



REVISED CONSTITUTION FOR AUCKLAND COMMUNITY CHURCH

Approved at the AGM on 04 March 2001

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Constitution final.doc

1.0 NAME

The name of the Church (as in the body of people) is the Auckland Community Church - hereafter referred to as the 'Church'.

2.0 AIMS

To worship God and proclaim the Word of God to all people.

To provide a caring non-denominational community in which people can:

- worship together
- be supported and supportive and enjoy fellowship together

To promote, both through the churches and in the community at large an understanding and acceptance of all persons, in particular those who are gay, lesbian, bisexual, transsexual or transgender.

To provide opportunities for personal acceptance, exploration and growth for each person's spiritual journey (through such means as counselling services, fellowship activities, study groups and worship)

.2.1 The aims for which the Church is established shall be restricted at all times to operation within New Zealand.

3.0 DEFINITIONS

3.1 aims the aims of the Church shall be as in section 2.0

"Board" the governing body of the Church

"Board Member" a member of the Board

"Chair" the person chairing a meeting

congregation the body of membership of the Church

"member" a member of the Church as set out in section 4.4

"office" the Chairperson, Secretary, and Treasurer of the Board

officers the incumbent(s) of an office

4.0 STRUCTURES

4.1 BOARD

4.1.1 BOARD MEMBERSHIP

4.1.1.1 The Board shall consist of not less than six (6) and no more than twelve (12) members duly elected each year at the Annual General Meeting. The Annual General Meeting prior to any election of Board Members shall determine the number between six and twelve.

4.1.1.2 The Board may resolve to end the tenure of a Board Member if a Board Member:

- i. fails to attend three (3) consecutive Board meetings (not including Special Meetings) without leave from the Board; or,
- ii. resigns by notice in writing; or,
- iii. ceases to be a member of the Church; or,
- iv. becomes insolvent or bankrupt; or,
- v. becomes of unsound mind or becomes a protected person under the Protection of Personal and Property Rights Act 1988 or any statute in substitution thereof; or,
- vi. during the tenure as Board Member is convicted of an offence involving dishonesty or violence; or,
- vii. fails in the opinion of the majority of Board Members, to discharge his or her duties as a Board Member in a proper, diligent, and responsible manner.

4.1.1.3 The power given in clause 4.1.1.2 shall not be exercised by the Board without first giving fourteen (14) days written notice of the allegation(s); and, without first giving the Board Member an opportunity to respond in writing and/or in person to such allegation(s) and that the Board has given a fair and proper hearing within the expression "natural justice" to such a Board Member before passing any resolution so removing the said Board Member. The Board Member subject to the allegation(s) shall be entitled to vote on the said resolution. The Board Member however may be excluded from the Board's deliberations concerning the resolution following the right of that Board Member to make representations to the Board. The passing of such a resolution does not in itself give effect to clause 4.4.3 regarding membership of the Church.

4.1.2 NOMINATION AND ELECTION OF THE BOARD AND OFFICERS

4.1.2.1 Nominees and nominators shall be members of the Church.

4.1.2.2 No later than three (3) weeks prior to the date of the Annual General Meeting, the Board shall appoint a Committee, to be known as the Nominating Committee. This shall consist of three (3) members.

4.1.2.3 The duties of the Nominating Committee shall be to receive nominations, with consent of those nominated, and to prepare a list for the election of Board Members. Nominations may also be made from the floor of the Annual General Meeting providing the nominator has the consent of the nominee.

4.1.2.4 If the names of more than the number of Board Members to be elected are placed in nomination, the member(s) who receives the highest vote up to the number to be elected, shall be declared elected. In the event of a tie for the last position of Board Member, then the successful nomination shall be determined by drawing of lot.

4.1.2.5 The Nominating Committee shall be disbanded at the conclusion of the election of the Board.

4.1.2.6 In the event of a Board Member ending tenure during his/her term the Board may decide to fill the vacancy by co-opting a member to complete that term. When the resignation reduces the number of Board members to less than the minimum specified in clause 4.1.1.1, the Board must co-opt a new member.

4.1.2.7 The Board may co-opt extra persons (being members) for specific purposes either temporarily or until the next Annual General Meeting.

4.1.2.8 At the Board's first meeting (to be held not more than two (2) weeks after the Annual General Meeting) the Board shall elect by majority from amongst its members people to hold the offices of:

- Chairperson,
- Secretary,

- Treasurer;

provided that no person shall hold more than one office at the same time. This meeting is not a Regular Meeting for the purpose of clause 4.1.5.3 (requirement for notice). Other business considered by the Board as being of an urgent nature may be dealt with at such a meeting.

4.1.2.9 When an office becomes vacant in the event of the resignation of or the granting of leave of absence to an officer, the Board shall appoint an appropriate replacement or Deputy from amongst its members.

4.1.3 DUTIES AND POWERS OF THE BOARD

In furtherance of the exclusively charitable objects aims and purposes the Board may exercise the following powers.

4.1.3.1 The Board shall at all times pursue the attainment of the aims of the Church.

4.1.3.2 The Board shall have the government control, direction, and management of the Church and all property at any time effected under this constitution.

4.1.3.3 The Board may form committees in relation to particular tasks. The Chairperson shall ex-officio be a member of all such committees, except the Nominating Committee. Committees, in addition to Board Members, may also include members (other than Board members), and non-members at the discretion of the Board.

4.1.3.4 The Board shall determine the function, tasks, membership, and term of a committee. By virtue of clause 4.1.3.2 a committee shall always be accountable to the Board.

4.1.3.5 The Board shall receive at its meetings (other than Special Meetings) reports from its officers, committees, and employees on the execution of their duties; and shall decide on any matters arising from these reports or from general discussion.

4.1.3.6 The Board has responsibility for the worship and the rites of the Church.

4.1.3.7 The Board shall ensure that, in general, services reflect the current wishes of members. The Board may encourage some innovations and experimentation in styles of worship and rites to reflect the nature of the Church .

4.1.3.8 The Board shall be responsible for the property and funds vested in the Church.

4.1.3.9 The Board may without reference to a congregational meeting:

- i. open and operate on such bank accounts in the name of the Church established hereby as they think fit;
- ii. sign, draw, accept, endorse, or otherwise execute cheques, bills of exchange, or other negotiable instruments;
- iii. invest or deposit money on any mortgage or security;
- iv. purchase, lease, hire, or otherwise acquire any real or personal property or an interest in the same;
- v. receive or take any gift of property, real or personal, for any of the aims whether subject to any special trust or not;

4.1.3.10 The Board may, in consultation with the congregation:

- i. issue bills of exchange and other negotiable securities or transferable instruments;
- ii. borrow money with or without security;
- iii. take legal proceedings involving the property or affairs of the Church;
- iv. enter into partnership or relationship with any other entity that advances the aims of the Church but does not offer a pecuniary advantage to the partner.

4.1.3.11 For the purposes of clauses 4.1.3.9 and 4.1.3.10 the signatories on behalf of the Board shall be a minimum of three (3) Board Members (as determined by the Board) of which any two shall sign the aforesaid items.

4.1.3.12 The Board shall be responsible for the use of the buildings made available to the congregation so as to comply with any conditions stipulated by the owners of the buildings.

4.1.3.13 The Board shall be responsible for the appointment of a suitably qualified auditor for the annual accounts.

4.1.4 DUTIES OF THE OFFICERS

4.1.4.1 The Chairperson shall ;

- i. preside over Board Meetings and be an ex officio member of all committees formed by the Board, except the Nominating Committee.
- ii. promote, through the office the aims of Auckland Community Church, through churches, community and allied organisations.
- iii. present an Annual Report to the Annual General Meeting on the activities of the Church.

4.1.4.2 The Secretary shall:

- i. keep adequate records for the Church; including but not limited to, reports, and minutes of Board Meetings,
- ii. circulate Board meeting minutes to the Board Members promptly following meetings.

4.1.4.3 The Treasurer shall:

- i. be responsible for all moneys received from offerings, functions etc, and deposit same in the bank account as required by the Board. He/she shall also disburse same as required by the Board.
- ii. keep and maintain the accounts and records, which at all time shall be open to the inspection of the Chairperson, the Board, and any authorised auditors.
- iii. present a Report at the Annual Meeting of the Church, and at each Board Meeting.

4.1.4.4 Where an office is shared by two or more people they are jointly responsible for the duties of that office.

4.1.5 BOARD AND COMMITTEE MEETINGS

4.1.5.1 Regular meetings of the Board, other than Special Meetings, shall be held at least once every two months. Special Meetings may be called by the Chairperson, or not less than one third (1/3) of the Board Members to consider specific business.

4.1.5.2 At Board meetings the Chair shall be the Chairperson of the Board, except that if the Chairperson is absent a deputy shall be appointed by the meeting.

4.1.5.3 Board Meetings shall be open to members or non-members with the express permission or invitation from the Board.

4.1.5.4 Notice of Regular Board meetings shall be notified at the preceding service.

4.1.5.5 The Board may at any time decide to go into committee, although it may admit specific persons to all or part of that private discussion.

4.1.5.6 A quorum of the Board shall be a majority of the total Board.

4.1.5.7 Only Board Members (including ex-officio and co-opted) are entitled to vote at Board meetings. The Chair shall be entitled to a deliberative vote only and shall not be entitled to a casting vote.

4.1.5.8 Board Members with a pecuniary interest, whether directly or indirectly, on a matter before the Board shall disclose the nature and extent of that Board Member's interest to the rest of the Board and shall not vote on that matter.

4.1.5.9 Meetings of committees may decide on business by consensus.

4.2 CLERGY

4.2.1 The Board invites clergy to participate in the worship or rites of the Church as it sees fit. The Board may employ a Pastor or Pastors.

4.2.2 Where a Pastor is employed, the incumbent shall be an ex officio member of the Board, and be accountable to the Board. The incumbent shall not be eligible for an appointment as an officer of the Church.

4.2.3 Where a Pastor is employed the clauses contained in section 4.3 shall apply.

4.2.4 In order to enhance consultation and communication, a meeting shall be held, at least once during the term of the Board, between the Board and clergy who are regularly invited to participate in accordance with clause 4.2.1 .

4.3. EMPLOYEES

4.3.1 The Board may, in consultation with the congregation, appoint employee(s) to carry out specific tasks.

4.3.2 The Board shall determine the terms and conditions of employment. All employees shall be engaged under the terms of a written contract. All such contracts shall meet the terms of the Employment Relations Act 2000 or any act in substitute thereof. Any variation to the terms of such employment has to be recorded in writing and executed on behalf of the Board and the employee respectively.

4.3.3 Employees shall be accountable to the Board.

4.4 MEMBERSHIP OF THE CHURCH

4.4.1 Membership shall be open to all who support the aims of the Church, with their individual consent and the approval of the Board.

4.4.2 Members names will be entered on the list of members subject to his/her consent. The list shall remain confidential to the Board.

4.4.3 Membership shall cease when:

- i. the Board considers that a member is no longer supporting the aims of the Church, having first given the member an opportunity to respond in writing and/or in person to the reasons given and that the Board has given fair and proper hearing within the expression of natural justice to such member before passing any resolution so cancelling the membership; or,
- ii. the Board considers that contact with a member has been lost and that reasonable attempts to make contact have been unsuccessful ; or,
- iii. a member resigns in writing; or,
- iv. the member has died.

4.5 CONGREGATIONAL MEETINGS

4.5.1 ANNUAL GENERAL MEETING

4.5.1.1 The Board shall convene an Annual General Meeting not later than the end of March in each calendar year.

4.5.1.2 At this meeting members shall:

- i. receive the minutes of the previous Annual General Meeting and any subsequent

- special meetings.
- ii. consider the Chairperson's Annual Report of the activities of the Church.
- iii. the Treasurer shall present a detailed Statement of Accounts which shall be subject to audit.
- iv. determine the number of Board Members and elect same as set out in clause 4.1.
- v. to hear and discuss issues raised by members.
- vi. to transact other business as determined by the outgoing Board.

4.5.2 SPECIAL GENERAL MEETINGS

4.5.2.1 Special meetings may be called by:

- i. the Board, at their discretion; or,
- ii. the Chairperson of the Board upon receiving a request in writing for such a meeting, stating the reason for having the meeting and signed by not less than six (6) members of the congregation.

4.5.2.2 The business attended to at a Special meeting will be limited to the reason for which the meeting was called.

4.5.3 PROCEDURAL MATTERS:

4.5.3.1 Notice of congregational meetings shall be notified at services for three successive services prior to the meeting.

4.5.3.2 At congregational meetings the Chair shall be the Chairperson of the Board, except that if the Chairperson is absent a deputy shall be appointed by the meeting.

4.5.3.3 For the purposes of any election the meeting shall be chaired, for period of that section of the meeting, by a person not seeking election.

4.5.3.4 Congregational meetings shall be open to all members, and other non-members at the discretion of the Chair.

4.5.3.5 Business of the congregational meetings shall be carried by a simple majority of those members present.

4.5.3.6 Twelve members of the congregation shall constitute a quorum.

5.0 EFFECT OF INCOME TAX ACT

5.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Church.

5.2 No pecuniary profit shall be made by any member of the Church, except that:

- i. any member may receive full reimbursement for all expenses properly incurred by that member in connection with the affairs of the Church;
- ii. the Board may pay reasonable and proper remuneration to any member or servant of the Church (whether a member or not) in return for services actually rendered to the Church;
- iii. any member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that member or any firm or entity of which that person is a member employee or associate in connection with the affairs of the Church;
- iv. any member may retain any remuneration properly payable to that member by any company or undertaking with which the Church may be in any way concerned or involved for which that member has acted in any capacity whatever, notwithstanding that that member's connection with that company or undertaking is in any way attributable to that member's connection with the Church.

5.3 Notwithstanding anything contained or implied in this Constitution, any person who is:

- i. a member or Committee member of the Board; or
- ii. a shareholder or director of any company carrying on any business of the Church;
or
- iii. a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Church; or
- iv. an associated person (as defined by the Income Tax Act 1994) of any such settlor, trustee, shareholder or director

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount or any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

Provided always:

The Board shall not lend money nor lease property or assets at less than current commercial rates, having regard to the nature and terms of the loan and lease to any person (as defined in the Income Tax Act 1994)

- i. who is a member of the Church Board; or
- ii. who is a shareholder or director of any company by which any business of the Church Board is carried on; or
- iii. who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Church Board is carried on; or
- iv. if that person or that company and the settlor or trustee or shareholder or director referred to in any one of the foregoing paragraphs of this proviso are associated persons as that term is defined in the Income Tax Act 1994.

Any person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason of his or her rendering professional services to the Church or to any company by which any business of the Church is carried on, be in breach of the terms of this clause.

The Board or Executive Members, in determining all reimbursements, remuneration and charges payable in terms of this clause, shall ensure that the restrictions imposed are strictly observed.

5.4 Any person who is or may in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Board is or may be in any way concerned or involved, shall disclose that nature and extent of that persons interest to the Board, and shall not take any part whatever in any deliberations of the Board concerning any matter which that person is or may be interested other than as a member of the Board.

5.5 Money or property held by the Church shall be applied only within New Zealand and solely in promoting the aims.

5.6 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

6.0 CHANGES TO THE CONSTITUTION

6.1 No change may be made to the principles herein stated unless agreed by sixty percent of those members attending the meeting of the congregation at which the change is decided on.

6.2 No addition to or alteration or rescission of this Constitution shall be approved if it

affects the Effect Of Income Tax Act 1976 clause or any statute in substitution thereof or the Winding Up clause without the Inland Revenue Department's approval.

7.0 WINDING UP

7.1 If upon winding up or dissolution of the Church there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Church. Such remaining property shall be given or transferred to some other charitable organisation having objects similar to the objectives of this Church within New Zealand as the Board decides with the proviso that any moneys that were received for a specific charitable purpose shall, if practicable be used for that purpose. In the event of default (the Board being unable to decide), the remaining assets are to be distributed as a Judge of the High Court directs.

7.2 All books, documents, and other records of the Church shall be deposited with the New Zealand Gay and Lesbian Archives held at the Alexander Turnbull Library or at such other place as may then be designated as the repository for such archives.