



The Constitution of CityLife Church Inc.

Reg No. A0026171A

ABN: 89 277 942 075

Preamble

The Constitution of CityLife Church Inc. comprises the Statement of Faith, Core Values and Rules adopted by the partners on 26th May 2015 and approved by Consumer Affairs Victoria on 3rd August 2015.

CityLife Church was founded by Richard Holland in February 1967 and was known as Waverley Mission. The name of the church was changed to Waverley Christian Fellowship on 7th October 1992 when the Incorporated Association was formed. The Association change of name to CityLife Church Inc. was formally approved on 10th October 2006.

Document History

Date	Revision
20 th October 2006	First Issued
22 nd November 2006	Rule 24.2 added – SGM 21/11/06 Page numbering altered to suit.
3 rd August 2015	Required changes to reflect the Associations Incorporation Reform Act 2012, resulting in replacement rules, modified rules and renumbering and reformatting
31 st May 2016	Amendments required by Consumer Affairs Victoria to Definition 2.1 (Financial Year) and Rule 21.4(c)
30 th May 2017	Amendments required by obligations under the Australian Charities and Not-for-profits Commission Regulations 2013 applicable to all registered charities from 1 July 2017.
30 th May 2023	Amendment to Rule 4.1(d) Partnership age eligibility

CityLife Church Inc.

STATEMENT OF FAITH

1. We believe that the Bible is God's unique revelation and that every word was supernaturally inspired by the Holy Spirit as it was being written down by various human authors. The Bible is our final authority for all matters of belief and behaviour (2 Tim 3:16).
2. We believe that there is only one God, creator of heaven and earth, who exists eternally as three distinguishable persons - the Father, the Son and the Holy Spirit, each fully God yet each personally distinct from the other (Matt 28:18-20; 2 Cor 13:14).
3. We believe that Jesus Christ is the eternal Son of God and the Saviour of the world. He is co-equal with the Father. Jesus lived a sinless human life and offered Himself as the perfect sacrifice for the sins of all people by dying on a cross. He rose from the dead after three days to demonstrate His power over sin and death. He ascended to heaven's glory and will return again to earth to reign as King of kings, and Lord of lords (Matt 1:22-23; John 1:1-5; Acts 1:9-11; 1 Cor 15:1-7; 1 Thess 4:13-18).
4. We believe in the Holy Spirit who is equal to the Father and the Son. He is present in the world to make people aware of their need for Jesus Christ. He also lives in every believer from the moment of salvation. He gives believers power for living, understanding of spiritual truth and guidance for doing what is right. He also empowers believers with spiritual gifts with which to serve the church and a lost and needy world (John 16:7-13; 14:16-17, Acts 1:8, 1 Cor 12-14; Rom 12:3-13; Eph 4:11-13).
5. We believe that all people are created in the image of God and matter deeply to Him. Although human beings have tremendous potential for good, they are marred by an attitude of disobedience toward God called 'sin'. Our sin separates us from God and there is nothing we can do to attain right standing with God (Rom 5:12, 18).

6. We believe that human beings were created to exist forever. Each individual will either exist eternally separated from God by sin or in union with God through forgiveness and salvation. To be eternally separated from God is eternal death (Hell). To be eternally in union with Him is eternal life (Heaven). Heaven and Hell are places of eternal existence (Matt 25:31-46; John 3:16; 5:24; 2 Thess 1:9; Rev 20:10-15).
7. We believe that salvation is a gift of God received through repentance and faith in Jesus Christ. There is nothing we can do to make up for our sin through self-improvement or good works. Only by trusting in God's offer of forgiveness through Christ can people be saved from sin's penalty (Eph 2:8, 9; Heb 9:12, 22; Rom 5:1, 11; 6:23). Eternal life begins the moment one receives Jesus Christ as his or her Lord and Saviour (John 17:3).
8. We believe in water baptism by immersion in the name of the Godhead in order to fulfil the command of the Lord Jesus Christ (Matt 28:18-20; Acts 2:36-38; 19:1-6). Although we do not believe that water baptism is a requisite for salvation, it is nonetheless an important public declaration by a person of their faith in Jesus Christ and is inextricably linked as a next step to be taken following salvation (Acts 8:8; 16:32; 18:8).
9. We believe in the baptism of the Holy Spirit as an important experience available to every believer. Although important, this baptism is not necessary for salvation. Baptism of the Holy Spirit may occur at the time of salvation or at some time afterwards. We believe that the normal Biblical evidence of being baptised with the Spirit is the ability to speak in other languages or 'tongues' (Acts 2:1-4; 10:44-46).
This ability is given for the purpose of personal prayer, worship and edification (1 Cor 14:1-4, 15. Jude 20). The baptism of the Holy Spirit is available for all believers to be used for their spiritual benefit, not as a mark of spiritual maturity.
10. We believe that there is one true universal church made up of genuine believers and comprising many churches in various localities each exercising autonomous government under the headship of Jesus Christ (Acts 15:22; Matt 16:18; 18:15-20).

11. We believe in the Lord's Table, commonly called "communion" or "the Lord's Supper", for believers (1 Cor 11:28-32; Matt 26:26-28).
12. We believe in the healing of the body by God's power as practised in the early church (Acts 4:30; Rom 8:11; 1 Cor 12:9; Jam 5:14).
13. We believe in the reality and personality of the devil and eternal judgement in the lake of fire for the devil and his angels (Matt 25:41; Rev 20:14, 15).

CityLife Church Inc.

CORE VALUES

Values are what we consider important and worthwhile. Commonly held Core Values are the key to unity and are the foundation upon which all activity must be based. Paul encourages us to be “like-minded” and “one in spirit and purpose” (Phil.2:2). We are committed to developing and pursuing Biblical Kingdom values. The following core values define who we are and what we are committed to:

1. Jesus Christ - we are a Christian church. The person of Jesus Christ is central to all we do and through Him we have relationship with God the Father and the Holy Spirit.
2. The Bible - we are a Bible-based church. We are committed to the Bible as the Word of God and our final authority for rule and practice.
3. The Ministry of the Holy Spirit - we are a Spirit-filled church. We believe that each Christian should develop the fruit of the Spirit and seek to use the gifts of the Spirit for the benefit of others.
4. Discipleship - we are a maturing church. Our goal is to help people become fully devoted followers of Jesus Christ.
5. Prayer - we are a praying church. Our goal is become a house of prayer for all nations.
6. Worship - we are a worshipping church. Our goal is to express our devotion to God through joyful praise and intimate worship.
7. Loving Relationships - we are a loving church. Our goal is to see every person loved and cared for in such a way that they feel accepted, valued and have a sense of belonging.
8. Servanthood - we are a serving church. Our goal is to see every member developing their God-given abilities and using them to serve others.
9. Outreach - we are an evangelistic church. Our goal is to reach lost people both near and far and influence our community for righteousness through evangelism, community outreach, missions and church planting.

10. Relevance - we are a contemporary church. Our goal is to present the message of Christ in a way that is meaningful to regular attenders and comprehensible to outsiders.
11. Diversity - we are a unified church. Our goal is to bridge racial, cultural, gender, socio-economic and generational gaps so as to create a community where all people can relate together in a spirit of love and unity.
12. Excellence - we are a quality church. Our goal is to pursue excellence in all aspects of church life in order to bring glory to God.

CityLife Church Inc.

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Preamble.....

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RULES

PART I - PRELIMINARY

1. NAME

The name of the incorporated association is CITYLIFE CHURCH INC. (hereinafter in these Rules called "CityLife" or "the Church").

2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:-

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

"ACNC Regulations" means the Australian Charities and Not-for-profits Commission Regulations 2013 as amended.

"Act" means the Associations Incorporation Reform Act 2012 (VIC) as amended.

"Board" means the Board of Elders of the Church appointed in accordance with Rule 22.

"Elders" means those partners appointed in accordance with Rule 22.3.

"Financial Year" means the year ending on 31st December.

"General Meeting" means a general meeting of partners convened in accordance with Rule 12 and 13.

"Partner" means a member of CityLife.

"Secretary" means a person appointed in accordance with Rule 22.4.

"Regulations" means regulations under the Act.

"Register of Partners" means the Register of Partners established and maintained by the Secretary in accordance with Rule 6.

"Relevant Documents" means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Church and includes the following—

- a) its Register of Partners
- b) its financial statements
- c) its financial records

- d) records and documents relating to transactions, dealings, business or property of the Church
- e) any other documents from time to time required by law to be made available for inspection by the partners.

"Responsible Person" means those responsible for governing the Association as per the ACNC Regulations.

"Senior Minister" means –

- (i) where there is only one Minister appointed to the Church, that person,
- (ii) where there is more than one Minister appointed to the Church, the person so appointed as Senior Minister in accordance with Rule 22.2

"Special Resolution" means –

- (i) a special resolution as required under the Act; and
- (ii) subject to any other requirements specified in these Rules.

"Statement of Purposes" means the purposes for which the Church is established, as set out in Rule 3.

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act in force from time to time.

3. STATEMENT OF PURPOSES

3.1 The primary purpose for which CityLife Church is established is to express its core values in the fulfilment of its mission: - to raise up fervent followers of Jesus Christ who will reach out and impact communities, cities and nations for the kingdom of God.

This purpose is not limited to, but includes, the following:-

- (a) to be a Church in accordance with the will of God as expressed in the New Testament;
- (b) to glorify and worship God our Father and to recognise Jesus as Head of the Church and Lord of all, taking His direction and acting according to His leading and principles;
- (c) to love the Lord our God with all our heart, soul, mind and strength, and our neighbours as ourselves;

- (d) to have meetings in private and public places for purposes of worship, fellowship, baptism, teaching, communion, receipt of tithes and offerings and any other Christian purpose;
- (e) to propagate the message of the Word of God in order to make disciples for Jesus Christ in all nations, baptising them and teaching them to obey all that Jesus commanded.
- (f) to engage in evangelism by any means such as public meetings, the printed page, electronic media and all forms of mass media;
- (g) to foster the establishment of Christian small groups throughout our city;
- (h) to engage in church planting locally, interstate or overseas;
- (i) to support and engage in missionary enterprise in Australia and other nations;
- (j) to be involved in relief, development and the giving of direct aid, for the alleviation of poverty, sickness, destitution, suffering and misfortune as appropriate in Australia and overseas;
- (k) to apply biblical principle and practice to the issues of social justice and human rights in Australia and overseas as appropriate;
- (l) to provide counsel, financial aid and emotional support to needy people, as appropriate;
- (m) to uphold the family as the basic social unit of society;
- (n) to provide Christian education for all age groups and to encourage training for active ministry at home and abroad;
- (o) to conduct associated ministries (whether separately incorporated or otherwise) as is appropriate from time to time;
- (p) to be involved in any other purpose in pursuit of our mission;

- (q) to assist individuals to grow and become mature in Christ and to motivate them to make a positive contribution to the church and the community in which they live.
- (r) to assist members of the body of Christ to discover their spiritual gifts and to train, equip, enable and mobilise these members into using their God-given gifts and talents as led by the Holy Spirit in the cause of the kingdom of God;

3.2 Solely for the purpose of carrying out the Statement of Purposes and not otherwise, CityLife has all the powers permitted of an Association under the Act. Without limiting the generality of the foregoing, CityLife has the specific power to:

- (a) Invest and deal with money not immediately required in such manner as is from time to time thought fit;
- (b) Raise or borrow money upon such terms and in such manner as it thinks fit;
- (c) Secure repayments of monies raised or borrowed or the payment of a debt or liability of the Church or associated ministries (whether separately incorporated or otherwise) by giving mortgages, charges or securities upon or over all or any of the property of the Church;
- (d) Act as trustee;
- (e) Accept and hold upon trust real and personal property; and
- (f) Do all other things that are incidental or conducive to the attainment of the Statement of Purposes.

3.3 The foundational teachings of CityLife are reflected in the Statement of Faith.

3.4 The values of CityLife are reflected in the Core Values and will be outworked through all activities undertaken.

PART II – MEMBERSHIP

4. APPLICATION FOR MEMBERSHIP

A natural person who applies and is approved for membership as provided in these Rules is eligible to be a partner of CityLife.

4.1 A person shall not be admitted unless the person meets the following qualifications: -

- (a) has a personal faith in Jesus Christ as their Lord and Saviour
- (b) a willingness to adhere to the requirements of CityLife membership as evidenced by:-
 - i. baptism in water
 - ii. growing in Christ;
 - iii. active involvement in building relationships within the CityLife community;
 - iv. regular attendance at the activities of CityLife;
 - v. using their gifts and abilities to advance the work of CityLife;
 - vi. sharing their faith with those who don't know Jesus Christ;
 - vii. giving tithes (i.e. contributing 10% of their income into the ministry of CityLife) and free-will offerings;
 - viii. agreement with the Statement of Purposes in Rule 3, the Statement of Faith and the Core Values; and,
 - ix. voluntary submission to the spiritual oversight of CityLife.
- (c) has completed the prescribed membership course;
- (d) has attained the age of 18 years;
- (e) has applied for membership as provided in Rule 4.2;
- (f) has complied with such other requirements or conditions of admission as prescribed by the Board of Elders from time to time; and
- (g) has had his or her admission as a partner approved by the Board of Elders or their delegated representative.

- 4.2 An application for membership of CityLife –
- (a) shall be made in such form as is approved by the Board of Elders; and
 - (b) shall be made to, or lodged with, any member of the Board of Elders or their delegated representatives.
- 4.3 As soon as is practicable after its receipt, the application shall be referred to the Senior Minister or his or her delegated representative responsible for membership matters.
- 4.4 Upon receiving an application, the Senior Minister or their delegated representative shall determine whether to recommend to the Board of Elders that the application be accepted or rejected.
- 4.5 The Board of Elders shall make the final decision as to whether to accept or reject the recommendation of an application by the Senior Minister or their delegated representative. The Board of Elders reserve the right to decline to admit a person to membership on any grounds.
- 4.6 Upon an application being approved or rejected by the Board of Elders, the applicant shall be duly notified of the outcome of their application for membership.
- 4.7 Individuals accepted for membership will be welcomed into CityLife and receive a Partnership Certificate at a Membership Commitment Service.
- 4.8 The applicant's name shall be entered by the Secretary in the Register of Partners kept for the purpose and, upon the name being so entered, the applicant becomes a partner of CityLife.
- 4.9 A right, privilege or obligation of persons by reason of their membership -
- (a) is not capable of being transferred or transmitted to another person;

- (b) terminates upon the cessation of their membership, whether by death or resignation or otherwise as set out in these Rules.

5. ENTRANCE FEE

There shall be no entrance fee or annual subscription fee; however, all partners are expected to consistently give tithes and offerings to support the ministries of CityLife as outlined in Rule 4.1.

6. REGISTER OF PARTNERS

6.1 The Secretary shall keep and maintain a Register of Partners, in which shall be entered the full name and address and date of acceptance of each partner.

6.2 A Partner may apply in writing to have access to their details on the Register of Members restricted where they have special circumstances.

7. GENERAL RIGHTS OF PARTNERS

7.1 A partner of the Association who is entitled to vote has the right—

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other Relevant Documents to the extent provided for in Rule 31; and
- (f) to inspect the Register of Partners to the extent provided in Rule 31

7.2 A partner is entitled to vote if—

- (a) the partner's membership rights are not suspended for any reason.

8. RESIGNATION OR REMOVAL OF PARTNERS

- 8.1 A partner of CityLife may resign from the Association at any time by serving notice in writing to the Board of Elders. Such a resignation shall take effect immediately.
- 8.2 Upon the receipt of a notice given under Rule 8.1, the Board of Elders shall direct the Secretary to make an entry recording the date on which the partner resigned in the Register of Partners. The date on which a person ceases to be a partner must be entered in the Register of Partners within 14 days after that date.
- 8.3 The Board of Elders shall ensure that the Register of Partners is reviewed at least annually, and that any partners whose membership has lapsed in the opinion of the Board of Elders shall be removed from the Register.
- 8.4 For the purpose of Rule 8.3, the criteria to be used may include consideration of whether the person, in the opinion of the Board of Elders or their delegated representatives, has, is or is likely to satisfy the criteria set out in Rule 4.1.
- 8.5 Partners who have been removed from the Register pursuant to Rule 8.3 shall be notified by the Secretary at the address listed in the Register and may make application for reinstatement pursuant to Rule 9.
- 8.6 Information about a person who is no longer a partner, other than the name of the person and the date on which the person ceased to be a partner, must be removed from the Register of Partners within 14 days after the person ceases to be a partner.

9. REINSTATEMENT OF PREVIOUS PARTNERS

- 9.1 Any person who has previously been a partner of CityLife and who has been removed from the Register of Partners under the provisions of Rule 8 may apply in writing to the Board of Elders for reinstatement of his or her membership.

9.2 The Board of Elders in considering any application under Rule 9.1 shall by resolution determine whether to reinstate the membership of the applicant. The outcome of such determination shall be notified in writing to the applicant. The Board of Elders reserves the right to decline to readmit a person to partnership on any grounds.

10. DISCIPLINE, SUSPENSION AND EXPULSION OF PARTNERS

10.1 All situations appearing to require the disciplining of a partner will be investigated by a CityLife staff pastor, and, if necessary, referred to the Board of Elders. If deemed necessary by the Board of Elders, as a further step in the investigative process, the partner will be visited by two church leaders as appointed by the Board of Elders in an endeavour to “restore them gently” (Galatians 6:1). If the partner persists in such conduct, the process outlined in this Rule shall apply.

10.2 Subject to these Rules, the Biblical principles set out in Matthew 18:15-20; Matthew 5:23-26; Galatians 6:1-5; 2 Thessalonians 3:14, 15, the Board of Elders may determine by not less than two-thirds (2/3rds) majority vote to –

- (a) expel a partner from membership; or
- (b) suspend a partner from membership for a specified period –
 - if the Board of Elders is of the opinion that the partner –
 - (i) has refused or neglected to comply with these Rules;
 - (ii) failed to uphold and maintain biblical moral standards; or
 - (iii) has been guilty of conduct unbecoming a partner or which is deemed prejudicial to the interests of CityLife.

- 10.3 A determination of the Board of Elders under Rule 10.2 does not take effect unless the Board of Elders, at a meeting held not earlier than seven (7) and not later than fourteen (14) days after the service on the partner of a notice under Rule 10.4, confirms their previous determination after giving an opportunity for the Board of Elders to hear from the partner to be expelled or suspended.
- 10.4 Where the Board of Elders makes a determination under Rule 10.2, the Secretary shall, as soon as practicable, cause to be served to the partner a notice in writing -
- (a) setting out the determination of the Board of Elders and the grounds on which it is based;
 - (b) stating that the partner may address the Board of Elders at a meeting to be held not earlier than seven (7) and not later than fourteen (14) days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the partner that he or she may do one or more of the following:
 - i. attend that meeting; or
 - ii. give to the Board of Elders before the date of that meeting a written statement seeking the revocation of the determination.
- 10.5 At a meeting of the Board of Elders held in accordance with Rule 10.3, the Board of Elders -
- (a) shall give to the partner an opportunity to be heard (if the partner has elected to be present at the meeting) or shall give due consideration to any written statement submitted by the partner (if the partner has elected not to be present at the meeting); and
 - (b) shall by resolution determine whether to confirm or to revoke the previous determination of the Board of Elders.

- 10.6 A partner aggrieved by the determination or a resolution of the Board of Elders shall have no further right of appeal.
- 10.7 The purpose of discipline is restorative and remedial. However, if a person is either suspended or expelled from CityLife, they may not be re-instated until there has been genuine repentance of the offence and reconciliation which will be attested to by the Senior Minister or his or her representative and confirmed by the Board of Elders.
- 10.8 The Board of Elders may establish a disciplinary committee to act on behalf of the Board of Elders and perform the functions of the Board of Elders described in this Rule 10, and must do so if the Board of Elders is biased against, or in favour of, the partner concerned.
- 10.9 The members of any disciplinary committee established by the Board of Elders under Rule 10.8:
- (a) may be members of the Board of Elders, partners or anyone else; but
 - (b) must not be biased against, or in favour of, the partner concerned.

11. DISPUTES AND MEDIATION

- 11.1 The grievance procedures set out in these rules shall be conducted within the spirit of the Biblical principles set out in Matthew 18:15-20; Matthew 5:23-26; 1 Corinthians 6:1-6.
- 11.2 A partner must not initiate a grievance procedure in relation to a disciplinary procedure until the disciplinary procedure has been completed.
- 11.3 The grievance procedures set out in this Rule 11.3 applies to disputes under these Rules between -
- a partner and another partner;
 - a partner and the Board of Elders; or
 - a partner and the Association.

- (a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (b) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, notify the Board of the dispute and agree or request the appointment of a mediator and attempt in good faith to settle the dispute by mediation.
- (c) The mediator must be-
 - i. an unbiased person chosen by agreement between the parties; or
 - ii. in the absence of agreement-
 - a. in the case of a dispute between a partner and another partner, an unbiased person appointed by the Senior Minister; or
 - b. in the case of a dispute between a partner and the Board of Elders or the Association, an unbiased person who is the Senior Minister of another Christian Church of a similar tradition and beliefs who does not have a personal interest in the dispute or is biased in favour of or against any party.
- (d) A partner of CityLife can be a mediator.
- (e) The mediator cannot be a partner who is a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must--
 - i. give the parties to the mediation process every opportunity to be heard; and

- ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act.
- 11.4 A partner may appoint any person to act on behalf of the partner in the grievance procedure.

PART III – GENERAL MEETINGS

12. ANNUAL GENERAL MEETING

- 12.1 CityLife shall in each calendar year convene an annual general meeting of its partners.
- 12.2 The annual general meeting shall be held on such day as the Board of Elders determines.
- 12.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 12.4 The ordinary business of the annual general meeting shall be -
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive ministry reports from the Board of Elders covering the activity of CityLife during the previous year;
 - (c) to receive from the Board of Elders, reports upon the activities and financial transactions of CityLife during the last preceding financial year;
 - (d) to receive and consider the statement submitted by CityLife in accordance with the Act;
 - (e) to receive the audit opinion forming part of the Annual Financial Statements.

12.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

12.6 The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

13. SPECIAL GENERAL MEETINGS

13.1 All general meetings other than the annual general meeting shall be called special general meetings.

13.2 The Board of Elders may, whenever it thinks fit, convene a special general meeting of CityLife and, where, but for this Rule, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

13.3 The Board of Elders must, on request in writing of partners, (representing not less than fifty (50) partners or 20% of the partners whichever is the greater), convene a special general meeting.

13.4 The request for a special general meeting shall:-

(a) state the objects of the meeting; and

(b) be signed by the partners making the requisition; and

(c) be sent to the address of the Secretary.

13.5 The Board of Elders shall convene a special general meeting within one month after the date on which the requisition was sent to the address of the Secretary.

13.6 If the Board of Elders does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the partners making the request, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.

13.7 If a special general meeting is convened by partners in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board of Elders and all reasonable expenses incurred in convening the

special general meeting must be refunded by CityLife to the persons incurring the expenses.

14. NOTICE OF GENERAL MEETINGS

- 14.1 The Board of Elders shall, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a general meeting of CityLife, cause to be given to the partners, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 14.2 A partner intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must bring this request to the attention of the Chairperson of the Board of Elders for a decision as to whether this business shall be included in the notice calling the next general meeting.
- 14.3 Notice is to be made by -
- (a) Written advice to the address appearing in the Register of Partners either:
 - i. Electronically
 - ii. Or by pre-paid post
- And
- (b) listing on the CityLife website; or
 - (c) inclusion in the official CityLife bulletin.

15. PROCEEDINGS AND QUORUM AT GENERAL MEETINGS

- 15.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 15.2 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- 15.3 No item of business shall be transacted at a general meeting unless a quorum of partners entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 15.4 Fifty (50) partners personally present (being partners entitled under these Rules to vote at a general meeting) and a minimum of three (3) elders shall constitute a quorum for the transaction of the business of a general meeting including alteration to these Rules. If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –
- (a) the meeting, if convened upon the requisition of partners, shall be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the partners given before the day to which the meeting is adjourned) at the same place and if, at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the partners present shall be a quorum.

16. CHAIRING GENERAL MEETINGS

- 16.1 The Chairperson of the Board of Elders, or in his or her absence, such member of the Board of Elders as appointed by him or her, shall preside as Chairperson at each general meeting of the Church.

17. ADJOURNMENT OF GENERAL MEETINGS

- 17.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of partners present, adjourn the meeting from time to time and place to place.
- 17.2 No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 17.3 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 17.4 Except as provided in Rule 17.1 and 17.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. VOTING AT GENERAL MEETINGS

- 18.1 Upon any question arising at a general meeting, a partner has one vote only.
- 18.2 All votes shall be given personally (there shall be no proxy voting except as stated in Rule 20).
- 18.3 A suspended partner is not entitled to vote.
- 18.4 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 18.5 Voting on any question arising at a general meeting shall be by a show of hands or by a poll depending on the discretion of the Chairperson except under the provisions of Rule 19 where a poll is demanded.
- 18.6 If a question arising at a general meeting of CityLife is determined on a show of hands-
- (a) a declaration by the Chairperson that a resolution has been –
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
 - (b) an entry to that effect in the minute book of CityLife is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against, that resolution.

19. POLL AT GENERAL MEETINGS

- 19.1 If at a meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.2 A vote by poll shall be tallied and the exact result reported to the meeting by –
- (a) declaration by the Chairperson that a resolution has been-
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
 - (b) an entry to that effect in the minute book of CityLife stating the number or proportion of the votes recorded in favour of or against, that resolution.
- 19.3 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith.
- 19.4 A poll that is demanded on any other question shall be taken as the Chairperson may direct before the close of the meeting.
- 19.5 In the event that the Chairperson is unwilling or unable to conduct or tally a poll (due to a conflict of interest or other incapacity, inconvenience to the meeting, or otherwise), the Chairperson shall appoint the Secretary or, in the absence of the Secretary, an Elder of the Church, to act as returning officer in his or her stead. The returning officer so appointed shall have such powers as the Chairperson would otherwise have had with respect to the poll.

20. VOTING BY PROXY

- 20.1 There shall be no entitlement of any partner to vote by proxy, as all voting must be made by the partner personally present, except where deemed otherwise by the Board of Elders and notification provided for the particular item of business in the notice of the meeting.

PART IV – GOVERNANCE

21. BOARD OF ELDERS

21.1 Role

- (a) The affairs of CityLife shall be managed by the Board of Elders.
- (b) The Board of Elders shall –
 - i. govern all matters pertaining to CityLife;
 - ii. determine and ensure the implementation of the mission, purposes and values of CityLife and its ministries;
 - iii. determine the policies of CityLife;
 - iv. appoint a qualified and competent Senior Minister in accordance with Rule 22.2;
 - v. ensure adequate and appropriate resources for achieving the mission of CityLife;
 - vi. ensure the accountability of the Senior Minister; and,
 - vii. hold itself accountable to its governance policies.

21.2 Powers

The Board of Elders, subject to these Rules, the Regulations (if any) and the Act –

- (a) may exercise all such powers and functions as may be exercised by the Church other than those powers and functions that are required by these Rules to be exercised by general meetings of the partners of the Church; and
- (b) has power to perform all such acts and things as appear to the Board of Elders to be essential or necessary for the proper management of the business and affairs of the Church.

21.3 Composition

The Board of Elders shall consist of –

- (a) the Chairperson;
- (b) the Senior Minister;
- (c) all other partners of CityLife designated “Elder” from time to time pursuant to Rule 22.3; and
- (d) a minimum of nine (9) and a maximum of twelve (12) elders, with a maximum of one-third (1/3) of the elders being staff members employed by CityLife.

21.4 Meetings

- (a) The Board of Elders shall meet at least six (6) times per year at such times and places as the Board itself determines from time to time.
- (b) Meetings of the Board of Elders shall be regulated as the Board itself determines from time to time.
- (c) The Chairperson, or his or her representative, and any four members of the Board of Elders, no more than two being staff members, shall constitute a quorum for the conduct of the business of a meeting of the Board. 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 unless the meeting was a special meeting in which case it lapses.

22. APPOINTMENTS

22.1 Chairperson

- (a) The Chairperson of the Board of Elders shall be elected by the Board from among the Elders who are not CityLife staff members.

- (b) The role of the Chairperson is to
 - i. ensure the integrity of the Board of Elders' process in accordance with these Rules and the governance policies determined in accordance with Rule 35;
 - ii. chair Board of Elders meetings in an effective manner; and,
 - iii. ensure that the Board of Elders behaves consistently with its own rules as well as those legitimately imposed on it from outside the organisation.

- (c) The length of tenure of the Chairperson shall be determined by the Board of Elders from time to time and his or her effectiveness in the role shall be reviewed by the Board according to its processes at least annually.

22.2 Senior Minister

- (a) The Senior Minister shall be appointed by a not-less-than two-thirds (2/3rds) majority resolution of the Board of Elders and ratified by a not-less-than two-thirds (2/3rds) majority vote of partners who vote in person at the general meeting, or, if proxies are allowed, by proxy in favour of the resolution.

- (b) If not already, the Senior Minister shall become an Elder of the Church by virtue of his or her appointment as Senior Minister.

- (c) The role of the Senior Minister is to provide leadership to the church in order that it achieves its Mission and Vision, and lives out its Core Values in alignment with its Statement of

Faith. In fulfilment of this role, the tasks of the Senior Minister include:

- i. waiting upon God to receive a clear vision for the church that will enable it to fulfil its mission;
 - ii. creating a strategic plan that will enable the vision of the church and its ministries to be implemented over a period of years;
 - iii. ensuring that other qualified and competent church leaders are selected, trained and coached into effective ministry;
 - iv. taking a primary role in the spiritual feeding of the congregation and ensuring that a balanced plan of teaching is provided by a variety of speakers;
 - v. creating vital links to other churches, ministries and organisations outside of CityLife congregation; and,
 - vi. intentionally creating a culture that outworks the Core Values, is consistent with the Statement of Faith and is conducive to the ongoing health and growth of the congregation.
- (d) The length of tenure of the Senior Minister shall be determined by the Board of Elders and his or her ministry effectiveness shall be reviewed at least annually.
- (e) Notwithstanding Rule 22.2(d), the Senior Minister may be removed prior to the expiration of his or her term in office due to –
- i. scriptural (moral, doctrinal or ethical) disqualification; or
 - ii. ill health or physical incapacity; or
 - iii. ineffectiveness in the role of Senior Minister
- by a not less than two-thirds (2/3rds) majority resolution of the Board of Elders.
- (f) The Senior Minister may resign his or her position. In the event that the Senior Minister resigns he or she may be

invited by the Board of Elders to remain on the Board of Elders until such time as a replacement Senior Minister is appointed. During such period, he or she shall have the same powers as conferred by these Rules as if he or she had not resigned.

22.3 Elders

- (a) An Elder is a director of the Association and as such must not be ineligible under the Act or the ACNC Regulations and must also meet the legal requirements for directors of charitable organisations, which are that they:
 - i. are at least 18 years old, and
 - ii. are not disqualified from being a director of a company or a responsible person of a charity under the Act or ACNC Regulations, unless they have been given permission to be a Responsible Person.
- (b) The Elders shall be drawn from the partners of CityLife according to the criteria set out in 1 Timothy 3:1-7 and Titus 1:5-9, and such other processes determined by the Board of Elders from time to time. After confirmation by a two-thirds (2/3rds) majority vote of the Board of Elders these partners so selected shall be nominated by the Board of Elders to the partners for appointment at a general meeting in accordance with Rule 22.3 (b).
- (c) The appointment of Elders shall be by a two-thirds (2/3rds) majority resolution of partners who vote at the general meeting in person, or, if proxies are allowed, by proxy in favour of the resolution.
- (d) The length of tenure and rotation of Elders shall be determined by the Board of Elders itself from time to time but at all times the Board shall have regard to balancing continuity with an opportunity for new elders to make a contribution to the Board.

- (e) The Chairperson may suspend for a period of time or remove any member of the Board of Elders if it is confirmed by two-thirds (2/3rds) majority vote of the Board.
- (f) An Elder stops being a director of CityLife in accordance with the provisions of Rule 23.
- (g) An Elder must comply with their duties as a director under legislation and common law, and with the duties described in the ACNC Regulations.

22.4 Secretary

- (a) The Secretary shall be appointed by the Board of Elders.
- (b) The Secretary shall hold office for such period as the Board of Elders may from time to time determine.
- (c) Must live in Australia
- (d) The appointment of a Secretary pursuant to this Rule shall be revokable at any time by the Board of Elders.

23. VACATION OF OFFICE

23.1 For the purposes of these Rules, the office of the Secretary or of a member of the Board of Elders becomes vacant if:

- (a) the Secretary or member of the Board of Elders resigns by written notice to the Board (subject to the provisions of Rule 22.2(f));or
- (b) the Secretary or member of the Board of Elders ceases to be a partner of CityLife
- (c) the Secretary or member of the Board of Elders is suspended or removed from office by resolution of the Chairperson pursuant to Rule 22.3
- (d) in the case of the Senior Minister, the Senior Minister is removed pursuant to Rule 22.2(e)
- (e) the Secretary or member of the Board of Elders is removed from office in accordance with the Act
- (f) the Secretary or member of the Board of Elders dies

- (g) the member of the Board of Elders is absent for [3] consecutive Board of Elders' meetings without approval from the Elders, or becomes ineligible to be a director of the Association under the Act or the ACNC Regulations.
- 23.2 In addition to the requirements of Rule 23.1, the office of Secretary shall become vacant if the Secretary becomes an insolvent under administration, or ceases to live in Australia.
- 23.3 In the event that a member of the Board of Elders vacates his or her position pursuant to Rules 23.1 or 23.2, the Chairperson may appoint another partner (including the Chairperson him or herself) in that officer's stead until a replacement is appointed pursuant to Rule 22, or up to and including the conclusion of the annual general meeting next following the date of the appointment..
- 23.4 If the position of Secretary becomes vacant, the Board must make a new appointment to the position within 14 days after the vacancy arises.
- 23.5 Any partner may bring forward at any time valid scriptural objections to be considered by the Board of Elders in relation to any partner being appointed to the position of Secretary or Senior Minister or to the Board of Elders, or continuing to hold membership in CityLife.
24. COMMITTEES
- 24.1 The Board of Elders may delegate any of its powers to a Committee as it thinks fit. The Board of Elders may determine the purpose, powers and membership of the Committee and the Committee shall in the exercise of the powers so delegated conform to these Rules and to any regulations that are imposed on it by the Board of Elders.
- 24.2 All acts done by any Committee shall not be automatically invalidated by a subsequent discovery that there was a defect in the appointment of a Committee member.

PART V – ADMINISTRATION

25. MINUTES

The Board of Elders shall cause to be kept minutes of the resolutions and proceedings of each general meeting, each Board of Elders meeting and each Committee meeting, in secure storage provided for that purpose, together with a record of the names of persons present at those meetings.

26. ACCOUNTS, RECEIPTS, EXPENDITURE

26.1 The Board of Elders shall be responsible to ensure that -

- (a) all monies due to CityLife are collected and received and all payments authorised by CityLife are made; and
- (b) all accounts and books showing the financial affairs of CityLife are kept correctly with full details of all receipts and expenditure connected with the activities of CityLife.

26.2 Cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments shall be attested by the signatures of two of the representatives delegated this responsibility by the Board of Elders.

27. COMMON SEAL

27.1 The Common Seal of CityLife shall be kept in the custody of the Secretary or under his or her control.

27.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board of Elders and the affixing of the Common Seal shall be attested by the signatures of

- (a) two members of the Board of Elders; or
- (b) one member of the Board of Elders and of the Secretary; or
- (c) one member of the Board of Elders and one representative delegated this responsibility by the Board of Elders; or
- (d) two representatives delegated this responsibility by the Board of Elders.

28. ALTERATION OF RULES

28.1 These Rules (including the Statement of Faith and Core Values) shall not be altered except in accordance with the Act.

28.2 Notwithstanding Rule 28.1, a special resolution to alter these Rules must be passed at a general meeting with the support of at least 80% vote of partners who vote in person at the general meeting, or, if proxies are allowed, by proxy in favour of the resolution.

28.3 As soon as practicable after CityLife resolves, pursuant to this Rule, to amend the Rules, Statement of Faith or Core Values, the Secretary shall submit the amendment to the Registrar for approval pursuant to the Act.

29. SERVICE OF NOTICES

29.1 A notice may be served by or on behalf of CityLife upon any partner either personally, by e-mail, facsimile transmission or by post to the partner at his or her address shown in the Register of Partners.

29.2 Where a document is properly addressed and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

29.3 In addition to the method of service referred to in Rule 29.1, notice of general meetings may be served in accordance with Rule 14.

30. WINDING UP

If upon the winding-up of CityLife there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the partners of CityLife but shall be given or transferred to some other institution or institutions having objects similar to the Statement of Purposes of CityLife and whose constitution shall prohibit the distribution of its or their income and property among its or

their members to an extent at least as great as is imposed on CityLife under or by virtue of Rule 33 hereof and which itself is a Tax Concessional Charity, such institution or institutions to be determined by the partners of CityLife at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.

31. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

31.1 Partners may not have access to any of the Relevant Documents of the Church, including without limitation minutes of the Board of Elders meetings, unless otherwise permitted by these Rules, law or the Board of Elders,

31.2 Partners may on request inspect, free of charge:

- (a) the Register of Partners;
- (b) the minutes of general meetings; and
- (c) these Rules

subject to Rules 31.3, 31.4 and 31.5.

31.3 Partners must not:

- (a) use information obtained about another person from the Register of Partners to contact or send materials to the other person; or
- (b) disclose information obtained about a person from the Register of Partners knowing that the information is likely to be used to contact or send materials to the other person; unless the purpose for which the information is used or disclosed is otherwise expressly permitted by these Rules.

31.4 Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all Relevant Documents of the Church.

31.5 A partner may make a copy of any Relevant Documents of the Church.

32. SOURCE OF FUNDS

The funds of CityLife shall be derived from tithes, free-will offerings, donations and such other sources as the Board of Elders determines.

33. INCOME AND PROPERTY

33.1 The income and property of CityLife whencesoever derived shall be applied solely towards the promotion of the purposes of the church as set forth in the Statement of Purposes of CityLife and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to partners of CityLife.

33.2 Notwithstanding Rule 33.1, nothing herein contained shall prevent:

- (a) the payment in good faith of remuneration to any officer, member of the Board of Elders, partner of CityLife, employee or agent of CityLife, in return for services actually rendered to CityLife or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest on money borrowed from any officer, member of the Board of Elders, partner of CityLife or employee or agent of CityLife or reasonable and proper rent for premises demised or let by any officer, or member of the Board of Elders, partner of CityLife or employee or agent of CityLife.
- (b) Any officer or member of the Board of Elders, partner of CityLife or employee or agent of CityLife being appointed to any salaried office of CityLife or any office of CityLife paid by fees.
- (c) The bona fide relieving or assisting of partners or the spouses, widows, widowers, families or relatives of partners who are poor or in necessitous circumstances.

34. AUDIT

- 34.1 An auditor shall be appointed in accordance with the requirements of the Act.
- 34.2 An auditor shall not be a member of the Board of Elders.
- 34.3 An auditor shall be appointed by the Board of Elders.
- 34.4 An auditor may resign or be removed from office during a term of appointment by resolution at a general meeting in accordance with the Act
- 34.5 Where an auditor resigns, or is removed in accordance with Rule 34.4 above, the Board of Elders may appoint another person, not being a member of the Board of Elders, to be the auditor.
- 34.6 The auditor shall have power at all times to examine the books and documents of CityLife and shall, after the close of the financial year in each year and prior to the Annual General Meeting each year, audit the balance sheet and statement of receipts and expenditure setting forth the financial business of CityLife since the end of the preceding year. An audit opinion on the annual financial statements shall be submitted to the Annual General Meeting.

35. POLICIES

The Board of Elders may, from time to time, make policies not inconsistent with these Rules for the official working of CityLife and may alter, amend or rescind those policies as it thinks fit. All governance policies shall be posted on the CityLife website and made available for inspection by partners as per Rule 31.