

# **The Constitution of Open Road Community Church**

**ABN 90 956 265 936**

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**A Ministry of Queensland Baptists**



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# Constitution of Open Road Community Church

Australian Business Number 90 956 265 936  
An Unincorporated Association

## 1. Definitions

In these rules, words and phrases have the meaning set out below:

**ACNC** means the Australian Charities and Not-for-profits Commission.

**ACNC Act** means Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time.

**AGM** means annual general meeting.

**Church** means Open Road Community Church as described in section 2.

**Committee and Committee Members** means the church's committee of management and the members of the committee of management respectively (see rule 13.2)

**General Meeting** means the meetings of members of the association as described in rule 16, consisting of AGMs and special general meetings.

**Purposes** means the charitable purposes of the association as described in rule 4.1.

**Queensland Baptists (QB)** means **The Baptist Union of Queensland**

**Registered Charities** means charities registered with the ACNC.

**Special Resolution** means a resolution of members:

- of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- that is passed at a **general meeting** by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

## 2. Preliminary

2.1 The name of the **church** is Open Road Community Church.

2.2 The **church** is an unincorporated association.

2.3 The **church** is established to be, and continue as, a charity.

2.4 This constitution is intended to be binding on members of the **church** and enforceable by courts in Queensland.

## 3. Alteration of Constitution

3.1 Subject to rule 3.2 below, this constitution may be changed, added to, or replaced by **special resolution** of the **church's members** at a **general meeting**. This includes a change to the **church's** name.

3.2 The **members** must not pass a **special resolution** that amends these rules if passing it causes the **church** to no longer be a charity.

3.3 Any changes to the constitution must be communicated to Queensland Baptists.

## 4. Charitable Purposes and Not-For-Profit Status

4.1 The charitable subtype of the church, as defined by the ACNC, is **ADVANCING RELIGION**.

4.2 The **church** will **ADVANCE THE CHRISTIAN RELIGION** by pursuing the following charitable purposes:

- establishing and operating a church;
- offering opportunities for public worship at the church;
- undertaking religious ceremonies such as baptisms, weddings, and funerals at the church;
- providing religious education, such as Sunday school programs;

- nurturing the spiritual development of members by holding meetings for corporate worship;
  - providing information regarding Christian beliefs and the activities of the organisation to members and the general public;
  - providing pastoral care to members to nurture their spiritual development; and
  - undertaking other activities consistent with the above.
- 4.3 The **church** may do all things that help it to achieve these **purposes**, in accordance with these rules.
- 4.4 The **church** and its **Committee** may only do things and use the income and assets of the **church** (including those held on trust for the **church** or its **purposes**) for the **purposes**.
- 4.5 The **church** must operate consistently with legal requirements for **registered charities**.
- 4.6 The **church** must not distribute any income or assets, directly or indirectly, to its members.
- 4.7 Rule 4.6 does not stop the **church** from doing the following things, provided they are done in good faith (fairly and honestly):
- paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **church**, or
  - making a payment or providing a benefit to a member in carrying out the **church's** charitable **purposes**.

#### Indemnity

- 4.8 To the extent possible under law, members (including **Committee Members**) are entitled to be indemnified out of the assets held for the **church** for any debts or liabilities incurred personally by a member when acting on behalf of the **church**, so long as the member was:
- i. authorised by the **church** to take that action, and
  - ii. acting in good faith (fairly and honestly) and in the best interests of the **church**.
- 4.9 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the **church**. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 4.10 To the extent permitted by law, and if the **Committee** considers it appropriate, the **church** may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the **church** (including a **Committee Member**) against any liability incurred by that person as a member of the **church** (including as a **Committee Member**).

#### 5. Doctrinal Statement & Ordinances

- 5.1 It is a fundamental condition of membership of Open Road Community Church that a member affirms belief in the following Doctrinal Statement:
- The Divine inspiration and supreme authority of the Old and New Testaments.
- i. The existence of one God in three persons - the Father, the Son, and the Holy Spirit.
  - ii. The Deity, Incarnation, and virgin birth of the Lord Jesus Christ, who is the Son of God, the Second Person in the Holy Trinity.
  - iii. The fallen sinful and lost condition of all people.
  - iv. The salvation of people from the penalty and power of sin, through the perfect obedience of the Lord Jesus Christ, His atoning death, His resurrection from the dead, His ascension to the right hand of the Father and His unchanging Priesthood.
  - v. The immediate work of the Holy Spirit in the regeneration of people, in their sanctification and in their preservation to the Heavenly Kingdom of the Lord Jesus Christ.
  - vi. The necessity, in order to obtain salvation, of repentance towards God and of faith in the Lord Jesus Christ.
  - vii. The resurrection of the dead and the final judgement of all people by the Lord Jesus Christ.
  - viii. The two ordinances of the Lord Jesus Christ - namely, Baptism and the Lord's Supper which are of perpetual obligation. Open Baptism being for Believers upon the profession of their

Faith in the Lord Jesus Christ and a symbol of the fellowship of the regenerate in His death, burial, and resurrection; the Lord's Supper being a memorial, until He comes, of the sacrifice of the body and the blood of the Lord Jesus Christ

5.2 The **members** must not pass a **special resolution** that amends this constitution if passing it causes this Doctrinal Statement to be violated.

## 6. Funds and Assets

6.1 The **Committee** must establish policies about the holding and management of funds and assets on behalf of the **church** or its **purposes**, and that set out who oversees these funds and assets and who can make decisions about them.

6.2 The sale or purchase of any real property of the church, or any significant transactions affecting real property owned or used by the church, shall only be approved by **special resolution** at a **general meeting**.

6.2 The **church** must satisfy any obligations that apply to the use of assets over which a trust exists.

6.3 The **church** can receive funding from:

- i. donations;
- ii. grants;
- iii. fundraising;
- iv. rent;
- v. interest; and
- vi. any other lawful sources approved by the **Committee** that are consistent with furthering the **church's purposes**.

## 7. Financial Year

7.1 The financial year of the **church** is from 1 July to 30 June, unless the **Committee** passes a resolution to change the financial year.

## 8. Record-Keeping

8.1 The **church** must make and keep written financial records that:

- i. correctly record and explain the **church's** transactions and financial position and performance, and
- ii. enable true and fair financial statements to be prepared and to be audited.

8.2 The **church** must also keep written records that correctly record its operations and be able to produce these records if required by law.

8.3 The **church** must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).

8.4 The **Committee** must take reasonable steps to ensure that the **church's** records are kept safe.

## 9. Contracts

9.1 As an unincorporated association, the **church** cannot enter into contracts in its own name. If the **church** must sign a contract, Queensland Baptists shall be asked to sign in place of the **church**.

## 10. Membership

10.1 Anyone who supports the **purposes** (section 4), believes in the **Doctrinal Statement** (section 5), is **baptised** according to the **Doctrinal Statement** (section 5), and agrees to be bound by this constitution can apply to join the **church** as a member.

10.2 The **Committee** decides the process for receiving and approving or rejecting membership applications.

10.3 After the **Committee** has approved or rejected a membership application, the **Committee** must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the **church** does not have to give reasons.

10.4 There shall be no membership fee or joining fee, nor shall there be any compulsory giving including tithes and offerings. All giving to the church is to be done freely.

10.5 When membership is suspended, a member cannot exercise their members' rights such as voting at a **general meeting**.

10.6 A person immediately stops being a member if:

- i. their membership is cancelled under these rules;
- ii. they resign by writing to the **Committee**; or
- iii. they die.

## 11. Register of Members

- 11.1 The **church** must maintain a register of members.
- 11.2 Members' names and contact details (an email address is sufficient instead of other contact details, if the **Committee** approve this) must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.
- 11.3 The **Committee** must record the date that a person stops being a member of the **church** in the register of members as soon as possible after the person stops being a member.
- 11.4 If a member requests that access to their details on the register of members be restricted, the **Committee** may decide whether access will be restricted and will notify the member of this.

## 12. Members' Access to Documents

- 12.1 A member may make reasonable requests to inspect (at a reasonable time) the:
- i. rules of the **church**;
  - ii. **general meeting** minutes; and
  - iii. register of members.
- 12.2 A member may make reasonable requests for copies of the documents requested under rule 12.1. The **church** can charge a reasonable fee for providing copies.
- 12.3 Members may only use information that is accessed in accordance with rules 12.1 or 12.2 for lawful and proper **purposes** related to the **church**.
- 12.4 Subject to rule 11.4, the **church** must provide access to documents or copies requested under rules 12.1 and 12.2 within a reasonable time.
- 12.5 The **church** can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law (such as the *Privacy Act 1988*), or could cause damage or harm to the **church**, or if the request is otherwise unreasonable.
- 12.6 Members cannot inspect or get copies of **Committee** meeting minutes, or parts of the minutes, unless the **Committee** specifically allows it.

## 13. The Committee

- 13.1 The **church** is governed by the **Committee** that is made up of **Committee Members**. The role of the **Committee** is to ensure that the **church** is responsibly managed and pursues its **purposes**.
- 13.2 The **church** may refer to this **Committee** as the eldership, council of elders, diaconate, or such other term consistent with Baptist tradition. This does not change the function of powers of the **Committee**.
- 13.3 The **Committee** can exercise all powers and functions of the **church** (consistently with these rules or relevant Australian laws and requirements for **registered charities**), except for powers and functions that the members are required to exercise at a **general meeting** (under these rules or relevant Australian laws or requirements for registered charities).
- 13.4 The **Committee** can delegate any of its powers and functions to a sub-**committee**, a staff member, or a member, other than the power of delegation or a duty that applies to the **Committee** or particular **Committee Member** under Australian laws.
- 13.5 **Committee Members** are elected by a ballot of members of the **church** at a **general meeting**. The senior or solo pastor of the church is *ex officio* a member of the **Committee**.
- 13.6 The **Committee** is made up of a minimum of three **Committee Members** who will fill the offices of Chair, Treasurer, and Secretary.
- 13.7 The **Committee** may appoint and remove **Committee Members** to and from any positions and decide their responsibilities in those roles.
- 13.8 Each **Committee Member** finishes their time on the **Committee** at the end of the next **AGM** after they were appointed, but they can be elected again.

- 13.9 A member can nominate to be on the **Committee** by writing to the **Committee** or at a **general meeting** where an election for the **Committee** is held. Another member must support their nomination.
- 13.10 To be eligible to be a **Committee Member**, a person:
- i. must not be ineligible to be a responsible person under the ACNC Act;
  - ii. must be nominated under rule 13.5;
  - iii. must give the **church** their signed consent to act as a **Committee Member** of the **church**; and
  - iv. must be a member of the **church** at the time of their nomination, appointment, and for the duration of their time on the **committee**.
- 13.11 A **Committee Member** stops being on the **Committee** if they:
- i. resign, by writing to the **Committee**;
  - ii. stop being a member of the **church**;
  - iii. are removed by a resolution of members of the **church**;
  - iv. are absent without the consent of the **Committee** from all meetings of the **Committee** held during a period of six months;
  - v. become ineligible to be a responsible entity (**Committee Member**) under the ACNC Act; or
  - vi. die.
- 13.12 If a **Committee Member** stops being on the **Committee** before the next AGM, the **Committee** can temporarily appoint a member of the **church** to fill the vacancy on the **Committee** until the next AGM.
14. **Duties of the Committee**
- 14.1 Among its other responsibilities, the **Committee** is responsible for making sure that:
- i. accurate minutes of **general meetings** and **Committee** meetings are made and kept;
  - ii. other records are kept in accordance with rules 8.1 to 8.4; and
  - iii. documents of the **church** are made available to members in accordance with rules 12.1 to 12.6.
- 14.2 **Committee Members** must:
- i. comply with their legal duties under Australian laws and ensure that the **church** complies with its duties under Australian laws, and
  - ii. meet the requirements for responsible entities (**Committee Members**) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
    - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a **Committee Member** of the **church**;
    - b. to act in good faith (fairly and honestly) in the best interests of the **church** and to further the charitable **purpose(s)** of the **church** set out in rule 4;
    - c. not to misuse their position as a **Committee Member**;
    - d. not to misuse information they gain in their role as a **Committee Member**;
    - e. to disclose any perceived or actual material conflicts of interest;
    - f. to ensure that the financial affairs of the **church** are managed responsibly; and
    - g. not to allow the **church** to operate while it is insolvent.
- 14.3 For clarity, rule 14.2(ii) is intended to require compliance with the ACNC governance standards as amended or modified from time to time.
15. **Committee Meetings**
- 15.1 A **Committee Member** can call a meeting by giving seven days' notice of a meeting to **Committee Members** unless the meeting is an urgent meeting (in which case reasonable notice must be given).
- 15.2 The **Committee** can decide how often it meets, and the way in which it meets, including by allowing **Committee Members** to attend through technology, so long as it allows everyone to communicate.
- 15.3 The Chair will Chair **Committee** meetings. If the Chair does not attend, the **Committee Members** can choose who will Chair that meeting.
- 15.4 A resolution is passed if more than half of the **Committee Members** voting at the **Committee** meeting vote in favour of the resolution.

- 15.5 A majority (more than half) of **Committee Members** must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for **Committee** meetings).
- 15.6 The **Committee** can allow circular resolutions. To pass a circular resolution, each **Committee Member** must agree to it in writing, including by email or other electronic communication, and it is passed once the last **Committee Member** has agreed to it.
16. General Meetings of Members
- 16.1 **General meetings** of members can be called by the **Committee**. The **Committee** must call a **general meeting** if requested by a group of members making up at least 10% of members who are entitled to vote at **general meetings**. The members must state in the request any resolution to be proposed at the meeting.
- 16.2 If the **Committee** does not call and hold a meeting were requested to do so under rule 16.1 within two months of the request, 50% or more of the members who made the request may call and arrange to hold a **general meeting**. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling **general meetings** set out in these rules.
- 16.3 At least 20% of the members that are entitled to vote at the meeting must be present at a **general meeting** (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for **general meetings**).
- 16.4 The calling and appointment of a pastor can only be confirmed via general meeting. Only persons eligible and willing to be accredited by Queensland Baptists are eligible for appointment.
- 16.5 The removal of a pastor can only be by **special resolution** at a **general meeting**.
- 16.6 Notice of **general meetings** must be provided to all members at least 21 days before the meeting. Notice to members may be sent by email, text message, or letter to the email address, mobile telephone number, or residential address, respectively, listed on the register of members.
- 16.7 Any notice of **general meetings** must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- 16.8 The **church** must hold its first **AGM** within 18 months of being formed. After that the **church** must hold an **AGM** at least once in every calendar year, at which it provides reports to members about the financial position and activities of the **church**.
- 16.9 The ordinary business of the **AGM** is to confirm the minutes of the previous **AGM**, receive reports and statements on the previous financial year, and elect **Committee Members**. The notice of the **AGM** must include any special business or resolutions to be considered.
- 16.10 A group of at least 10% of members who are eligible to vote at a **general meeting** can propose resolutions to be voted on at a **general meeting** by writing to the **Committee** advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the **general meeting** can be met (which will depend on the type of resolution proposed).
- 16.11 Any resolution proposed under rule 16.9 must be considered at the next **general meeting** held no more than two months after the date the **Committee** is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a **general meeting**.
- 16.12 The Chair will chair **general meetings**. If the Chair does not attend, the members at the meeting can choose another **Committee Member** to be the Chair for that meeting. The Chair is responsible for the conduct of the **general meeting**, and for this **purpose** must give members a reasonable opportunity to make comments and ask questions.
- 16.13 Each member has one vote.
- 16.14 A resolution (other than a **special resolution**) is passed if more than half of the members present at a **general meeting** vote in favour of the resolution.
- 16.15 Votes may be held by a show of hands or written ballot, or another method that the Chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member



can request a vote be held again by written ballot. If a vote of the members is tied, the Chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.

- 16.16 The Chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 15.5) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The Chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the Chair to do so.
- 16.17 On a show of hands, the Chair's decision is conclusive evidence of the result of the vote.

## 17. Dispute Resolution Process & Disciplining Members

- 17.1 If there is a dispute between a member or **Committee Members** and:
- i. one or more members; and
  - ii. one or more **Committee Members**,
- the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.
- 17.2 If the dispute cannot be resolved between the people involved, the **Committee** must be notified, and a dispute resolution process must be put in place by the **Committee**. The **Committee** may develop a policy regarding dispute resolution consistent with biblical principles.
- 17.3 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the **Committee** may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member, or professional mediator who is not connected with the dispute or the people involved in it.
- 17.4 The **Committee** can take disciplinary action against a member of the **church** if it considers the member has breached these rules or if the member's behaviour is inconsistent with Christian morals or values or is causing (or has caused) damage or harm to the **church**. This behaviour may include ceasing to believe in the **church's Doctrinal Statement**, habitual sin without repentance, repeatedly causing dissension, and/or continued membership of an external body directly opposed to the **purposes** of the **church**. The **Committee** must follow a disciplinary process in accordance with rule 17.7. The **Committee** may choose to adopt a more detailed discipline policy, dealing with issues such as rights to appeal.
- 17.5 Disciplinary action can include warning a member, or suspending or cancelling the member's membership. It cannot include a fine. Membership cannot be suspended for more than 12 months. The purpose of disciplinary action is the member's restoration through repentance and reconciliation.
- 17.6 The **Committee** must write to the member to tell them why they propose to take disciplinary action.
- 17.7 The **Committee** must arrange a disciplinary procedure that meets these requirements:
- i. the outcome must be determined by an unbiased decision-maker (who cannot be a **Committee Members**),
  - ii. the member must have an opportunity to explain or defend themselves; and
  - iii. the disciplinary procedure must be completed as soon as reasonably practical.
- 17.8 The **Committee** must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.
- 17.9 There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under rule 17.7.
- ## 18. Winding Up
- 18.1 The **church** can be wound up by its members if the members pass a **special resolution** to wind up the **church** at a **general meeting**.

- 18.2 If the **church** is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:
- i. must not be distributed to the members or former members of the **church**, and
  - ii. subject to the requirements of Australian laws and any Australian court order, must be distributed to The Baptist Union of Queensland.
- 18.3 In making distributions upon winding up, the **church** must satisfy any obligations that apply to assets over which a trust exists.