subject to these Rules, hold office until the conclusion of the fourth Annual General Meeting following the date of the member's election, but shall be eligible for re-election.
- 13.5. In the event of a casual vacancy occurring in the membership of the Church Council, the Church Council may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these Rules, until the conclusion of the next General Meeting following the date of the appointment. The appointment shall be submitted for confirmation at that General Meeting and, subject to such confirmation, shall continue until the next regular election of the Church Council. If the appointment is not so confirmed, the Church Council shall as soon as practicable after the General Meeting appoint another member to fill the vacancy and the same procedure of submission for confirmation at the next General Meeting shall apply.

14. Election of Members of the Church Council

- 14.1. Nominations of candidates for election as members of the Church Council:
 - 14.1.1. shall be made in writing or verbally, signed or made by at least one other Member of the Association and accompanied by the written or verbal consent of the candidate (which may be endorsed on the form of nomination);

- 14.1.2. shall be delivered or made to the Secretary at least 21 days before the date fixed for the holding of the meeting or meetings at which the election is to take place;
- 14.1.3. shall be announced at least twice from the pulpit of every Church at which the Association conducts services; and
- 14.1.4. shall be displayed on the notice board, if any, at any property or properties owned or regularly used by the Association as a meeting place at least 14 days before the meeting or meetings referred to in Rule 14.1.2 above.
- 14.2. The Church Council shall consider all nominations received and shall be entitled to delete the names of those nominees who, after due consideration, it considers will not be able to take part in clerical and Church services in an appropriate manner.
- 14.3. If insufficient nominations are received and passed by the Church Council to fill all vacancies on the Church Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the meeting or meetings at which the election takes place.
- 14.4. If insufficient further nominations are received and passed by the Church Council, any vacant positions remaining on the Church Council shall be deemed to be casual vacancies.
- 14.5. If the number of nominations received and passed by the Church Council is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 14.6. If the number of nominations received and passed by the Church Council exceeds the number of vacancies to be filled, a secret ballot shall be held at each meeting referred to in Rule 15.1.
- 14.7. The ballot for the members of the Church Council shall be conducted by secret ballot in such usual and proper manner as the Church Council may direct.
- 14.8. The Church Council shall appoint the office-bearers from amongst its own members, as it deems fit.
- 14.9. The newly elected members of the Church Council shall be inducted into their respective offices at a Church service as soon as conveniently practicable after their election.

15. Holding of Elections for Members of the Church Council

- 15.1. The election of members of the Church Council shall be held at such time or times, at such meeting or meetings and at such place or places owned or regularly used as meeting places by the Association, as the Church Council shall determine.
- 15.2. Notice of the date, place or places and time or times for the meeting or meetings for election of members of the Church Council shall:
 - 15.2.1. be announced at least twice from the pulpit of every Church at which the Association conducts services;
 - 15.2.2. be displayed on the notice board, if any, at any property owned or regularly used by the Association as a meeting place at least 14 days before the meeting or meetings; and
 - 15.2.3. at least 14 days before the date fixed for the holding of the meeting or meetings, be sent by the Secretary by pre-paid post or by hand or by electronic means to each Member at the Member's Address appearing in the register of Members.
- 15.3. No Member shall be entitled to vote at more than one meeting at which the election takes place.

15.4. The aggregate of Members personally present at all meetings at which the election takes place on a day shall be used to determine whether a quorum is present. The quorum necessary for an election shall be the same as for a General Meeting of the Association. Notwithstanding anything contained elsewhere in these Rules, it shall not be necessary for such a quorum to be present at each meeting at which the election takes place provided that the said aggregate shall be calculated to determine whether a quorum is present for the purpose of the election of the Church Council. If the said aggregate does not constitute such a quorum then the Rules applying to the adjournment of a General Meeting shall apply with the necessary changes being made.

16. Secretary

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

16.2. It is the duty of the Secretary to keep minutes of:

16.2.1. all appointments of office-bearers and members of the Church Council;

16.2.2. the names of members of the Church Council present at a Church Council meeting or a General Meeting;
and

16.2.3. all proceedings at Church Council meetings and General Meetings and meetings at which the election of the Church Council takes place.

16.3. Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting and the Secretary or by the chairperson of the next succeeding meeting and the Secretary after they have been read and confirmed.

17. Treasurer

It is the duty of the Treasurer of the Association to ensure that:

17.1. all money due to the Association is collected and received and that all payments authorised by the Association are made; and

17.2. correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with activities of the Association.

18. Public Officer

At the first Church Council meeting after each Annual General Meeting and if a casual vacancy occurs, the Church Council shall appoint a Member of the Association who may or may not be an elected member of the Church Council, to be the Public Officer of the Association. The Public Officer shall hold office until another person is appointed in his or her place unless he or she resigns, becomes incapacitated or is removed by the Church Council. The powers and duties of the Public Officer shall be those set out in the Act and the Regulation. If not otherwise a member of the Church Council, the Public Officer shall be an ex officio member of the Church Council.

19. Casual Vacancies

For the purpose of these Rules, other than for the Minister and the Assistant Minister, a casual vacancy in the office of a member of the Church Council occurs if the member:

19.1. dies;

- 19.2. ceases to be a Member of the Association;
- 19.3. becomes an insolvent under administration within the meaning of the *Corporations Act 2011* (Cth);
- 19.4. resigns office by notice in writing given to the Secretary;
- 19.5. is removed from office under Rule 20;
- 19.6. becomes bankrupt or makes an arrangement or composition with his or her creditors generally;
- 19.7. holds any office of profit in or under the Association;
- 19.8. is directly or indirectly concerned or interested in any contract or proposed contract with the Association unless he or she discloses or has disclosed such concern or interest to the Church Council and the Church Council by ballot at which the Member is not present, otherwise resolves;
- 19.9. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 19.10. is absent without the consent of the Church Council from 3 consecutive meetings of the Church Council;
- 19.11. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- 19.12. is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the *Corporations Act 2001* (Cth).

20. Removal of Member of the Church Council

- 20.1. The Association in General Meeting specially called for that purpose may by resolution passed by a majority of two-thirds of Members present in person, remove any member of the Church Council from the office of member of the Church Council before the expiration of the member's term of office and may by ordinary resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 20.2. Where a member of the Church Council to whom a proposed resolution referred to in Rule 20.1 relates makes representations in writing (not exceeding a reasonable length) to the chairperson or the Secretary and requests that the representations be notified to the Members of the Association, the chairperson or the Secretary may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Meetings and Quorum of Church Council

- 21.1. The Church Council shall meet at least once every month at such place and times as the Church Council may determine. The Church Council may otherwise adjourn and otherwise appoint and regulate its meetings as it sees fit.
- 21.2. Additional meetings of the Church Council may be convened by any 3 members of the Church Council.
- 21.3. Oral or written notice of a meeting of the Church Council must be given by the Secretary or the chairperson of the Church Council to each member of the Church Council at least 7 days (or such other period as may be unanimously agreed on by the members of the Church Council) before the time appointed for the holding of the meeting.
- 21.4. Notice of a meeting given under Rule 21.3 shall specify the general nature of the business to be transacted at the meeting.
- 21.5. Each meeting will be opened and closed with a Bible reading or a prayer.

- 21.6. One half of the members of the Church Council constitute a quorum for the transaction of the business of a meeting of the Church Council.
- 21.7. No business shall be transacted by the Church 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 shall stand adjourned to the same place and at the same hour of the same day in the following week.
- 21.8. If at the adjourned meeting a quorum is not present within half an hour of the time of the time appointed for the meeting, the meeting shall be dissolved.
- 21.9. At the meeting of the Church Council:
 - 21.9.1. the chairperson shall preside; or
 - 21.9.2. when the chairperson is absent or unable or unwilling to act, such one of the remaining members of the Church Council as may be chosen by the members present at the meeting shall preside.

22. Delegation by Church Council to Sub-Committee

- 22.1. The Church Council may, by instructions in writing or by resolution, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Church Council thinks fit), the exercise of such of the functions of the Church Council as are specified in the instrument or resolution, other than any of the following:
 - 22.1.1. this power of delegation; and
 - 22.1.2. a function which is a duty imposed on the Church Council by the Act or by any other law.
- 22.2. A function, the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject of the delegation, or as to time or circumstances, as may be specified in the instrument of delegation.
- 22.4. Notwithstanding any delegation under this Rule, the Church Council may also continue to exercise any delegated function.
- 22.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Church Council.
- 22.6. The Church Council may, by instrument in writing or by resolution, revoke, wholly or in part, any delegation under this Rule.
- 22.7. A sub-committee may meet and adjourn as it thinks proper.

23. Voting and Decisions of the Church Council and Sub-Committees

- 23.1. Questions arising at a meeting of the Church Council or of any sub-committee shall be determined by a majority of the votes of members of the Church Council present at the meeting unless otherwise stipulated in these Rules.
- 23.2. Each member of the Church Council present at a meeting of the Church Council or of any sub-committee appointed by the Church Council (including the person presiding at the meeting) is entitled to one vote but, in the event of any equality of votes on any question, the chairperson may exercise a second or casting vote.

- 23.3. Subject to Rule 22.7, the Church Council may act notwithstanding any vacancy on the Church Council but if and for so long as their number is reduced below the number fixed for a quorum by or pursuant to these Rules, the continuing member or members of the Church Council may meet for the purpose of increasing the number of members of the Church Council from amongst the Members of the Association or of summoning a special meeting of the Association, but for no other purpose.
- 23.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Church Council or a sub-committee appointed by the Church Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Church Council.

24. Holding of Annual General Meetings

- 24.1. With the exception of the first Annual General Meeting of the Association, the Association shall, before 31 May in each calendar year, convene an Annual General Meeting of its Members.
- 24.2. The Association shall hold its first Annual General Meeting:
- 24.2.1. within 6 months after the close of the Association's financial year; or
- 24.2.2. within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual General Meeting - Calling Of and Business At.

- 25.1. The Annual General Meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date in each year and at such place and time as the Church Council thinks fit.
- 25.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- 25.2.1. to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
- 25.2.2. to receive and if thought fit approve the Church Council's annual report on the activities of the Association during the last preceding financial year and to receive and if thought fit approve the Treasurer's financial report;
- 25.2.3. to elect Honorary Members, if any, of the Association;
- 25.2.4. to receive and consider any statement or report which is required to be submitted to Members of the Association under the Act;
- 25.2.5. to appoint a firm of chartered accountants, to certify that the books of the Association have been kept in accordance with generally accepted accounting principles if they have in fact been so kept; and
- 25.2.6. to transact any other business which may conveniently or properly be transacted.
- 25.3. An Annual General Meeting must be specified as such in the notice calling it.

26. Calling of Special General Meetings

- 26.1. The Church Council may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 26.2. The Church Council shall on the written requisition of at least 20 Members of the Association lodged with the Secretary, convene a Special General Meeting of the Association.
- 26.3. A requisition of Members for a Special General Meeting:

- 26.3.1. shall state the purpose or purposes of the meeting;
 - 26.3.2. shall be signed by the Members making the requisition;
 - 26.3.3. shall be lodged with the Secretary; and
 - 26.3.4. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 26.4. If the Church Council fails to convene a Special General Meeting to be held within 1 month after the 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 General Meeting to be held not later than 3 months after that date.
- 26.5. A Special General Meeting convened by a Member or Members as referred to in Rule 26.4 shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Church Council.

27. Notice of Annual General Meetings

- 27.1. Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association:
- 27.1.1. the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post or by hand or by electronic means to each Member at the Member's Address appearing in the register of the Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting;
 - 27.1.2. the Minister or the Assistant Minister or a member of the Church Council shall announce the same information at no less than 2 consecutive Sunday services conducted at every Church by the Association before the meeting; and
 - 27.1.3. a copy of the notice shall be displayed on the Association's notice board, if any, at any property owned or regularly used by the Association as a meeting place at least 14 days before the meeting referred to in Rule 26.1.
- 27.2. Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner provided in Rule 27.1.1, the intention to propose the resolution as a special resolution.
- 27.3. No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 25.2.
- 27.4. A Member desiring to bring any business before a General Meeting may give not less than 28 days notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

28. Quorum for General Meeting

- 28.1. No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 28.2. 20 Members present in person (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

- 28.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 28.4. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present shall constitute a quorum.

29. Presiding Member

- 29.1. The chairperson of the Church Council shall preside as chairperson at each General Meeting of the Association.
- 29.2. If the chairperson of the Church Council is absent from a General Meeting or is unable or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

30. Adjournment

- 30.1. The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.2. Where a General Meeting is adjourned for 30 days or more:
- 30.2.1. the Secretary shall give written 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;
- 30.2.2. the Minister or the Assistant Minister or a member of the Church Council shall announce the same information at no less than 1 Sunday service conducted at every Church by the Association before the meeting; and
- 30.2.3. a copy of the notice shall be displayed on the notice board, if any, at any property owned or used by the Association as a meeting place at least 14 days before the adjourned meeting.
- 30.3. Except as provided in Rules 30.1 and 30.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Grievances

It is the responsibility of every General Meeting to assist the Association to promote a religious life among its Members and to draw the attention of the Association to any grievances of which it becomes aware.

32. Making of Decisions at General Meetings

- 32.1. Each meeting will be opened and closed with a Bible reading or a prayer.
- 32.2. A question arising at a General Meeting of the Association shall be determined on a show of hands and, unless before the vote is taken or before or on the declaration by the chairperson, a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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. The demand for a poll may be withdrawn.

32.3. At a General Meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 Members present in person at the meeting.

32.4. Where a poll is demanded at a General Meeting, it shall be taken:

32.4.1. immediately in the case of a resolution which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

32.4.2. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

33. Special Resolution

33.1. A resolution of the Association is a special resolution if:

33.1.1. it is passed by a majority which comprises not less than three-quarters of such Members of the Association as are present in person and, being entitled under these Rules to do so, vote at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

33.1.2. where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in Rule 33.1.1, the resolution is passed in a manner specified by the Director-General.

34. Voting at General Meetings

34.1. Upon any question arising at a General Meeting of the Association a Member entitled to vote has one vote only.

34.2. Only Members of the Association present can vote.

34.3. In the case of an equality of votes whether on a show of hands or on a poll on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

34.4. Each Ordinary Member and Honorary Member, the Minister and the Assistant Minister present at a General Meeting shall have one vote.

34.5. The Church Council will be entitled to make rules, not inconsistent with these Rules, covering the procedure at General Meetings.

35. Insurance

The Association may effect and maintain insurance.

36. Funds - Source

36.1. The funds of the Association shall be derived from tithes, appeals, offerings, contributions, donations, rents and such other sources as the Church Council determines.

36.2. 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.

36.3. the Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds - Management

37.1. Subject to any resolution passed by the Association in General Meeting and to these Rules, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Church Council determines.

37.2. All payments of \$100.00 or more shall be made by cheque and/or electronic funds transfer.

37.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Minister or the Assistant Minister and one other member of the Church Council or by any 2 members of the Church Council or by 2 employees of the Association authorised to do so by the Church Council.

37.4. All accounts shall be presented to and passed for payment at a Church Council meeting and all details of all such approvals shall be entered in the minute book.

38. Secured Borrowings

The amount of any borrowing made by the Association on the security of any property owned by the Association must not exceed two thirds of the value of that property as stated in a certificate or report made within at least a year before the borrowing being either:

38.1. a certificate of valuation under the *Valuation of Lands Act 1916* (NSW); or

38.2. a report as to the value of the property made by a valuer of land who is a member of the Australian Valuers Institute.

39. Use of Funds and Donations

39.1. The funds of the Association shall be used for the objects of the Association.

39.2. Donations and bequests received by the Association shall be dealt with as nearly as practicable according to the wishes of the donor or testator. If no such wish has been expressed, the funds shall be used in the manner described in Rule 39.1.

40. Confidentiality

Every member of the Church Council or of any sub-committee of the Church Council and every other officer for the time being of the Association shall observe strict confidentiality respecting all information concerning the Association and its Members, whether financial or otherwise, obtained or which may come to his or her knowledge in the course of performing his or her duties or as a result of his or her position and he or she shall not reveal the same to any other person except when so required to do by the Church Council or by a Court of competent jurisdiction or other properly constituted authority and except to the extent necessary to comply with these Rules. This provision shall continue to bind the Member or officer after he or she ceases to be a Member or officer, as the case may be, without limitation in time.

41. Alteration of Objects and Rules

This Statement of Objects and Rules may be altered, rescinded or added to only by a special resolution of the Association passed by a three-quarter majority vote of Members of the Association who are entitled to vote and are present in person at a General Meeting called for that purpose.

42. Authentication of Documents

- 42.1. Any document requiring authentication by the Association may be authenticated by the Secretary.
- 42.2. Any contract or other document requiring signature may be executed by the Secretary and the Minister or one other member of the Church Council or by 2 members of the Church Council.
- 42.3. Any deed may be executed by any duly authorised agent or attorney on behalf of the Association.

43. Custody of Books, etc.

- 43.1. Except as otherwise provided by these Rules, the Public Officer or the Minister shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.
- 43.2. The records, books and other documents of the Association shall be open for inspection, free of charge, by a Member of the Association at any reasonable hour but a Member shall not be entitled to make any copy thereof or take any extract therefrom nor shall he or she be entitled to inspect any confidential document of the Association.

44. Service of Notices

- 44.1. For the purpose of this Constitution, a notice may be served on or given to a person:
 - 44.1.1. by delivering it to the person personally;
 - 44.1.2. by sending it by pre-paid post to the address of the person; or
 - 44.1.3. by sending it by facsimile or email transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 44.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - 44.2.1. in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - 44.2.2. 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
 - 44.2.3. in the case of a notice sent by facsimile or email 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.

45. Investment of Surplus Funds

Any surplus funds of the Association shall be invested in such manner as the Church Council from time to time determines having regard to the matters which a trustee must have regard when exercising the trustee's power of investment under the *Trustee Act 1925*.

46. Financial Year

The financial year shall commence on 1 January and conclude on 31 December in each year.

47. German Language

The German language will be used wherever practicable in meetings and services of the Association.

48. Auditor

- 48.1. True accounts shall be kept of all moneys received and expended by the Association and of the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same as may be imposed in accordance with these Rules, shall be open to the inspection of Members.
- 48.2. Once at least in every year such accounts together with a balance sheet shall be examined by a firm of chartered accountants as nominated by the Church Council and ratified by the Annual General Meeting to confirm that the books have been kept according to generally accepted accounting principles.

49. By-Laws

The Church Council shall have power from time to time to make, repeal and amend all such by-laws and regulations (not inconsistent with these Rules) as it shall think expedient for the conduct of the business and the management and well-being of the Association, and such by-laws and regulations shall be binding upon the Members until repealed by the Church Council or set aside by a resolution of a General Meeting of Members of the Association.

50. Surplus Property

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 paid to or distributed to a Member or former Member of the Association but, subject to the Act and any other applicable legislation or court order, shall be given or transferred to some other institution or institutions:

- 50.1. having objects similar to or inclusive of the objects of the Association; and
- 50.2. which shall also prohibit the distribution of its or their property among its or their Members,
- such institution or institutions to be determined by the Members of the Association in a General Meeting at or before the time of dissolution with such determination by the Members to be confirmed by the EKD in Germany. In the event that agreement as to such distribution cannot be reached then the decision of the EKD in Germany shall prevail.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

German Lutheran Church Sydney Incorporated

I,

[full name of applicant]

of

[address of applicant]

[occupation of applicant]

hereby apply to become a member of the German Lutheran Church Sydney. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

Signature of applicant

Date:

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

Signature of proposer:

Date:

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

Signature of seconder:

Date: