

REDCLIFFE ASSEMBLY CONSTITUTION

ABN 96 943 089 731

PREAMBLE:

On 9 May 1968 Letters Patent were issued under *The Religious Educational and Charitable Institutions Acts, 1861 to 1967(Qld)* incorporating the Overseers (Elders) of the Church and their successors for ever as a Body Corporate by the name and style of REDCLIFFE ASSEMBLY.

The Church subsequently operated as Redcliffe Christian Assembly and latterly, under a registered business name, as **Mueller Community Church**.

The Church is a voluntary spiritual association with hierarchical governance. As a Letters Patent body the Elders constitute the membership of the body for all intents and purposes.

1 Name

- 1.1 The name of the Church is Redcliffe Assembly and operates and ministers as **Mueller Community Church** (“the Church” or “the Corporation” where the context so requires).

2 Objects and Doctrinal Statement

- 2.1 For the advancement of religion by promoting, promulgating, teaching and practicing, and in the aiding and assisting thereof, of the doctrines and precepts as herein set forth, most surely believed, taught and practised amongst a body of Christian believers as follows:-
 - 2.1.1 BIBLE The Bible is the inspired word of God, and is the sole authoritative guide in all matters of Christian faith and practice.
 - 2.1.2 GOD The Godhead is a Triunity of Persons, Father, Son and Holy Spirit, of one essence, “acting in complementary, counterpartal being and life”, eternal and infinite.
 - 2.1.3 THE SON, Christ Jesus, was born of a virgin and lived as a sinless man. Christ died to save all people from sin. Christ rose from the grave defeating the power of sin. The death and resurrection of Christ brings salvation by grace through faith to those who repent; seek forgiveness; and believe in Him.
 - 2.1.4 THE HOLY SPIRIT, following Jesus’ return to His Father in heaven, lives within those who have salvation as a comforter and guide; guaranteeing their eternal hope.
 - 2.1.5 MAN God created man in His own image and likeness, Man failed to obey God so that sin entered the human race, separating man from God. Fallen mankind is not

able to save himself and remains in this state under Satan's dominion until receiving spiritual life through Christ.

- 2.1.6 SALVATION God, in grace, made it possible for man to be brought back to Himself, by sending His Son, Jesus Christ, into the world. Born of the virgin Mary, through the power of the Holy Spirit, true God and true Man, He was sinless in every respect. By His death and resurrection, He is able to save all who believe in Him.
- 2.1.7 THE CHURCH The Church is the company of all true believers, formed by the Holy Spirit into one body, of which Christ is the Head.
- 2.1.8 THE LOCAL CHURCH There are local expressions of this body termed local churches. The ideal is that they all come together on the common ground of faith in Christ for praise, prayer, worship and witness.
- 2.1.9 CHURCH ORDINANCES Baptism and the Lord's Supper are two ordinances of the Church. Baptism is that of believers only and by immersion. The Lord's Supper is commemorated by believers in the breaking of bread, emblem of Christ's body, and drinking of the cup, emblem of Christ's shed blood, until His second coming.
- 2.1.10 SECOND COMING The Lord Jesus Christ will return as Lord, King and Judge.
- 2.1.11 CHURCH GOVERNMENT Each local Assembly is autonomous, ruled over and guided by Overseers (Elders), under the Lordship of Christ, for the continuance of the testimony and well-being of all the members, receiving into the fellowship all who believe on the Lord Jesus Christ, life not light being the basis of reception.
- 2.1.12 ELDERS An Elder shall remain an Elder only so long as he is functioning as an Elder should function according to the conditions as listed in 1 Timothy 3:1-7 and Titus 1:5-9.

3 Powers

- 3.1 The Corporation has the powers set out in the Schedule to this constitution.

4 Composition

The Church is comprised of the Elders, otherwise called Overseers.

- 4.1 **Elders**
- 4.2 Governance of the affairs of the Church both spiritual and temporal is vested in the Elders.
- 4.3 The Elders shall meet from time to time and a quorum of such meeting shall be constituted by one more than a simple majority. The Chairman of Elders shall preside at all meetings at which he is present and shall have a second or casting vote to resolve any deadlock.
- 4.4 At a meeting of Elders where a quorum is present an ordinary resolution may be made by a majority of those present and a special resolution by 75% of those present.
- 4.5 The duly recorded and accepted Minutes of a meeting of Elders shall be prima facie evidence of a resolution of the Elders. The Minutes of all meetings of the Elders whether in person or by other means must be kept in the Elders Minute Book and a copy must be provided to every Elder.
- 4.6 The Elders may regulate their meetings and proceedings as they see fit, and may hold meetings either in person or by any electronic or other facilitative means.
- 4.7 The date and place (or the particular facilitative mechanism) of each meeting of Elders shall be determined by the Chairperson (or his delegate appointed in writing) and reasonable notice of such time and place shall be given to each Elder.
- 4.8 The Elders may by special resolution delegate such powers or functions as they see fit from time to time.
- 4.9 The Elders may make by-laws, not inconsistent with this constitution, for the oversight and management of the Church. The by-laws shall be kept together under one heading in a document styled "Mueller Community Church By-laws".

5 Appointment of Elders

- 5.1 The Elders in office at the time of adoption to this constitution are the elders of the church and each may serve and hold office until otherwise removed in accordance with this constitution. A register of Elders shall be kept for the purposes of determining perpetual succession under Letters Patent. This register shall include the date of appointment and the date of cessation of the office.
- 5.2 New Elders shall be appointed by a special resolution of a meeting of Elders and the name of such new elders shall be recorded in the register of elders from the date of appointment.
- 5.3 By special resolution a meeting of Elders may remove an Elder from office. A special resolution to remove an Elder may only be passed at a meeting of Elders called solely for that purpose after reasonable notice to each Elder stating the purpose of the meeting. An Elder who is subject to such a proposed special resolution to be removed must be given the opportunity to address any meeting called for the purpose after the grounds forming the basis for removal have been stated to the meeting.
- 5.4 An Elder shall hold office until any of the following events occur:
- resignation;
 - personal bankruptcy;

- death;
- is unable to manage their affairs for any reason;
- termination under clause 5.3 hereof.

6 Pastoral Staff

- 6.1 Pastors or Ministers shall be appointed by the Elders upon the terms and conditions agreed between the appointee and the Elders by written contract of employment.
- 6.2 The Elders may designate titles and roles and functions of Pastors or Ministers in the employ of the church from time to time.
- 6.3 Pastors or Ministers may be removed from office by a special resolution of the Elders. Termination of such employment is to be consistent with the terms and conditions agreed in accordance with Clause 6.1.

7 Church Meetings

- 7.1 Meetings for public worship shall be held regularly as determined by and under the control and direction of the Elders or such other person as they may nominate from time to time.

8 Accounts

- 8.1 The true accounts shall be kept in the manner determined by the Elders of all sums of money received and expended by the Church, and of the property assets and liabilities of the Church.
- 8.2 The Elders shall designate signatories of all banking accounts from time to time.
 - 8.2.1 No cheque should be drawn or debit of any other manner incurred on behalf of the Church, except in a manner authorised by the Elders.
 - 8.2.2 If required by law, the Elders shall appoint a person or firm as auditor from time to time to give an opinion as to the correctness of the accounts and shall report thereon to the Elders.

9 Indemnity

- 9.1 Any minister or Elder or any other person acting in any authorised capacity on behalf of the Church is hereby indemnified and saved harmless against any claim or other action against such person arising in any way out of the performance of their duties on behalf of the Church which claim or Judgment in any action and the costs (to be assessed on an indemnity basis) thereof shall be paid for and on behalf of such person out of the Church's assets and funds.

10 Non-profit Clause

The income and property of the Church however derived shall be applied solely towards the promotion of the objects of the Church as set out in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or

otherwise howsoever by way of profit to the persons who at any time are or have been Elders or to any of them or to any person claiming through any of them provided that nothing herein shall prevent the payment in good faith or remuneration to any officers or servants of the Church or to any Elder thereof or other person in return for services actually rendered to the Church or for goods supplied in the ordinary way of business nor prevent the payment of interest on borrowed money, the maximum rate of interest to be not more than the current rate charged by Banks in the State in similar circumstances or the payment of rent for premises or goods let or hired to the Church or the reimbursement of expenses properly incurred on behalf of the Church.

11 Dissolution Clause

If the Church should be dissolved and there be any property or assets after satisfaction of its liabilities, the same shall not be paid to or distributed among the Elders of the Church, but shall be paid to such other organisation with similar objects as the Elders present at the meeting to dissolve the Church shall determine or in default thereof as determined by the Supreme Court of the State of Queensland provided always that such payment or distribution shall only be made to such other organisation that is not carried on for the purposes of profit and gain to its individual members and where that entity is able, at the time of such payment or distribution, to satisfy the Church that it is registered as a charity with Australian Charities and Not For Profits Commission.

12 Incorporated Ministries

In circumstances where the Elders are of the view that it is necessary to legally incorporate any aspects, initiatives or functions of the Church, it may incorporate any such aspects provided ultimate control by the Church is assured through means thought appropriate by the Elders.

13 Interpretation

- 13.1 The Elders shall finally determine any question arising concerning the interpretation of this constitution.
- 13.2 The singular includes the plural and vice versa and a gender includes the other gender.
- 13.3 Where a word or phrase is given a particular meaning, other parts of speech or grammatical forms of that word or phrase have correspondent meanings.

14 Notice

- 14.1 Any notice may be given by announcement in the Church Newsletter or by announcement in a Church service or in such other manner as the Elders prescribe in rules or by-laws.
- 14.2 Notice to an Elder must be given in writing by letter or by fax, email or other electronic means within a reasonable time depending upon the content of the notice.

15 Definitions

In this Constitution:

"Special resolution" means a resolution carried by a 75% majority of Elders at a meeting where a quorum is present.

"Ordinary resolution" means a resolution carried by a 50% majority of Elders at a meeting where a quorum is present.

16 Amendment

This constitution may be amended by special resolution of the Elders.

SCHEDULE TO CONSTITUTION

The Corporation has the following powers which are in addition to the powers, authorities and discretions vested in it by law and which do not limit the powers, authorities and discretions otherwise vested in the Corporation:

- a) *Generally deal with property*: to sell, call in, convert into money, grant options or rights to purchase, mortgage, charge, sub-charge, or otherwise deal with, dispose of or transfer any item or asset held by the Corporation for such consideration and on such terms as in its discretion it may think fit;
- b) *Real property*: to acquire, dispose of, exchange, mortgage, sub-mortgage, lease, sub-lease, let, grant, release or vary any right or easement or otherwise deal with real property or any estate or interest in real property;
- c) *Personal property*: to acquire, dispose of, exchange, hire, lease, let, mortgage or otherwise deal with personal property of any kind;
- d) *Lease*: to rent premises from any person, acquire the interest of any lessee in any lease, purchase, hire, take on lease, grant leases, sub-leases, tenancies or rights of any nature in and to any realty or estate or interest in land or in and to motor vehicles, computer hardware and software, fixtures and fittings, furniture, utensils, plant and equipment and personalty of any other description;
- e) *To let*: to lease and let property for such period, at a rental and to persons and upon such terms as the Corporation may decide and to accept surrenders from, make allowances to and arrangements with, a tenant with or without consideration as the Corporation may think fit;
- f) *Employment*: to engage or employ persons or obtain such other assistance as the Corporation may deem requisite, to provide staff, amenities and to vary and terminate any contract of employment;
- g) *Power to lend*: to lend moneys or give credit to any person or company on such terms as the Corporation may decide;
- h) *Power to borrow*: to raise or borrow moneys either alone or jointly with another or others, from any person including a firm or company, either bearing or free of interest and on terms and conditions and for purposes as the Corporation may decide, and to secure the repayment of any moneys or other indebtedness by mortgage, charge or other security or encumbrance over the whole or part of any property;
- i) *Commercial bills*: to draw, endorse, accept, guarantee or be a party in any way to a commercial bill or other bill of exchange, promissory note, letter of credit, pledge, mortgage, or other facility involving the raising, borrowing or lending of moneys by or to the Corporation;
- j) *Credit*: to enter into alone or with others any agreement or arrangement for obtaining credit upon such terms as the Corporation may see fit including but not limited to obtaining, upon deferred terms as to payment, goods, trading stock or

- other property or services of any nature;
- k) *Attorney*: to appoint, irrevocably or otherwise, any person as the representative or attorney of the Corporation for the purpose of executing any document or the doing of any act by the Corporation;
 - l) *Service entity*: to act as a service entity in providing office supplies and services, including professional or other employees, office furniture and equipment of all types, stationery, telephone and electricity services, management, administration and consultancy services and anything incidental to them;
 - m) *Bank accounts*: to open in the name of the Corporation or in the name of a person or corporation as nominee of the Corporation or in the joint names of the Corporation and another, any cheque, savings deposit or other account with any bank or financial institution wherever situated with full power to operate on any such account including, without limitation, power to sign, draw and endorse cheques and other negotiable or transferable instruments on the account and to close the account;
 - n) *Management expenses*: to pay out of income or capital all costs, charges and expenses incidental to the management of the Corporation;
 - o) *Pay general expenses*: to pay insurance premiums, rates, taxes, rents and outgoings in connection with real or personal property and to manage such property and effect repairs as the Corporation may consider necessary or advisable and where the Corporation is unable to charge such expenditure against income it is at liberty to resort to capital;
 - p) *Corporate securities*: with respect to any company in which the Corporation holds shares, debentures, options, convertible notes or other security ('securities') to exercise the following powers in addition to powers conferred by law:
 - (i) to pay calls on securities or permit securities to be forfeited and sold;
 - (ii) to purchase securities and take up securities of a new issue;
 - (iii) to attend meetings personally or by proxy, attorney or representative and vote at the discretion of the Corporation;
 - (iv) to sell securities at a price and upon terms as the Corporation may decide;
 - (v) to assent to or join in any arrangement relating to the sale, transfer or exchange of any securities or modifying any rights, privileges or interests in relation to securities, to agree to any scheme or arrangement for the increase or reduction of the value or amounts of any securities or of the capital of any company in which any securities are held or by which any securities are substituted or given in exchange, either wholly or partly for other securities, whether in the same company or not, and for any such purpose to deposit, surrender or exchange any scrip or documents of title relating to the securities and to pay out of capital or income any contribution or incur any expense in connection with such scheme or arrangement and generally to manage and deal with any securities; and
 - (vi) to agree in respect of a winding up with the liquidator of the company or

any member or creditor of the company, or in a voluntary administration, as the Corporation thinks fit;

- q) *Unit trust interests*: to acquire units or sub-units of any fixed or flexible unit trust either by way of application, purchase or by way of settlement by the Corporation in the establishment of such unit trust and to exercise all rights including voting rights and perform all obligations as a holder of any units in such trust and to accept all distributions by the Corporation of such unit trust as income or capital and as unit holder;
- r) *Franchises*: to acquire by means of purchase or otherwise and to sell, dispose, relinquish or otherwise deal in franchises, franchise agreements, licences or things of like nature relating to subject matters of all kinds;
- s) *Subdivision of property*: to partition or subdivide property of any kind and to pay moneys by way of equality or partition;
- t) *Development of property*: to enter into any agreement with any person with respect to the development and turning to account of any real or personal property or any interest in property and any other right, privilege or interest or with respect to the construction of any buildings, laying out or preparing land for building purposes or in developing or turning to account real or personal property or any rights, privileges or interests;
- u) *Promotion of companies*: to establish, promote or acquire any company or join in the promotion or establishment of any company and to do anything which a person, not being a Corporation, is authorised or empowered to do under any law relating to or governing any such company;
- v) *Maintain property*: to maintain and preserve in good and substantial order and condition real or personal property of the Corporation;
- w) *Guarantees and indemnities*: power, whether with or without security and whether alone or jointly or severally or both jointly and severally with any other person, to guarantee, indemnify, secure by way of mortgage, charge or otherwise over the whole or part of Corporation property or undertake in any way the payment or repayment of money or debts (including any interest whether existing or to accrue) previously or then lent or to be advanced or any existing or future duties, undertakings, liabilities or obligations incurred or which may at any future time be incurred by any person and to guarantee, indemnify or secure, with or without security, the due performance of any contract, agreement, covenant or obligation of any person;
- x) *Power to set aside*: to set aside out of income or capital from time to time such money as may in the opinion of the Corporation be sufficient to meet any debt or obligation due or accruing;
- y) *Partnerships and joint ventures*: to enter into joint venture with any person on such terms as the Corporation thinks fit and to vary the terms of or terminate and be a party to the partition of assets of any joint venture;
- z) *Agency and licences*: to apply for, purchase or hold any permit, agency or licence which may be desirable or required to enable or facilitate the carrying on of any

business or venture which the Corporation is empowered to engage in and to surrender, relinquish, sell, vary or assign the same;

- aa) *Choses-in-action*: to acquire choses-in-action, including debts and obligations of all kinds, for value or by way of gift or at a discount or at a premium and to assign, release, vary, relinquish or otherwise deal with such choses-in-action in any way on such terms and conditions as the Corporation may see fit;
- bb) *Advertise*: to adopt such means of making known and advertising any business which the Corporation is empowered to carry on or in pursuing any power as may seem expedient or desirable;
- cc) *Make gifts and donations*: to make gifts or donations in accordance with the objects of the Corporation;
- dd) *Receive gifts*: to receive property by gift inter vivos or by Will or under the provisions of any other trust or otherwise from any person and whether subject to liabilities or not and to hold the same upon these trusts and to administer such additions as part of the property of the Corporation;
- ee) *Legal proceedings*: to institute, join in and defend proceedings at law or by way of mediation or arbitration and to proceed to the final end and determination and to compromise and settle any such dispute or proceedings for such consideration and upon such terms and conditions as the Corporation may decide;
- ff) *Intellectual property rights*: to apply for, purchase or otherwise acquire and to sell patents, patent rights, copyrights, trade marks, designs, formulas, licences, concessions, know-how and the like conferring any exclusive or non-exclusive or limited right to use or any other intellectual property rights and to use, exercise, develop or grant licences in respect of or otherwise turn to account property rights or information so acquired;
- gg) *Incidental powers* to do all other things as may be incidental to the exercise of the powers, rights, discretions and authorities conferred on the Corporation.

I certify that this Constitution was passed and adopted at a duly constituted meeting of Elders held

at 75 Morris Rd. ROTHWELL [insert address of meeting]

on 5th July 2013 [insert date of meeting].

The certified original of this document is annexed to the minutes of that meeting.



A. D. Heathwood

Chairman of Elders

L. S. Mier

Witness