



CONSTITUTION

OF

MARION CHURCH OF CHRIST INCORPORATED

MARION CHURCH OF CHRIST CONSTITUTION

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MARION CHURCH OF CHRIST CONSTITUTION

1. NAME

The name of the incorporated association is **“Marion Church of Christ Incorporated”**, in this constitution called **“the Church”**.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this constitution, unless the contrary intention appears:

“Act” means the Associations Incorporations Act 1985 (SA) as amended or substituted.

“Financial year” means:

- a. Period commencing on the date of incorporation and ending on the succeeding 30 June;
- b. Each succeeding period of 12 months ending on 30 June.

“Governing Council” means the governing body of the Church, who for the purposes of the Act, form the committee of governance of the Church and are accountable as such.

“General Meeting” means a general meeting of members of the Church convened in accordance with this constitution.

“Elder” means any member elected or appointed to Governing Council.

“Member” means an active member of the Church.

“Ministry Team” means Pastors and others appointed by the Governing Council.

“Ministry Team Leader” means the Pastor who oversees the day to day running of the Church, and is responsible for these operations.

“Ordinary Resolution” is a resolution of the Church which is not a Special Resolution.

“Pastor” means a Minister of Religion appointed by the Church who is a member of the Ministry Team of the Church, and assigned specific roles and responsibilities within the Church.

“Public Officer” means the person appointed to the role as per the Act.

“Secretary” means the person appointed to manage the administration of the church.

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“Special General Meeting” means any General Meeting other than the Annual General Meeting.

“Special Resolution” means a resolution passed at a duly convened meeting of Members

“Treasurer” means the person appointed to manage the finances of the Church.

2.2 Interpretation

In this document unless the context otherwise requires:

- 2.2.1** a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision;
- 2.2.2** the singular includes the plural and vice versa;
- 2.2.3** a reference to a recital, clause, schedule, annexure or exhibit of or to these rules;
- 2.2.4** a reference to any agreement or document (and where applicable, any or its provisions) as amended, novated, supplemented or replaced from time to time and;
- 2.2.5** headings are for convenient reference only and do not affect the interpretation of this constitution.

3. OBJECTS

The objects of the Church are to do all things related to the promotion and expression of the Christian Faith, including charitable and educational strategies, to bring people into a life-changing journey with Jesus Christ and to remain affiliated with and guided by the Churches of Christ in South Australia and Northern Territory Inc.

4. NOT FOR PROFIT

The property and income of the Church shall be applied solely towards the promotion of the objects of the Church as set out in this Constitution and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except as provided in clause **4.1**.

- 4.1** The Church may in good faith:

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- a) pay reasonable remuneration to a Member for work done by the Member for or on behalf of the Church or;
- b) make any payments or dispositions to a Member that are incidental to activities carried on by the Church in accordance or consistently with the objects as set out in this constitution.

5. POWERS

For the purposes of carrying out its objects, the Church may, subject to the Act and these rules:

- 5.1** acquire, hold, deal with, and dispose of any real or personal property;
- 5.2** administer any property on trust;
- 5.3** open and operate bank accounts;
- 5.4** invest its money
 - 5.4.1** in any security in which trust monies may, by Act of Parliament, be invested or;
 - 5.4.2** in any other manner authorised by the Constitution of the Church;
- 5.5** borrow money upon such terms and conditions as the Church thinks fit;
- 5.6** give such security for the discharge of liabilities incurred by the Church as the Church thinks fit;
- 5.7** appoint agents to transact any business of the Church on its behalf;
- 5.8** enter into any other contract it considers necessary or desirable.
- 5.9** take over all real and personal property held by any person for and on behalf of the Church while it was an unincorporated association known as Marion Church of Christ, subject to any trusts that may affect such property, and all rights and liabilities of such unincorporated association, whether certain or contingent, before incorporation become the rights and liabilities of the Church.

6. MEMBERSHIP

6.1 Membership Qualifications

A person is qualified to be a Member if he or she:

- 6.1.1** declares their Faith in Jesus Christ as Lord, and accepts the Objects and core beliefs of the Church;

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- 6.1.2** agrees to be bound by the Constitution;
- 6.1.3** has attained the age of 18 and;
- 6.1.4** has been approved for membership of the Church by the Governing Council and the Ministry Team.

6.2 Application for Membership

6.2.1 The applicant for membership of the Church shall:

- a) Inform the Secretary or Ministry Team of their desire to join the Church;
- b) Attend the Church's membership class and;
- c) Sign the Church's nomination form for Church membership.

6.2.2 As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Governing Council and Ministry Team, which is to determine whether to approve or reject the nomination;

6.2.3 As soon as practicable after the Governing Council and Ministry Team makes the determination, the Secretary shall:

6.2.3.1 notify the nominee in writing that the Governing Council and Ministry Team has approved or rejected the nomination (whichever is applicable) and;

6.2.3.2 if approved, enter the nominee's name in the register of Members and on the name being so entered the nominee becomes a Member.

6.3 Cessation of Membership

A person ceases to be a Member if:

- 6.3.1** the person dies; or
- 6.3.2** the person resigns membership; or
- 6.3.3** the person is expelled from the Church; or
- 6.3.4** the Governing Council and Ministry Team decide that it is appropriate that a person's membership should terminate.

6.4 Resignation of Membership

6.4.1 A Member resigns from the Church by giving written notice to the Secretary.

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6.4.2 If a Member of the Church ceases to be a Member under clause **6.4.1** and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the Member ceased to be a Member.

6.5 Members on Incorporation

6.5.1 If applicable, a Member of the unincorporated association referred to in clause **5.9** becomes a Member, and is entitled to the exercise of all the rights and privileges and comply with the obligations of membership for the purposes of these rules including the right to vote on the day the Church is incorporated.

6.6 Register of Members

The Secretary must establish and maintain a register of Members specifying:

- 6.6.1** The name and address and date of birth of each Member where possible;
- 6.6.2** The date on which each Member was admitted to the Church where possible and;
- 6.6.3** If applicable, the date of, and reason(s) for, termination of membership.
- 6.6.4** The register of Members must be kept at the principal place of administration of the Church.

6.7 Categories of Members

- 6.7.1** A **Member** is one who regularly participates in the activities of the Church as determined on a policy basis by the Governing Council.
- 6.7.2** A Member who is unable to participate in fellowship activities because of distance or other circumstances deemed acceptable by the Governing Council shall be regarded as an “**Isolated Member**”.

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6.8 Membership Subscriptions

The Governing Council will not request an annual subscription from Members.

7. GOVERNING COUNCIL

7.1 The affairs of the Church shall be governed by the Governing Council which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Church and are not by the Act or by these rules required to be done by the Church in General Meetings. In particular, it will **serve the Church by:**

- 7.1.1** overseeing the spiritual health and direction of the Church;
- 7.1.2** determining the mission, vision and values;
- 7.1.3** engaging in strategic planning;
- 7.1.4** delegating the implementation of **goals**;
- 7.1.5** monitoring the achievement of **goals**;
- 7.1.6** ensuring **legal compliance** of the Church;
- 7.1.7** ensuring **fiscal accountability** of the Church;
- 7.1.8** maintaining **public image** and **relationships** with related organisations;
- 7.1.9** being responsible for **governing policies**;
- 7.1.10** encouraging and developing potential Elders;
- 7.1.11** selecting and supporting the Ministry Team Leader and Ministry Team, Secretary and Treasurer;
- 7.1.12** being responsible for assessments of the **Ministry Team Leader's** performance;
- 7.1.13** communicating **information** to the Church on its activities and decisions and;
- 7.1.14** overseeing any changes to the **Constitution**.

7.2 The Governing Council has the control of the funds and other property of the Church.

7.3 The Governing Council shall have the authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Church on which this Constitution is silent.

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7.4 The Governing Council shall appoint a **Public Officer** for the Church in accordance with the Act. Unless otherwise determined by Governing Council, the **Secretary** will be nominated to fulfil the responsibilities of Public Officer of the Church.

7.5 Appointment to the Governing Council

7.5.1 Composition

The Governing Council shall comprise no more than eight (8) and no less than five (5) Elders together with the Ministry Team Leader. Ministry Team members may attend Governing Council meetings but are not entitled to vote.

7.5.2 Officers of the Church

At its first meeting, Elders shall appoint the following positions for the ensuing year:

- the Chairperson;
- the Vice Chairperson;
- the Secretary;
- the Treasurer.

The Chairperson and the Vice Chairperson must be Elders.

The Secretary and/or the Treasurer may be an Elder, Church Member or a staff member of the Church. If the Secretary and Treasurer are not Elders, they are not permitted to vote at Council meetings.

The Ministry Team Leader may not hold any of these positions.

7.6 Qualifications of Members eligible to be Elders

7.6.1 Elders shall be Members who have been in good standing for a reasonable period as determined by the Ministry Team and Governing Council.

7.6.2 The specific experience required of Elders against which candidates will be assessed, shall be determined by the Governing Council from time to time.

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7.7 Election of Elders

The members can nominate any Member for election as Elder. Nominees shall be screened by a Selection Committee comprised of equal numbers of Elders and Members, no less than 2 of each. A recommendation is to be made to the Governing Council for ratification, and affirmation through voting from Members.

7.7.1 A nominee shall only be appointed if affirmed by at least **70%** of the valid votes cast by the Members by secret ballot.

7.7.2 The results of the ballot for the election of Elders must be presented at the Annual General Meeting.

7.7.3 In the event that the number of successful nominees exceeds the number of vacancies to be filled, the nominees receiving the highest level of votes shall be deemed elected.

7.7.4 In the event that the number of approved nominees does not exceed the number of vacancies to be filled for Governing Council, a secret ballot shall still be required.

7.7.5 The newly elected Governing Council shall commence their tenure immediately following the Annual General Meeting.

7.7.6 In the event that after an election less than five (5) Elders are on council, then a new election shall commence at the earliest opportunity. The unapproved nominees of that election shall not be eligible for renomination at that new election only.

7.8 The Chairperson

7.8.1 The Chairperson's role is primarily to run meetings in an orderly fashion and to ensure appropriate records are kept of such meetings, and act on behalf of Governing Council in accordance with Governing Council policy.

7.9 Vice Chairperson

7.9.1 The Vice Chairperson, shall assist the Chairperson as required and act as Chairperson in the Chairperson's absence.

7.10 The Secretary

7.10.1 The Secretary must as soon as practicable after being appointed as Secretary, lodge with the Church notice of his or her address.

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7.10.2 Record

It is the duty of the Secretary to keep record of:

7.10.2.1 all appointments of Elders and;

7.10.2.2 the names of Elders present at a meeting of the Governing Council or a General Meeting and;

7.10.2.3 all proceedings at a meeting of the Governing Council and General Meetings and ensure they are signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

7.11 The Treasurer

It is the duty of the Treasurer to ensure:

7.11.1 that all monies due to the Church are collected and received and that all payments authorised by the Church are made and;

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

8. QUORUM AND PROCEDURE OF THE GOVERNING COUNCIL

8.1 The quorum for any Governing Council meeting shall be not less than two thirds.

8.2 The Elders, including Ministry Team Leader, and Elders appointed to fill casual vacancies, shall each be entitled to one vote on questions arising in a meeting.

8.3 Meetings of Governing Council will be held, at minimum, every two months, or more frequently as determined by Governing Council.

8.4 Three days' notice of meetings is to be given to Elders. Notice shall include an agenda of the matters for consideration.

8.5 All such correspondence, notices and meetings may be given or conducted using available technology.

8.6 Any Member, by prior arrangement with the Governing Council Chairperson, may attend and address a Governing Council Meeting.

9. TERM OF OFFICE FOR GOVERNING COUNCIL

- 9.1** Elected Elders shall be appointed for a term of three (3) years with, as near as practicable, one third of the number retiring annually.
- 9.2** Elders may be re-affirmed provided that no Elder, other than the Ministry Team Leader, may serve for more than two successive terms.
- 9.3** An Elder who has served for two successive terms is eligible to serve additional terms as an Elder provided that they have not held the office for at least one year.
- 9.4** If Governing Council deems that the application of clause **9.3** is not in the best interests of the Church, then in relation to any Elder, this action may be deferred for a period not exceeding one term (3 years).

10. CASUAL VACANCIES ON GOVERNING COUNCIL

- 10.1** For the purposes of this constitution, the office of an Elder becomes vacant if that person:
 - 10.1.1** ceases to be a Member or;
 - 10.1.2** resigns from office by notice in writing given to the Chairperson or Secretary or;
 - 10.1.3** is found guilty of misconduct, or immoral or unethical behaviour rendering the holding of the office incompatible with the aims and objects of the Church or;
 - 10.1.4** is or becomes at any time disqualified under the Act.
- 10.2** Where clause **10.1.3** applies, the process to be followed will include the following steps:
 - 10.2.1** The Chairperson of the Governing Council will provide written notice of the proposal for termination, and will seek a meeting with that Elder;
 - 10.2.2** The Elder will have the opportunity to respond to this notice;
 - 10.2.3** The proposal for termination of Governing Council Membership will be put at a Governing Council meeting without the presence of the Elder and;
 - 10.2.4** Notification of the outcome of the resolution will be made to the Elder within fourteen (14) days.

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10.3 The Governing Council may appoint a Member to fill any vacant position on Governing Council, and the appointed Elder shall hold office until the conclusion of the Annual General Meeting following the date of the appointment.

11. MINISTRY LEADERSHIP

11.1 Appointment of Ministry Team

The calling and appointment of the Ministry Team shall be by affirmation through voting of Members following a recommendation by Governing Council. The affirmation of the Ministry Team shall be by secret ballot and require the approval of at least **70%** of valid votes cast by the Members.

11.2 Accountability of Ministry Team Leader

11.2.1 The Ministry Team Leader shall be responsible to the Governing Council for the execution and implementation of policies and for the implementation of the strategies of the Church.

11.2.2 Other Pastors shall be responsible to the Ministry Team Leader.

11.2.3 Other staff appointments shall be responsible to the Ministry Team Leader.

11.3 Other Church Staff Appointments

11.3.1 The appointment of staff positions other than positions within the Ministry Team shall be entrusted to the Ministry Team Leader and ratified by the Governing Council.

11.4 Termination of Ministry Team Member

11.4.1 Termination of the appointment of any Pastor shall require (apart from special circumstances) three months' notification by either party. If the Governing Council determines that in special circumstances immediate termination of the appointment to the position is required, they shall have the discretion to terminate the appointment and pay out the notice period.

11.4.2 To terminate the appointment of the Ministry Team Leader, the Governing Council must:

11.4.2.1 reach a majority decision that termination is required;

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- 11.4.2.2** comply with the procedures as set from time to time in the Marion Church of Christ Church Governance policies, and;
- 11.4.2.3** invite a person nominated by the State Minister of Churches of Christ in SA and NT Inc. to give advice to both parties or;
- 11.4.2.4** invite a person or persons nominated by the State Minister of Churches of Christ in SA and NT Inc. to mediate between the parties to ensure that the principles of natural justice are observed.

12. ANNUAL GENERAL MEETING

- 12.1** The first Annual General Meeting (“AGM”) shall be held within 18 months after the Incorporation of the Church, and thereafter within six (6) months after the end of the Financial Year, each and every year.
- 12.2** In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall include the following:
 - 12.2.1** Confirmation of the minutes of the last preceding Annual General Meeting;
 - 12.2.2** Consideration of the accounts and reports of the Church and the Auditor’s report;
 - 12.2.3** Announcement of the elected Elders.

13. SPECIAL GENERAL MEETINGS

- 13.1** The Governing Council may call a Special General Meeting at any time.
- 13.2** The Governing Council must on the requisition in writing of at least 20% of Members, convene a Special General Meeting.
- 13.3** A requisition of Members for a Special General Meeting must:
 - 13.3.1** state the purpose or purposes of the meeting;
 - 13.3.2** be signed by the Members making the requisition;
 - 13.3.3** be lodged with the Secretary and;

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- 13.3.4** consist of one or more documents in a similar form, each signed by one or more of the Members making the requisition.
- 13.4** The business of the Special General Meeting shall be confined to the business stated in the requisition.
- 13.5** If the Governing Council fails to convene a Special General Meeting within 6 weeks after the date on which the 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 no later than three (3) months after that date.
- 13.6** A Special General Meeting convened by a Member or Members as referred to in clause **13.2** must be convened as near as is practicable in the same manner as General Meetings convened by the Governing Council.

14. NOTICE, QUORUM AND PROCEDURE AT GENERAL MEETINGS

14.1 Meeting Notice

- 14.1.1** At least fourteen (14) days' notice of any General Meeting shall be given to Members.
- 14.1.2** The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 14.1.3** Notice of meeting at which a Special Resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 14.1.4** A notice may be given by the Church to Members by serving the Member with the notice personally, by post or electronically to the address appearing in the register of Members.

14.2 Procedure at Meetings

- 14.2.1** No item of business is to be transacted at a General Meeting unless a quorum of Members is present during the time the meeting is conducted.
- 14.2.2** Those Members eligible to vote will be those who are present in person, or by proxy.
- 14.2.3** The quorum for voting at General Meetings shall be 20% of Members.

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14.2.4 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

14.2.4.1 if convened on the requisition of Members is to be dissolved and;

14.2.4.2 in any other case is to stand adjourned to a date as determined by the Governing Council.

14.3 Presiding Member

14.3.1 The Chairperson or in the Chairperson's absence the Vice Chairperson is to preside as Chairperson at each General Meeting.

14.3.2 If the Chairperson and the Vice Chairperson are absent or unwilling to act, the Governing Council must elect one of their Elders to preside as Chairperson at the meeting.

14.4 Adjournment

14.4.1 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, adjourn the meeting from time to time and place to place but no business is to be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

14.4.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to Members stating the place, date and time of the meeting and the unfinished business to be transacted at that meeting.

14.5 Voting

14.5.1 On any motion arising at a General Meeting, a Member has only one vote.

14.5.2 All votes must be cast personally or by proxy. No Member may hold more than five (5) proxies. The proxies are to be in writing to the Secretary at least 2 business days before the meeting.

14.5.3 If a motion receives a simple majority, then the motion passes.

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14.6 Appointment of Proxies

- 14.6.1** Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 2 business days before the time of the meeting for which the proxy is appointed.
- 14.6.2** The notice appointing the proxy is to be in the form prescribed by the Governing Council.

14.7 Minutes of Meetings of the Church

- 14.7.1** The Secretary must cause proper minutes of all proceedings of all General Meetings and Governing Council meetings to be taken as the official record of that meeting.
- 14.7.2** The Chairperson must ensure that the minutes taken of a meeting are checked and signed as correct by the person chairing the meeting to which those minutes relate or by the person chairing the next succeeding meeting, as the case requires.
- 14.7.3** When minutes have been checked and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - 14.7.3.1** the General Meeting or Governing Council meeting to which they relate (in this sub-rule called the meeting) occurred;
 - 14.7.3.2** all proceedings recorded as having taken place at the meeting did in fact take place, and
 - 14.7.3.3** all appointments or elections purporting to have been made at the meeting have been validly made.

15. FINANCIAL REPORTING

15.1 Financial Year

The first financial year of the Church shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

15.2 Keeping of Accounts

The Church shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Church in accordance with the Act.

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15.3 Accounts and Reports to be provided to Members

15.3.1 The accounts, together with the auditor's report on the accounts, the Governing Council statement and the Governing Council report shall be laid before the Members at the Annual General Meeting or, if an Annual General Meeting is not held, within five (5) months of the end of the Financial year to which the accounts relate.

15.3.2 A Member may at any reasonable time inspect without charge the minutes of any General Meeting, Governing Council meeting, the Constitution, the financial reports and any report presented at any General Meeting.

15.4 Appointment of Auditor

15.4.1 The Governing Council shall appoint an auditor to audit the accounts of the Church in accordance with the Act.

15.4.2 An auditor has the power to call for any accounting records and other records of the Church at any time.

16. FUNDS OF THE CHURCH

16.1 The funds of the Church shall be derived from offerings, gifts, interest, loans and such other sources as the Governing Council determines.

16.2 The control of the Church funds shall be overseen by the Governing Council.

16.3 All money received by the Church must be deposited as soon as practicable to the credit of the bank account of the Church and without unauthorised deduction.

16.4 Subject to any resolution passed by the Church in a General Meeting, the funds of the Church are to be used in pursuance of the objects of the Church in such a manner as Governing Council determines.

16.5 All drafts and negotiable instruments (cheques, bills of exchange, and promissory notes) must be signed by any two (2) signatories authorised to do so by the Governing Council.

16.6 Unbudgeted expenditure in any financial year exceeding 5% of budgeted income must have the approval of a General Meeting.

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17. CHURCH PROPERTY

- 17.1** All real property shall be held in the name of Churches of Christ in South Australia and Northern Territory Incorporated.
- 17.2** The Church shall enter into an Acknowledgement of Trust with Churches of Christ in South Australia and Northern Territory Incorporated as Trustee, for the purpose of acknowledging that it holds such property on trust for the use and benefit of the Church.

18. THE COMMON SEAL

- 18.1** The Church shall have a common seal upon which its name shall appear in legible characters.
- 18.2** The common seal shall be kept in the custody of the Public Officer.
- 18.3** The common seal shall not be used without the express authorisation of the Governing Council and every use of the common seal shall be recorded in the minute book or other records of the Church.
- 18.4** Every document to which the common seal is affixed must be signed by two (2) Elders or by any other person authorised by the Governing Council.

19. DISPUTES AND DISCIPLINE

- 19.1** Disputes between one Member and another Member, or between a Member and the Church, should be resolved according to the policy of the Governing Council.
- 19.2** A Member subject to such discipline may request a person or persons nominated by the State Minister of Churches of Christ in South Australia and Northern Territory Incorporated to mediate between the parties to ensure that the principles of natural justice are observed.

20. AMENDMENTS TO THE RULES

This Constitution shall only be altered or replaced by a Special Resolution, approved by a majority (70%) of all valid votes.

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21. WINDING UP OF THE CHURCH

- 21.1** A General Meeting called for the specific purpose, of which no less than thirty days' notice has been given, may, by a Special Resolution, resolve that the Church be wound up or dissolved.
- 21.2** If upon winding up or dissolution of the Church there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the Members, but shall be transferred or distributed or given to Churches of Christ in South Australia and Northern Territory Incorporated provided that they hold objects similar to, or inclusive of, the object in clause 3 and also prohibit the distribution of any assets to its members to at least the same extent as the Church and such property to be used, where practicable, to support the establishment of new congregations and/or revitalisations of existing congregations of churches affiliated with Churches of Christ in South Australia and Northern Territory Inc. which hold similar purposes and beliefs.