

DRAFT ONLY**CORPORATIONS ACT****A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL****CONSTITUTION****CHURCH OF THE FOURSQUARE GOSPEL (AUSTRALIA) LIMITED****ACN: 000 195 960****1. INTERPRETATION****1.1 Replaceable rules inapplicable**

Any Replaceable Rules contained in the Corporations Act or any former enactment relating to companies which are inconsistent with this Constitution do not apply to this Company.

1.2 Definitions

In this Constitution unless the context otherwise requires:

“Administrator” means a person employed to oversee all administrative procedures of the Company as required in consultation with the Executive, Directors and Spiritual Council members

“Advisory Council” means a committee formed pursuant to clause 16.1;

“Area Council” means a committee formed pursuant to clause 34.2;

“Area Supervisor” is an officer elected pursuant to clause 34.3;

“Board” means the elected Directors of the Company;

“Board Meeting” means a duly convened meeting of the Board of Company Directors;

“Business Day” means a day that is not a Saturday, Sunday or public holiday in New South Wales;

“Churches” mean Churches of the Foursquare Gospel – East Australia District encompassing NT; SA; TAS; VIC; NSW; ACT; & QLD.

“Church Delegate” means a person elected in accordance with clause 11.1;

“Committee” means a committee formed pursuant to clause 24.7;

“Company” means Church of the Foursquare Gospel (Australia) Limited (ACN 000 195 960);

“Corporations Act” means the Corporations Act 2001 (C’lth) and any modification, amendment or re-enactment of it, and any regulations made pursuant thereto;

“Director” means a Director of the Company;

“Executive Officer” means an Officer of the Company pursuant to clause 31;

“The Executive” means the committee formed pursuant to clause 31;

“General Supervisor” is an executive officer appointed in accordance with clause 32(b);

“Member” means a person who is admitted as a Member under clause 3.1;

"Membership" means membership of the Company;

"Minister" means a minister of the Foursquare Gospel pursuant to clause 10;

"Office" means the registered office for the time being of the Company;

"Officer" means a person holding one or more of the following offices: President, Vice President, General Supervisor, Overseas Mission Director, Evangelism Co-ordinator, Church Growth/Planting Co-ordinator, Education Co-ordinator, Treasurer, Secretary and persons holding such other offices within the Company as the Directors may from time to time designate for the purposes of this definition;

"Ordinary Majority" means:

- (a) in relation to a Board Meeting, more than 50% of the total voting power of those persons present and entitled to vote;
- (b) in relation to a Members' Meeting, more than 50% of the total number of votes exercised by those Members present in person or by proxy, attorney or representative and entitled to vote; and
- (c) in any other case, more than 50% in number of those persons from whom authorisation or instruction is required to be obtained;

"Ordinary Resolution" means a resolution approved by Ordinary Majority of a duly convened meeting at which a quorum is present;

"President" is the chief executive officer of the company. (clause 30.1)

"Register" means the register of Members to be kept pursuant to the Corporations Act;

"Secretary" includes the assistant or acting secretary of the Company and any substitute for the time being for the secretary.

"Senior Minister" is a person appointed by Presbytery and approved by the Directors to oversee a local church and who currently holds either an Interim, Licenced or Ordained Minister's Credential.

"Spiritual Council" means a committee appointed by the President pursuant to clauses 32.1; 32.2.

1.3 Construction

In this Constitution unless the context otherwise requires:

- (a) words (including defined expressions) importing the singular include the plural and vice versa;
- (b) words (including defined expressions) importing any gender include the other gender;
- (c) words (including defined expressions) importing persons shall include corporations, incorporated and unincorporated associations and bodies politic;
- (d) a reference to a statute ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);
- (e) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes telegram, telex and facsimile transmission;

- (f) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;
- (g) references to this Constitution include its schedules and annexures.

1.4 Headings

Headings do not affect the interpretation of this Constitution.

2. ESTABLISHMENT

2.1 Name

The name of the company is Church of the Foursquare Gospel (Australia) Limited.

2.2 Legal capacity

Subject to the Corporations Act, the Company has the legal capacity of a natural person including, without limitation, the capacity to exercise the powers set out in section 124 of the Corporations Act.

It is the intention that this constitution of the Company will not restrict or prohibit the exercise by the Company of any of the powers referred to in this Clause.

2.3 Objects

The objects for which the Company is established are:

- (1) The advancement of religion, the relief of poverty and the advancement of education;
- (2) To propagate and make known the Foursquare Gospel as set forth in "**The Declaration of Faith**" attached as Appendix "A" to this constitution.
- (3) To supervise, establish and initially operate churches for the conduct therein of public worship and religious services in accordance with the doctrines, forms, rites and ceremonies of the Church of the Foursquare Gospel.
- (4) To license and ordain Ministers of the Church of the Foursquare Gospel.
- (5) To supervise, establish and operate schools and colleges to provide sound religious and general education.
- (6) To supervise establish and operate schools, colleges and institutions for instructing and training persons desirous of becoming Ministers of the Foursquare Gospel and lay leaders.
- (7) To supervise, establish and operate community centres, youth centres, youth camps, hostels, accommodation houses, restaurants, hospitals, convalescent homes, rest homes, orphanages, homes for destitute or indigent persons, homes for the aged, homes and other accommodation for employees of the Company on leave or retired.
- (8) To give relief by means of pecuniary or other assistance to necessitous persons.

- (9) To co-operate with all Foursquare Gospel Church organisations, both in Australia and overseas, and other Christian churches, as the Company may determine for the attainment of these objects.

2.4 Income and property

The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

- (a) of remuneration to any directors, officers or employees of the Company in return for services rendered to the Company;
- (b) of out of pocket expenses incurred by a Director, officer or employee in the performance of any duty as a director, officer or employee of the Company.

2.5 Liability

The liability of the Members is limited.

2.6 Contribution upon winding up

Every Member undertakes to contribute an amount not exceeding fifty dollars (\$50.00) to the assets of the Company in the event of it being wound up while they are a Member or within one year afterwards for:

- (a) payment of the debts and liabilities of the Company contracted before the time when they ceased to be a Member;
- (b) the costs charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

2.7 Transfer of property

If upon the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities any property remains, this property is to be given or transferred to an institution or institutions having objects substantially similar to the objects of the Company and which 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 the Company pursuant to clause 2.4.

2.8 Accounts

True accounts must be kept of.

- (a) all money received and expended by the Company;
- (b) the matter in respect of which those receipts or expenditures takes place; and
- (c) the property credits and liabilities of the Company.

Those accounts are to be available for inspection by the Members subject to any reasonable restrictions as to time and manner of inspection that may be imposed in accordance with the regulations of the Company for the time being.

3. MEMBERS

3.1 Classes of Members

The following persons are eligible to be Members of the Company: -

- (a) Ministers with current credential cards.
- (b) Directors and Officers of the Company.
- (c) Church Delegates elected under clauses 11.1; 11.2

3.2 Admission of Members

Only a person who is eligible to become a Member under clause 3.1 and who is:

- (a) appointed by the Presbytery as a minister;;
- (b) elected as a Director or appointed an officer of the company; ;
- (c) elected as a church delegate by the membership of a chartered church;

may be admitted or continue as a Member.

3.3 A person who is entitled to be admitted as a Member must apply in writing to the Secretary to be admitted as a Member.

The Secretary must refer all applications for membership to the Board which must approve the application and authorise entry of the name of the applicant in the register of Members if it is satisfied that the applicant is entitled to be admitted as a Member under clause 3.2.

4. REGISTER OF MEMBERS

The Secretary shall keep the Register of Members and shall enter in it the full names and addresses of Members, the date upon which Members became Members and the date upon which any Member ceased to be a Member. The Register must not be used for any other purpose and is to be open for inspection by Members at the determination of the Directors.

5. CESSATION OF MEMBERSHIP

5.1 Lapse

A Member automatically ceases to be a Member if they cease to be eligible to be a Member under clause 3.1 or they cease to satisfy the requirements of any of paragraphs 3.2 (a) (b) or (c) above.

5.2 Cease Membership

A Member may resign their membership by notice in writing to the Secretary and upon receipt of such notice by the Secretary the Member ceases to be a Member.

5.3 Rights of Member following cessation of Membership

Any person who ceases to be a Member shall forfeit all rights and privileges of Membership and shall have no claim upon the Company except rights or claims as a creditor (if any).

6. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to the amount set out in clause 2.6.

7. DISCIPLINING OF MEMBERS

7.1 A dispute arising between Members shall be dealt with in accordance with Matthew 18:15-17. If a dispute arises between Members, the matter shall be heard by the Area Council. No person involved in the dispute shall be entitled to hear the matter. Should the Area Council be unable to resolve the dispute within 30 days or such other period that they may agree upon, the dispute then shall be referred to the Spiritual Council.

7.2 If any Member:

- (a) wilfully refuses, fails or neglects to comply with the provisions of this Constitution, including the Declaration of Faith, and such refusal, failure of neglect continues thirty (30) days after notice has been given by the Spiritual Council to the Member or;
- (b) is guilty of any conduct which in the opinion of the Spiritual Council is prejudicial to the interests of the Company and the conduct cannot be or is not remedied after thirty (30) days notice has been given by the Spiritual Council to the Member;

the Spiritual Council shall call the Member to explain his/her conduct. If the accusation is satisfactorily established then the Spiritual Council may censure or suspend the Member from the Company for a period up to three (3) months provided that at least one week before the meeting of the Spiritual Council at which such a resolution is passed the Member shall have had notice of such meeting and what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had a opportunity of giving orally or in writing any explanation or defence he may think fit.

7.3 At the end of the suspension period the Spiritual Council shall determine whether the suspended Member will be reinstated to the Company or whether the suspension period will be extended or whether the Spiritual Council resolves to proceed to expel the Member.

7.4 Subject to the approval of the Directors, the Spiritual Council may proceed to expel the Member from the Company. The notice of meeting convening the Directors' meeting shall state that the meeting is to consider the expulsion of the particular Member and the Member must be given the opportunity at the Directors' meeting to put forward his or her case. Following approval of a Member's expulsion at a Directors' meeting the Secretary must remove that Member's name from the Register.

8. TRANSFER OF MEMBERSHIP

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

9. CHURCHES

9.1 The Spiritual Council shall have spiritual oversight of Foursquare Gospel Churches within New South Wales, and other Australian states and territories as determined by the Directors. The Directors shall have general oversight of all financial and administrative areas of the Company as required under the Corporations Act.

- 9.2** The Directors may at any time, upon the recommendation of the Spiritual Council, decide to charter a Foursquare Gospel Church or to commence an outreach church.
- 9.3** If, in the opinion of the Spiritual Council, any chartered church fails to comply with the constitution, including the Declaration of Faith, the Directors may revoke, on the recommendation of the Spiritual Council, the charter of such church, after providing an opportunity to the Senior Pastor/Lead Minister and leadership of that church to appear before a meeting of the Directors, after giving seven (7) days notice of such meeting.
- 9.4** If, in the opinion of the Directors a church business council fails to carry out its duties in accordance with this constitution or that of the local church constitution or has caused dissension, disunity or dissatisfaction in the church, the Directors may, at their discretion, remove any or all of the business council.
- 9.5** The Directors may at any time, upon the recommendation of the Spiritual Council, permit, as an interim status, a non chartered church to be in fellowship with the company as an associated church. This status is to be reviewed annually by the Spiritual Council.

10. MINISTERS

- 10.1** Ministers of the Foursquare Gospel Church (Aust.) shall be those persons who have been granted a credential and who hold a current credential card authorised by the Spiritual Council and which has been approved by the Directors.
- 10.2** Persons ordained or licensed as ministers will be classified as ordained ministers, licensed ministers, ministers emeritus, authorised ministers and interim ministers.
- 10.3** An ordained minister is a minister who has been set apart in an ordination service and who is currently appointed by the Spiritual Council to a church or to a ministry position within the denomination.
- 10.4** A licensed minister is a minister preparing for ordination and who is currently appointed by the Spiritual Council to a church or to a ministry position within the denomination.
- 10.5** A minister emeritus is an ordained minister without any particular appointment but has been permitted by the Spiritual Council to retain the standing of a minister as a result of previous service.
- 10.6** An authorised minister is the spouse of an ordained minister. The ministry appointment of the spouse lapses upon the death of the ordained minister.
- 10.7** An interim minister is a probationary minister who has been appointed by the Spiritual Council to work under a Senior Minister of a chartered church or Area Supervisor until approved for licence.

11. CHURCH DELEGATES

- 11.1** The Members of each chartered church shall be entitled to elect one (1) delegate for each fifty (50) Members or part of fifty (50) Members of that chartered church. Such delegates become Members of the company in accordance with clause 3.1 from the date that the Secretary receives notice of their appointment.
- 11.2** A church delegate so elected remains a Member of the Company until the next Annual General Meeting of the Company or until the Secretary receives notice from the relevant chartered church of the Member's resignation or the Member becomes ineligible to be a Member of the Company.

12. GENERAL MEETINGS

12.1 Annual General Meeting (AGM)

An Annual General Meeting (AGM) of the Company must be held in accordance with the Corporations Act.

12.2 Holding of general meetings

Other regular general meetings are to be held at the times and places prescribed by the Company in general meeting or if no time or place is prescribed as are determined by the Directors.

12.3 Convening of general meetings

The Directors may whenever they think fit, and must upon a requisition made by Members in accordance with section 249D of the Corporations Act, convene a general meeting of the Company.

12.4 Notice of meetings

At least 21 days' notice of a general meeting must be given to Members in accordance with this Constitution. The notice must specify the place, day and hour of the meeting and in the case of special business the general nature of that business and in the case of an election of Directors, the names of the candidates for election.

12.5 Omission to give notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

12.6 Special business

All business will be special that is transacted at:

- (a) a general meeting not being an annual general meeting; or
- (b) an annual general meeting with the exception of.
 - (i) the confirmation of the minutes of the preceding meeting;
 - (ii) the receipt and consideration of the balance sheet, the profit and loss statement and the reports of the Treasurer and the auditors;
 - (iii) the election of Directors; and
 - (iv) the transaction of any business which under the Corporations Act or this Constitution is required to be transacted at an annual general meeting.

12.7 Resolutions by Members without a general meeting

Any written resolution of Members (whether in one document or in several copies) signed by each Member entitled to vote is as valid and effectual as a resolution duly passed at a general meeting of the Company unless the Corporations Act requires a resolution to be passed at a general meeting of the Company.

13. PROCEEDINGS AT MEETINGS

13.1 Quorum

A majority personally present or represented by a proxy of those Members entitled to vote shall be a quorum. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business.

13.2 Lack of quorum

If within 15 minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors determine. If at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the meeting those Members (present in person or by proxy or representative and entitled to vote) will be a quorum.

13.3 Chairperson

The President or in this person's absence the Vice President will preside as chairperson at every general meeting. If neither is present within 15 minutes after the time appointed for the meeting or if they are both unwilling to act as chairperson of the meeting the Directors must choose another Member of the Company to be chairperson.

13.4 Adjournment

The chairperson of a general meeting may with the consent of a meeting of Members at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

13.5 Notice of adjourned meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

13.6 Decision by Ordinary Resolution

At a general meeting a resolution put to the vote of the meeting is to be decided by Ordinary Resolution on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or (other than on the election of the directors of a meeting or the adjournment of a meeting) by not less than 5 Members having the right to vote at the meeting.

13.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the chairperson will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

13.8 Taking of poll

If a poll is duly demanded it must be taken in the manner and at the time and place as the chairperson of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment. The demand for

a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn. In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a poll the chairperson shall determine the dispute and the determination made in good faith will be final and conclusive.

14. VOTES OF MEMBERS

14.1 Entitlement to vote

Every Member present in person has one vote, on a show of hands and every Member present in person or represented by a proxy has one vote on a poll.

14.2 No Member may vote at any general meeting until he has registered prior to the commencement of the meeting with the Secretary of the Company or his authorised representative.

14.3 Casting vote

In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting at which the show of hands is taken or at which the poll is demanded is not entitled to a casting vote in addition to the vote or votes to which he or she may be entitled as a Member or a proxy as a Member.

14.4 The election of the Directors, shall be made by secret ballot and no Member shall be elected to any office unless he receives a majority of the votes of those present and entitled to vote.

15. PROXIES

15.1 Appointment of proxy

A Member may appoint one proxy only, who must be another Member and that proxy is entitled to vote on a poll. A Member may not appoint a Member as their proxy if the intended proxy has already been appointed as a proxy for three other Members.

15.2 Instrument of proxy

The instrument appointing a proxy must be in writing signed by the appointor or of their attorney duly authorised in writing. The appointment of a proxy may be a standing appointment. The appointment of a proxy may direct the way that the proxy is to vote on a resolution.

15.3 Proxy to be deposited at office

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority (or a copy certified in another manner acceptable to the Directors) must be either deposited with the Secretary or delivered to the chairperson of the relevant meeting at least 48 hours before the time for holding of the meeting or adjourned meeting or taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.

15.4 Form of proxy

Every instrument of proxy whether for a specified meeting or otherwise must as nearly as circumstances will admit be addressed to the Company in the following form:

I

of

being a Member of the Company appoint

of

*as my proxy to vote for me and on my behalf at the general meeting of the Company to be held on the
day of 20 and at any adjournment thereof.*

*This form is to be used *in favour of/against the resolution.*

**Strike out whichever is not desired. Unless otherwise instructed the proxy may vote as he or she
thinks fit.*

As witness my/our hands this day of 20

Signed by the said

in the presence of.:

or in such other form as the Directors from time to time prescribe or in a particular case accept.

15.5 Power to demand poll

The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

15.6 Votes of proxies

A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed provided that no intimation in writing of the death or unsoundness of mind or revocation has been received by the Company before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

15.7 Identification of proxy

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that they are the person nominated as proxy in the form of proxy lodged under this Constitution and failing compliance that person may be excluded from voting either upon a show of hands or upon a poll.

16. ADVISORY COUNCIL

16.1 There shall be an Advisory Council and it will consist of ministers with current credential cards and directors and Officers who may not be ministers.

16.2 The Advisory Council may submit to the Spiritual Council and directors from time to time recommendations for the welfare and benefit of the Company.

16.3 The Advisory Council shall meet at least once each year prior to the annual general meeting at such time and place as shall be determined by the Spiritual Council. At least 21 days notice of an Advisory Council meeting must be given to the relevant Members and in the case of special business the general nature of that business.

17. DIRECTORS

17.1 Composition

The Board of Directors will consist of the President, Vice President and sufficient ordinary Directors elected by the Members, to comprise a minimum Board membership of five and up to a maximum Board membership of nine.

17.2 Directors' Qualifications

A person is not qualified to be a Director unless the person is a member in good standing with a chartered church or outreach authorised by the directors for a minimum continuous period of two years prior to nomination.

17.3 Remuneration

Members of the Spiritual Council, Directors and Company Officers will be paid or reimbursed such travelling and other expenses as may be properly incurred by them for administrative and secretarial services and for attending and returning from meetings of the Directors or any committee or otherwise in connection with the carrying out of their duties. Unless approved by the Directors or the company in general meeting a Director is not entitled to be paid any other amount as remuneration for their services as Directors.

18. POWERS AND DUTIES OF DIRECTORS

18.1 Management of the Company

- (a) The financial management of the business and affairs of the Company is vested in the Directors who in addition to the powers and authorities conferred by this Constitution or otherwise may exercise all powers and do all acts and things as can be exercised or done by the Company and are not required to be exercised or done by the Company in general meeting.
- (b) The powers of the Directors are subject to the Corporations Act, this Constitution, and to any regulations (not being inconsistent with this Constitution) from time to time made by the Company in general meeting.
- (c) No regulation made by the Company in general meeting will invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

19. NOMINATION OF DIRECTORS

No person is eligible for election as a Director at any general meeting or Advisory Council meeting unless, they are qualified for appointment under Clauses 3, 4, 5 & 7 of this Constitution and at least thirty days before the meeting, the following has been given to the Company:

- (a) a written notice from the person consenting to his or her candidature for the office; and
- (b) a written notice signed by or on behalf of any two other Members proposing the person as a candidate for election as a Director.

20. APPOINTMENT AND REMOVAL OF DIRECTORS

20.1 Appointment by general meeting

All of the Directors must be appointed by the Company in general meeting by Ordinary Resolution. No person shall be elected unless they receive a majority of votes of Members present or entitled to vote.

20.2 One-third retirement

- (a) At every annual general meeting one-third of the Directors for the time being, or, if their number is not multiple of 3, then the number nearest to but not exceeding one-third, shall retire from office.
- (b) A retiring Director is eligible for re-election.

20.3 Order of Retirement of the Nine (9) Directors

At the adoption of this Constitution in 2017, and commensurate as at the Annual General Meeting (AGM) in 2018, to establish a staggered retirement model for the Directors holding a position of either President, Vice-president or ordinary Director, those Directors will retire as follows:

- (a) President to serve a three year term, unless a casual vacancy occurs in that office from the AGM in 2018.
- (b) Two ordinary Directors to serve a three year term, unless a casual vacancy occurs in that office
- (c) Vice President to serve the remainder of the current elected three year term currently in place, unless a casual vacancy occurs in that office
- (d) Five ordinary Directors to serve the remainder of their current elected three year term currently in place for each of those individual Directors, unless a casual vacancy occurs in that office

Thereafter, following the establishment of the staggered retirement model of the nine (9) Directors, pursuant to clause 20.3 (a); 20.3 (b); 20.3 (c), the Directors to retire at an Annual General Meeting (AGM) are those who have served a three year term since they were elected, or if filling a casual vacancy, serve up to the next Annual General Meeting (AGM) of the Company.

20.4 Casual vacancies or additional appointments

- (a) The Directors may at any time appoint any qualifying Member to fill a casual vacancy but so that the total number of Directors does not at any time exceed the number determined in accordance with clause 17.1.
- (b) Any person appointed to fill a casual vacancy holds office only until the next following Annual General Meeting (AGM) and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

20.5 Removal of Directors

The Company in general meeting may remove a Director from office by Ordinary Resolution subject to compliance with the requirements of the Corporations Act.

21. DISQUALIFICATION OF DIRECTORS

The office of a Director must ipso facto be vacated if.

- (a) the Director ceases to be or is removed as a Director pursuant to the Corporations Act;
- (b) the Director ceases to be a Member; or a member of a chartered church or outreach authorised by the Directors.

- (c) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
- (d) the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) the Director resigns from office by notice in writing to the Company;
- (f) the period for which the Director is appointed expires;
- (g) the Director, without the permission of the other Directors, is absent from the meetings of the Directors for more than half of the meetings of the Directors in any six(6) month period.

22. DIRECTORS CONTRACTS

22.1 Directors' interests

Subject to the Corporations Act:

- (a) no Director or proposed Director is disqualified by that office from:
 - (i) entering into a contract, agreement or arrangement with the Company;
 - (ii) becoming or remaining a Director of any company in which the Company is in any way interested or which is in any way interested in the Company;
- (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Company can be avoided; and
- (c) no Director who:
 - (i) enters into a contract, agreement or arrangement in which the Director has an interest; or
 - (ii) is a director of the other company with which the Company has entered into the contract, agreement or arrangement,

is liable to account to the Company for any profits or remuneration realised by that Director as a result of their being interested or being a director of the other company.

22.2 Declaration of interest

- (a) The nature of a Director's interest in any contract agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Act as soon as practicable after the relevant facts have come to his or her knowledge.
- (b) A general notice that a Director is a Member of any specified firm, partnership, entity or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this Clause as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in pursuance of this Clause.

22.3 Votes by interested Directors

Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

- (a) must not vote on the matter (or in relation to a proposed resolution under Clause 22 in relation to the matter, whether in relation to that or a different Director); and
- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

unless:

- (c) the matter applies to an interest that the Director has as a Member in common with the other Members; or
- (d) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

23. DIRECTOR'S CONFLICTS OF INTEREST

A Director who holds an office or possesses a property whereby duties or interests might be created whether directly or indirectly in conflict with their duties or interests as Director must, declare at a meeting of the Directors the fact and the nature, character and extent of the conflict.

24. PROCEEDINGS OF DIRECTORS**24.1 Meetings**

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of business is an ordinary majority of the Directors present in person.

24.2 Calling of meetings

A Director may at any time and the Secretary must upon the request of a Director, convene a meeting of Directors.

24.3 Notice of meetings

Not less than 5 Business Days Notice of a meeting is to be given to relevant Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.

24.4 Chairperson of meetings

The President or in his absence the Vice President will preside as chairperson at every general meeting. If neither is present within 15 minutes after the time appointed for the meeting or if they are both unwilling to act as Chairperson of the meeting the Directors must choose another Director of the Company to be Chairperson.

24.5 Decision of questions/ Casting Vote of Chair

Subject to clause 24.4, questions arising at any meeting of Directors are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all

purposes be deemed a determination of the Directors. In case of an equality of votes at a meeting at which more than two Directors are present the Chairperson has a second or casting vote.

24.6 Delegation to Committees

The Directors may delegate any of their powers to Committees consisting of Directors or other persons as the Directors think fit. Any Committee formed must in exercise of the powers delegated, comply with the regulations of the Company.

24.7 Procedure of committees

The meetings and proceedings of Committees consisting of more than 1 person are to be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under this Constitution.

24.8 Validation of irregular acts

All acts done by any meeting of the Directors or by a Committee or by any person acting as a Director will, even if it is later discovered that there was some defect in the appointment or continuance in office of a Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director and had been entitled to vote.

24.9 Written resolutions

A resolution in writing signed by all relevant Directors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. That resolution may consist of several copies of a document each signed by one or more relevant Directors.

24.10 Voting authority

A Director who is unable to attend a meeting of the Directors may authorise another Director to vote at that meeting and the Director authorised will have a vote for each Director by whom they are so authorised in addition to their own vote. Any such authority must be in writing and must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Company's records.

25. MEETINGS OF DIRECTORS BY ELECTRONIC MEDIA: EITHER INTERNET/ TELEPHONE/ SATELLITE/ OR SIMILAR/

25.1 Electronic Media Meetings

The Secretary may convene a meeting by the contemporaneous linking by telephone/ electronic media/ or internet of a number of Directors not less than a quorum provided that:

- (a) **notices:** each Director entitled at the relevant time to receive notice of a meeting receives prior notice that the meeting will be by electronic media (which notice may be given in advance by electronic media);
- (b) **facilities:** each Director entitled to receive notice is reasonably able to be linked to the other entitled Directors by the electronic media channels (as the case may be) for the purpose of the proposed meeting;

- (c) **hearing:** each Director participating in the meeting is able to hear each other participating Director at the commencement and duration of the meeting;
- (d) **acknowledgement:** at the commencement of the meeting each Director acknowledges their presence for the purpose of the meeting and minutes of meeting to all other participating Directors;
- (e) **absence:** no Director leaves the meeting by disconnecting their electronic media device unless the chairperson of the meeting has previously given express consent and for this purpose a Director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless the chairperson has previously given express consent to the Director leaving the meeting; and
- (f) **minute:** a minute of the proceedings of the meeting by electronic media is certified to be correct by the chairperson for the purpose of providing sufficient evidence of those proceedings and of the observance of all necessary formalities.

26. BORROWING POWERS

The Finance Committee may exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking assets and to issue debentures debenture stock and other securities outright or as security for any debt contract guarantee engagement obligation or liability of the Company or of any third party and on the terms and conditions as the Directors think fit.

27. NO ALTERNATE DIRECTORS

No Director may personally appoint an alternate Director to sit on the Board of Directors in their place permanently. Pursuant to Clause 24.10, voting proxy in writing is acceptable on a periodic or casual basis.

28. MINUTES

The Directors shall cause minutes to be kept in accordance with the Corporations Act:

- (a) of the names of the Directors present at each meeting of the Directors and of any Committee; and
- (b) of all resolutions and proceedings of general meetings and of meetings of Directors and of Committees.

The minutes are to be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

29. EXECUTIVE OFFICERS

29.1 Before the Annual General Meeting (AGM) at which the President or Vice President are due to retire the Directors shall call for nominations. Not more than three candidates are to contest the election of each individual executive office at the Annual General Meeting. A person shall not be nominated for these offices unless their nomination is approved by a majority of Directors.

29.3 The Directors shall fill any casual vacancy occurring in the executive office of President or Vice President by the appointment to such executive office of one of their number.

29.4 The Members may remove a person from the executive office of President and Vice President under Clauses 20.5 and/or 21.

30. CHIEF EXECUTIVE OFFICER

30.1 The Chief Executive Officer of the Company is the President.

31. THE EXECUTIVE

31.1 Executive

The Executive will comprise:

- (a) President
- (b) Vice-president
- (c) Company Secretary
- (d) Treasurer
- (e) Administrator

Unless duly elected as a Director of the Company, pursuant to Clauses 20.2 and 20.4, the Executive members of Company Secretary, Treasurer and Administrator will not be entitled to a vote at a meeting of the Company Directors but may participate in such meetings in an advisory capacity.

31.2 Vacancies

The continuing Executive may act notwithstanding any vacancy in their numbers until such time that a casual vacancy of an Executive Officer is filled by the Directors. The person appointed by the Directors to fill the casual vacancy of the Executive Officer shall serve until the next Annual General Meeting of the Company.

31.3 Role of the Executive

The Executive will oversee administrative matters relating to the Company. It will present recommendations to the Board of Directors for consideration.

32. SPIRITUAL COUNCIL

32.1 Function

The Spiritual Council will provide spiritual oversight to the churches and ministry activities. It will be responsible to the President and Directors for chartering of churches, minister appointments, minister ordination and licensing, training and development in conjunction with the office of the General Supervisor and Area Supervisors.

32.2 Composition

The Department Co-ordinators of the Spiritual Council will be appointed by the President. The Spiritual Council Departments will comprise the following portfolios:

- (a) President who will chair the Spiritual Council
- (b) General Supervisor whose role is:
 - (i) to pastor the Pastors in conjunction with the Area Supervisors
 - (ii) to oversee the Area Supervisors

- (iii) to oversee the election of the Area Supervisors for each Area who are elected by the Credentialed Senior Pastors of Chartered Churches annually within that Area.
- (iv) to liaise and work in conjunction with each co-ordinator of the Spiritual Council to foster individual church growth and new church planting, evangelism, education and training.
- (v) to present recommendations for pastoral appointments to the Spiritual Council for ratification by the Directors
- (vi) to maintain records of all pastoral appointments
- (vii) to recommend to the Spiritual Council ministerial credential upgrades for ratification by the Directors
- (viii) to recommend to the Spiritual Council churches for becoming a Chartered Church for ratification by the Directors
- (ix) to provide spiritual input to pastors and churches
- (x) to oversee the coordinators of the Men's, Women's, Youth and Children's Ministries

(c) Overseas Mission Director whose role is:

- (i) to oversee the operation of Overseas Mission
- (ii) to appoint and chair the Overseas Mission Committee
- (iii) to promote both general and designated mission giving for Overseas Mission work across the churches
- (iv) to bring an Overseas Mission operations annual budget and administrative procedures to the Spiritual Council as formulated and approved by the Overseas Missions Committee for ratification by the Directors
- (v) to liaise directly with the Education Co-ordinator to enhance training and development of potential missionaries
- (vi) to conduct overseas mission trips involving participants from across the Foursquare body of churches
- (vii) to explore with the Overseas Missions Committee the establishment of new mission fields
- (viii) to meet with the Overseas Mission Committee monthly.

(d) Evangelism Co-ordinator whose role is:

- (i) to oversee the operation of Evangelism
- (ii) to appoint and chair the Evangelism Committee
- (iii) to present a structure for evangelism to the Spiritual Council for consideration and ratification by the Directors

- (iv) to oversee the formulation, planning and initiation of evangelism programs across the Foursquare body of churches in liaison with other departments and present recommendations to the Spiritual Council for ratification by the Directors.
- (v) to bring an Evangelism operations annual budget and administrative procedures to the Spiritual Council as formulated and approved by the Evangelism Committee for ratification by the Directors
- (vi) to meet monthly with the Evangelism Committee
- (vii) to establish goals and objectives for evangelism and to measure and present outcomes to the Spiritual Council

(e) The Church Planting/Growth Co-ordinator whose role is:

- (i) to oversee the operation of church planting and individual church growth
- (ii) to appoint and chair the Church Planting/Growth Committee
- (iii) to present a structure for church planting and individual church growth to the Spiritual Council for consideration and ratification by the Directors
- (iv) to oversee the formulation, planning and initiation of church planting and individual church growth initiatives across the Foursquare body of churches in liaison with other departments and present recommendations to the Spiritual Council for ratification by the Directors.
- (v) to bring a Church Planting /Growth operations annual budget and administrative procedures to the Spiritual Council as formulated and approved by the Church Planting/Growth Committee for ratification by the Directors
- (vi) to meet monthly with the Church Planting/Growth Committee
- (vii) to establish goals and objectives for church planting and individual local church growth and to measure and present outcomes to the Spiritual Council

(f) The Education Co-ordinator whose role is:

- (i) to appoint and chair an Education Committee.
- (ii) to have a composite on the Education Committee consisting of representation of different spiritual and administrative gifting, electronic and social media skills and practical worship and teaching gifts to oversee the operation of training and re-training of pastors
- (iii) to promote, foster and seek out the young Next Generation Leaders (NGL) and other mature candidates with potential for pastoral roles from across the local churches in a consultative process with the local church Senior Pastor/Lead Minister.
- (iv) to establish and promote a pro-active Pastor Training Institution for both face to face and on-line training across the local churches with subsidized funding by the denomination with a specific mandate to train and release those "NGL's" with pastoral ministry potential

(v) to bring an Education Department operational annual budget and administrative procedures to the Spiritual Council as formulated and approved by the Education Committee for ratification by the Directors

(vi) to oversee SRE in schools and liaise with the SRE Co-ordinator

(vii) to oversee “Safe Church” practices and liaise with the Safe Church Co-ordinator

(viii) to meet monthly with the Education Committee

(ix) to set annual goals and objectives for the department and to measure outcomes with results to be tabled at meetings of the Spiritual Council

(x) to develop initiatives for the conducting of seminars and training camps for all Areas.

32.3 Vacancies

The continuing Members of the Spiritual Council may act notwithstanding any vacancy in their numbers. Any casual vacancy caused by the resignation, death or retirement of an Area Supervisor may be filled by the Spiritual Council appointing a replacement minister from that area to the position of Area Supervisor until the organisation of another election by the eligible voters pursuant to Clause 34.3 of this constitution..

32.4 Removal

The President may remove a member of the Spiritual Council from office for inability to undertake and fulfil the duties of the office. In the event of this decision being contested by the incumbent, a secret ballot will be undertaken by the other remaining members of the Spiritual Council. This decision will be binding.

33. Finance Committee

33.1 Function

The Finance Committee will provide financial advice and recommendations to the Board of Directors of the Company

33.2 Composition

The Finance Committee will comprise:

- (a) The Executive, pursuant to clause 31.1
- (b) Two (2) to three (3) other Members recommended by the Executive and approved by the Directors annually.

33.3 Role of the Finance Committee

The Finance Committee will meet when needed and will oversee fiscal matters relating to the Company. It will present recommendations to the Directors for consideration.

33.4 Vacancies

The continuing Finance Committee may act notwithstanding any vacancy in their numbers until such time that a casual vacancy is filled. The person appointed to fill the casual vacancy by the Finance Committee in a majority vote shall serve until the next Annual General Meeting (AGM) of the Company.

34. AREAS

34.1 Composition

The General Supervisor will divide the district into areas as agreed by the Spiritual Council. All chartered churches will be allocated to an area either geographically or through relationship with another Chartered Church. Chartered Churches cannot change Area affiliation without the agreement of the General Supervisor and approval of the Spiritual Council.

34.2 Area Council

An Area Council will consist of the Senior Minister of each Chartered Church assigned to that Area. The function of the Area Council is to assist the General Supervisor to oversee Chartered Churches in that Area. The Spiritual Council will provide ministry thrust and vision, co-ordinate outreach and evangelism, co-ordinate youth and other combined activities, organise ministry training and development through the departments of the Spiritual Council

34.3 Area Supervisor

- (a) The person elected will function as the chair and convenor of the Area Council. They will carry out the duties in that area that are delegated to them by the General Supervisor.
- (b) An Area Supervisor must undertake refresher training in all administrative requirements and changes affecting the day to day operation of churches annually at a venue and time as directed by the Spiritual Council.

35. Administrator

The Administrator is appointed by the Directors at the recommendation of the President and does not have Company voting rights unless a Member of the Company under Clause 3.1(a); 3.1(b); 3.1(c) of this Constitution.

36. Secretary

- (a) A Company Secretary must be elected by a majority vote from eligible nominees annually and appointed by the Directors in accordance with the Corporations Act for the terms at the remuneration and upon the conditions as the Directors think fit. Any Secretary so appointed will be subject to the same qualifications as a director in accordance with clause 17.2 and may be removed by the Directors.
- (b) Election of the Company Secretary by the Directors must take place at the first meeting of the Directors following the Annual General Meeting (AGM) annually.
- (c) Candidates for the position of Company Secretary must tender their nomination for the position for the ensuing year to the current Company Secretary no later than seven (7) days prior to the Annual General Meeting (AGM).

37. Treasurer

- (a) A Treasurer must be elected by a majority vote from eligible nominees annually and appointed by the Directors in accordance with the Corporations Act for the terms at the remuneration and upon the conditions as the Directors think fit. Any Treasurer so appointed will be subject to the same qualifications as a director in accordance with clause 17.2 and may be removed by the Directors.

- (b) Election of the Company Treasurer by the Directors must take place at the first meeting of the Directors following the Annual General Meeting (AGM) annually.
- (c) Candidates for the position of Company Treasurer must tender their nomination for the position for the ensuing year to the current Company Secretary no later than seven (7) days prior to the Annual General Meeting (AGM).

38. ACCOUNTS

38.1 Accounting and other records

The Directors must cause proper accounting and other records to be kept and distribute copies of balance sheets if required by the Corporations Act. The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them are to be open to the inspection of Members not being Directors. No Member (not being a Director) has a right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

38.2 Time for Accounts

The interval between the close of a financial year of the Company and the issue of the printed Annual Report and audited accounts relating to it must not exceed the period (if any) prescribed by the Corporations Act.

38.3 Auditors

An auditor or auditors are to be appointed and may be removed and their remuneration, rights and duties regulated in accordance with the Corporations Act.

39. NOTICES

39.1 Modes of giving notice

A notice may be given by the Company to any Member either personally or by sending it by post to them at their registered address. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post. If the Directors determine, a notice may be given by facsimile transmission and service of the notice is deemed to be effected at the time at which in the ordinary course the facsimile transmission would be delivered. If the Directors determine, a notice may be sent by e-mail to the e-mail address provided by a Member for the purposes of service and service of the notice is deemed to be effected at the time specified in a delivery confirmation report received by the sender, or, if such a confirmation report is not received (and in the absence of a delivery failure notification), on the following Business Day after the date of sending the message.

39.2 Persons entitled to give notice of general meeting

Notice of every general meeting must be given in the manner authorised to:

- (a) every Member;
- (b) the Auditor for the time being (if any) of the Company.

No other person is entitled to receive notices of general meetings.

39.3 Signature to Notice

The signature to any notice to be given by the Company may be written or printed or stamped.

40. OFFICERS INDEMNITY AND INSURANCE**40.1 Indemnity**

Subject to clause 37 and 38, the Company shall indemnify to the relevant extent each person who is an Officer of the Company out of the assets of the Company against any liability incurred by the Officer in his or her capacity as an Officer, save in relation to:

- (a) a liability owed to the Company or a related body corporate of the Company;
- (b) a liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or
- (c) a liability that is owed to someone other than the Company or a related body corporate of the Company and which did not arise out of conduct in good faith.

40.2 Legal Costs

The Company shall indemnify to the relevant extent every person who is an Officer of the Company against any liability for legal costs and expenses incurred by that person in his or her capacity as such unless the costs are incurred:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 37 and 38;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (provided that the Company shall indemnify the person in respect of costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (d) in connection with proceedings for relief to the person under the Corporations Act in which the court denies the relief.

40.3 Past Officer and Auditor

The Company may indemnify to the relevant extent any person who:

- (a) has been an Officer of the Company;
- (b) is or has been an Auditor of the Company,

out of the assets of the Company against any liability incurred by that person in his or her capacity as an Officer or Auditor save in relation to a liability specified in clauses 40.2(a), 40.2(b), 40.2(c) or 40.2(d).

40.4 Past Officer and Auditor: Legal Costs

The Company may indemnify to the relevant extent every person who:

- (a) has been an Officer of the Company; or

(b) is or has been an Auditor of the Company,

against any liability for legal costs and expenses incurred by that person in his or her capacity as such, unless the costs are incurred in any of the circumstances specified in clauses 40.1(a), 40.1(b), 40.1(c) or 40.1(d).

40.5 Definition

In this clause 40:

(a) "to the relevant extent" means:

- (i) to the extent that the Company is not precluded by law from doing so;
- (ii) where the liability is incurred in the conduct of the business of another corporation or in the discharge of the duties of the Officer in relation to another corporation, to the extent and for the amount that the Officer is not entitled to be indemnified and is not actually indemnified out of the assets of the corporation; and
- (iii) to the extent and for the amount that the Officer is not otherwise actually indemnified, including an indemnity under any insurance policy or contract;
- (iv) where the indemnity consists of a payment or an agreement to make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by the person in defending an action for a liability incurred as an Officer of the Company, the indemnity may only be provided on the condition that the Officer agrees to repay the amount if the costs become costs for which the Company is prohibited under this clause 40 from giving the Officer such an indemnity, unless the Directors resolves otherwise;

(b) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

40.6 Amendment

The benefit of any indemnity given under this clause 40 continues, despite any amendment to or deletion of this clause 40, in respect of liability arising from acts or omissions occurring before the amendment or deletion.

40.7 Insurance

Except to the extent precluded by the Corporations Act, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer or auditor of the Company or a related body corporate against any liability:

- (a) incurred by the person as such an Officer or auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182, 183 and 184 of the Corporations Act; or
- (b) for costs and expenses incurred by the person in defending proceedings as such an Officer or auditor, whether civil or criminal and whatever their outcome.

COMPANY BY-LAWS

CHURCH OF THE FOURSQUARE GOSPEL (AUSTRALIA) LIMITED

(By-laws adopted by Directors April 2008)

41. Officers

The By-Laws of this Company may provide for such officers, agents and employees as may be desired. The powers and duties of the respective officers shall be as follows: -

41.1 President

The President shall be the Chief Executive Officer and shall perform all necessary duties and have all necessary and usual powers of President of a religious Company.

The President shall have power to employ upon the Directors' recommendation such persons as may be necessary for the carrying out of the Company's objects and purposes.

The President shall preside at all Annual and Interim Conferences and at all Directors meetings or designate some other person to so act.

The President shall chair the Spiritual Council and the Board of Directors. In the absence of the President, the Vice-president will act as chair,

The President shall appoint the following personnel to serve on the Spiritual Council:

- (i) General Supervisor
- (ii) Overseas Mission Director
- (iii) Evangelism Co-ordinator
- (iv) Church Planting/Growth Co-ordinator
- (v) Education Co-ordinator
- (vi) Other such portfolios which enhance and further the objectives of the Company

The President shall sign the following documents in connection with the furtherance of the objects and purposes of the Company: -

- (a) All charters of Foursquare Churches granted in accordance with provisions of these By-Laws.
- (b) All certificates of license and ordination of ministers granted under provisions of these By-Laws.
- (c) All certificates of appointment of Pastors of Foursquare Churches.
- (d) All certificates of appointment of Missionaries issued in accordance with provisions of the Articles and these By-Laws.
- (e) All certificates of appointment of Evangelists issued in accordance with provisions of the Articles and these By-Laws.
- (f) All credential cards indicating those ordained, licenced, authorized or interim ministers are in good standing for the current year annually

- (g) All other documents upon which the signature of the President shall be required as the Chief Executive Officer of the Company

41.2 Vice-president

The Vice-president in the absence or upon disability of the President shall perform the duties of the President.

41.3 General Supervisor

The General Supervisor shall be appointed to the Spiritual Council by the President and perform the duties pursuant to Clause 32 (b) to advance and fulfill the objectives of the Company and act as Area Supervisor in territory wherein no Area Supervisor is elected.

The General Supervisor shall be a member of the Spiritual Council pursuant to Clause 41.1 (i) of these By-Laws.

As the Pastoral oversight to the pastors, the General Supervisor shall directly and through the auspices of the Area Supervisors, minister to and encourage all ministers in their role and appointment.

The General Supervisor may be designated by the President to perform other duties as may be required and have other powers granted by the President which are not inconsistent with other expressed provisions of these By-Laws.

41.4 The Company Secretary

The Company Secretary shall be elected pursuant to Clause 36 (a); 36 (b); 36 (c) of this Constitution

The Company Secretary shall perform the usual and ordinary duties of Company Secretary of a religious Company.

The Company Secretary shall keep or cause to be kept through an appointed minute secretary, accurate minutes of all Conferences, Directors' meetings and meetings of the Spiritual Council.

The Company Secretary shall be custodian of all Company records books documents and communications held in hard copy or electronically except such books of account as are required to be kept in the Treasurer's custody.

The Company Secretary shall receive and preserve all reports rendered to the Company by Officers, Spiritual Council, Committees, Department Chairs and Foursquare Churches.

The Company Secretary in association with the Administrator shall supervise the taking of any vote by mail with the returned votes from eligible Company Members being forwarded directly by the voter to the Electoral Returning Officer of the Company.

The Company Secretary will advise the Administrator to select four (4) scrutineers to count postal votes with the result being advised to all the directors within a twenty-four (24) hour period.

The Company Secretary shall attest signatures of the other Company Officers whenever necessary.

The Company Secretary shall perform other duties not inconsistent with his office which the Directors may require.

The Company Secretary may have such assistant Secretaries as may be required and deemed necessary by the Company Secretary.

41.5 The Electoral Returning Officer

The Electoral Returning Officer of the Company is appointed by the Directors and must be the recipient of all votes by mail tendered by Company Members for any Company election.

The Electoral Returning Officer of the Company must forward all postal vote papers to the Company Secretary immediately following the closing of any individual poll for counting.

The Electoral Returning Officer of the Company must be present at every count of postal votes and is required to announce the poll result at any meeting of the Company or instruct the Company Secretary to release the poll results once decided via mail or email to Company members.

41.6 The Treasurer

The Treasurer shall be elected pursuant to Clauses 37 (a); 37 (b); 37 (c) of this Constitution.

The Treasurer shall keep true and accurate books of the Company's financial proceedings in form authorised and directed by the Directors.

The Treasurer shall be custodian of the Company's funds and books of account and shall preserve same in the place and manner approved by the Directors.

The Treasurer shall disburse the Company's monies by either general or special authorisation of the Directors.

The Treasurer shall render at each Annual Conference and at Directors' meetings when requested, a report of the Company's financial condition and financial transactions since the last preceding report.

The Treasurer shall make such other reports and statements as may be required by law.

The Treasurer shall or may be bonded with a Surety Company.

The Treasurer shall provide a current financial statement one week prior to declared dates of Director's meetings

41.7 Overseas Missions Director

The Overseas Mission Director is appointed by the President pursuant to Clause 32 (c) of this constitution

The Overseas Mission Director shall be a member of the Spiritual Council pursuant to Clause 41.1 (ii) of these By-Laws.

The Overseas Mission Director shall supervise and direct all Overseas Mission Activities. The Director together with the Missions Committee shall present an annual Missions Budget to the Spiritual Council for approval and for ratification by the Directors.

All yearly spending of the Overseas Missions Department shall remain within the approved budget, unless otherwise approved by the Directors.

The Overseas Missions Director shall advise the Spiritual Council of the Missions Committee's recommendations for overseas staff appointments for approval by the Directors.

The Overseas Mission Director shall choose such members as desired to fulfil the role of a member of the Overseas Mission Committee.

The Committee shall function together with the Overseas Missions Director on all matters relating to Overseas Missions.

41.8 Overseas Missionary

All Overseas Missionary personnel shall be recommended by the Missions Director on behalf of the Missions Committee and approved by the Directors. All Overseas Missionaries shall be directly accountable to the Missions Director, unless a Field Director is functioning in that country.

A Missionary may also be recommended by the Missions Committee and appointed by the Directors to specialize in Medical, Educational, Social and Mechanical or Building areas of Field Ministry.

All approvals are dependant upon Missionaries signing the approved Guidelines, together with provision of Medical and Police reports prior to departure.

All appointed and approved Missionaries shall be deemed to be members of the Company while on the field, and as such will be issued with a Ministers/Missionary Credential Card for the duration of their assignment overseas. The Credential Card would remain current during their involvement and appointment, and be issued by the Overseas Missions Director annually, upon the approval of the Spiritual Council for ratification by the Directors.

Should a Missionary be forced to prematurely leave a Country because of Political danger or extreme threat to life, but is still actively involved in their country of appointment, they shall retain their Ministers/Missionary Credential Card until there is no longer involvement there, or the term is terminated by the Directors of the Company.

Upon returning to the home Country on completion of approved and appointed assignments, a Missionary may retain the Ministers/Missionary Credential Card for two years to allow sufficient time for re-entry, personal family adjustment, and also allow time to seek Godly direction for other Ministry.

Financial responsibility to the Missionary shall cease following any accumulated furlough

41.9 Field Director (or Representative)

An Overseas Missionary may be called upon, and appointed by the Directors, to fill the position of Field Director, for the purpose of overseeing personnel, property and other assets of the Company in that Country. They shall sign the Field Directors Guidelines and function in such.

They shall maintain residence at a fixed abode therein and shall perform duties and exercise powers designated in the field of appointment when requested. They shall be directly accountable to the Overseas Missions Director.

41.10 Administrator

(a) The Administrator must be appointed by the Directors at the recommendation of the President and does not have Company voting rights unless a Member of the Company under Clause 3.1(a); 3.1(b); 3.1(c) of the Foursquare Constitution and pursuant to Clause 35 of this Constitution

(b) In a consultative process with the Executive, the Spiritual Council, Company Officers or Directors, the duties of the Administrator are as follows and may include other administrative duties as required:

- (i) to transmit monthly to the Company Treasurer all District Tithes and such other offerings and funds as may be designated by the Directors and perform other duties as may be required and have other powers granted by the President or Directors, which are not inconsistent with other expressed provisions of these By-Laws.
- (ii) Oversee day to day general office administration of the denomination.
- (iii) Liaise with members of the Spiritual Council, Executive, Directors and Officers of the Company to undertake administrative duties as requested.
- (iv) Liaise with Local Churches in all administrative areas.
- (v) Update all Constitutional and By-Laws records approved by Directors as required.
- (vi) Provide regular update content to web master for uploading.
- (vii) Collate and record all attendance and spiritual report data and provide to the General Supervisor.
- (viii) Prepare and disseminate all denominational external electronic and printed mail-outs for all departments.
- (ix) **ANNUAL CONVENTION**
 - Present a Convention budget to the Spiritual Council for consideration and approval, then for ratification by the Directors
 - Assist the Company Secretary in the preparation and distribution of Annual Convention administrative forms, data, mail, etc and voting preparation and collation as required.
 - Form a Convention/ Conference Operations sub-committee to arrange the booking of a venue, oversee promotion, trade participants and technical requirements for Annual Convention.
 - Liaise with the Spiritual Council regarding worship and production requirements
 - Organise all catering requirements
- (x) Maintain an updated Pastors and Local Church Directory in both electronic and printed booklet form containing both East and West Australia Foursquare information.
- (xi) Perform duties of Minute Secretary for all meetings of the Spiritual Council, Directors and committee meetings and the Advisory Council Meetings, General meetings and the Annual General Meeting.
- (xii) Operate General Office – Hours to be determined by the Directors
- (xiii) To assist in the collation, scrutineering and counting of all postal votes and ordinary votes conducted at meetings of the Company in consultation with the Company Secretary and the Electoral returning Officer.

41.11. Area Supervisor and Areas

41.11 (a) Area Supervisor

Duties of Area Supervisors

The Area Supervisor will:

- (i) Represent the General Supervisor to the local church Pastors in the Area, whether from a chartered church or an outreach
- (ii) Communicate (by phone or electronically) at least once a month with every church Senior Pastor
- (iii) Conduct Area fellowship meetings/gathering at least once every three months for Metro Areas, and once every six months for Country Areas
- (iv) Initiate and facilitate programs relating to fostering unity and cooperation in the Area
- (v) Assist to initiate programs as developed by the General Supervisor and the Spiritual Council relating to training, evangelism, church planting/growth , and education
- (vi) Assist the Administrator and the General Supervisor in encouraging Senior Pastors to comply with their obligations as Pastors of Foursquare churches, in respect to timely submission of monthly financial reports, quarterly spiritual reports, and to the remittance of district tithes, missions contributions, insurance premiums and loan repayments
- (vii) Assist the General Supervisor in the assessment of ministerial credential applications
- (viii) Assist the General Supervisor in the monitoring and maintenance of the Ministerial Code of Conduct
- (ix) Communicate with the General Supervisor at least once a month on the ongoing morale and happenings in the Area
- (x) Attend any Area Supervisors Meeting as required by the General Supervisor..
- (xi) Attend and participate at the semi-annual conference of Area Supervisors
- (xii) Be elected by the Senior Pastors of the Chartered Churches in an Area annually at an Area meeting, by postal ballot or electronically with the date set the closest to the Annual General Meeting as is practical.

41.12 Eligible Persons for Position of Area Supervisor:

(a) Eligible Persons

Eligible persons for the position of Area Supervisor are to be a pastor of senior standing, or and emeritus credentialed pastor with more than ten years of acknowledged service to the denomination as a pastor of a Foursquare church. Such pastors may nominate for the position of Area Supervisor. This pastor may not even reside in the Area.

The election to the position of an Area Supervisor will be approved by the Spiritual Council and ratified by the Directors.

The Area Supervisor will be directly accountable to the General Supervisor and report when requested.

(b) Area

An Area shall include such territory as recommended by the General Supervisor and approved by the Directors.

41.13 Youth Ministry Coordinator

The Youth Ministry Coordinator shall promote and oversee activities to advance the Youth Ministry program of the Company.

The Youth Ministry Coordinator shall liaise with the General Supervisors to promote and oversee the youth program of the Company within each Area.

The Youth Ministry Coordinator shall promote and oversee Youth Conferences, Youth Rallies and Youth Camps to provide programs to promote and advance the Youth Ministry of the Company.

The Youth Ministry Coordinator shall be directly accountable to the General Supervisor and report when requested.

41.14 Men's Ministry Coordinator

The Men's Ministry Coordinator shall promote and oversee activities to advance the Men's Ministry program of the Company.

The Men's Ministry Coordinator shall liaise with the General Supervisor to promote and oversee the youth program of the Company within each Area.

The Men's Ministry Coordinator shall promote and oversee Men's Ministry Conferences and Men's Camps to provide programs to promote and advance the Men's Ministry of the Company.

The Men's Ministry Coordinator shall be directly accountable to the General Supervisor and report when requested.

41.15 Women's Ministry Coordinator

The Women's Ministry Coordinator shall promote and oversee activities to advance the Women's Ministry program of the Company.

The Women's Ministry Coordinator shall liaise with the General Supervisor to promote and oversee the Women's Ministry program of the Company within each Area.

The Women's Ministry Coordinator shall promote and oversee Women's Ministry Conferences and Women's Ministry Camps to provide programs to promote and advance the Women's Ministry of the Company.

The Women's Ministry Coordinator shall be directly accountable to the General Supervisor and report when requested.

41.16 Children's Ministry Coordinator

The Children's Ministry Coordinator shall promote and oversee activities to advance the Children's Ministry program of the Company.

The Children's Ministry Coordinator shall liaise with the General Supervisor to promote and assist the Local Church to develop curriculum, foster outreach and growth of the movement's Children's Ministry within each Area.

The Children's Ministry Coordinator shall promote and assist the Local Church to develop the movement's Children's Ministry through conducting Camps to promote and advance the Children's Ministry of the Company.

The Children's Ministry Coordinator shall be directly accountable to the General Supervisor and report when requested.

42. Ministers

42.1 Ministerial standing

Ministers of the Foursquare Gospel are those persons pursuant to Clause 10 of the Company Constitution and whose minister's credential has been approved by the Directors.

42.2 Annual Renewal of Minister's Credential

- (a)
 - (i) **Ordained, Licenced, Authorised and Interim Credential:**
All Ordained, Licenced, Authorised and Interim Credentialed Ministers are to submit a completed annual renewal application on the Company Credential Renewal Form to the General Supervisor within the time frame indicated on each form, accompanied by the prescribed Annual Credential renewal fee as prescribed on the renewal Form.
 - (ii) Licenced and interim Credentialed ministers are to submit proof of a minimum of twenty (20) hours of approved ministry training within the past year.
 - (iii) A person holding an Emeritus Credential is not required to complete an Annual Renewal Application Form. The credential remains active unless revoked by Presbytery.
- (b) A minister is issued an annual credential if appointed to a local church, endorsed by the Senior Pastor/Lead Minister of that church, endorsed by Spiritual Council and approved by the Directors.
- (c) A minister holding a credential may apply to the General Supervisor for sabbatical leave and such leave must be approved by the Directors.

Sabbatical leave is defined as:

- (i) A maximum of one year's rest leave from ministry
 - (ii) Time away from ministry due to full-time ministry studies
 - (iii) Time away from ministry to recover from illness
 - (iv) A minister on sabbatical leave must remain a member of a local Foursquare Church unless leave is approved by Spiritual Council
- (d) **Local Church Credential:**
 - (i) A Local Church Ministers Credential is renewed annually by the Senior Pastor/Lead Minister of the recipient's own local church.
 - (ii) A Local Church Ministers Credential is approved only for use within the ministry of that local church.
 - (iii) A Local Church Credential does not entitle the holder to be a member of the Company but does not exclude the holder of such a credential from being a member if elected in the local church as a delegate to the annual general meeting of the Company.

42.3 Approval of a Minister's Credential

A new applicant for a minister's credential must complete the Company's official application form for submission to the General Supervisor.

The Directors will grant approval of a minister's credential to a new applicant subject to recommendation by Spiritual Council and one of the following:

- (a) By compliance with these requirements:
- (i) Have at least five years preaching experience out of the last eight calendar years.
 - (ii) Present letters from at least two accredited ordained ministers of any denomination the applicant has known for the last three calendar years.
 - (iii) Present the recommendation of the General Supervisor.
 - (iv) Present evidence of having completed a minimum of one semester of work in an accredited Bible College.
- (b) By applying to join the Company as a pastor of an existing Church with incorporation of that Church into the Company under the following qualifications:
- (i) The Church having membership of not less than twenty-five adult members who have signed application for membership with the Company.
 - (ii) The Church having a self sufficient financial income to support that Church and Pastor unless special consideration is given by the Directors upon recommendation of the General Supervisor.
- (c) By special permission of the Directors.

42.4 Suspension of a Minister's Credential:

At the recommendation of the Spiritual Council, and endorsement of the Directors, the credential of any Foursquare minister may be suspended, while any of the following conditions exist:

- (a) While estranged and separated from a spouse, or during proceedings of divorce or legal separation
- (b) While engaging in any legal action against this denomination
- (c) While under investigation by this denomination for having committed any of the grounds of revocation of credentials set forth in these By-Laws
- (d) While in violation of the Articles of these by-laws of this corporation

42.5 Withdrawal of a Minister's Credential and Removal from Office

A Minister's Credential may be withdrawn and the minister removed from office by the Spiritual Council and this decision ratified by the Directors if any accusation relating to clauses 42.4; or the following clauses contained in 42.5 of this By-Law are proven.

- (a) Heresy.
- (b) Violation of the Minister's Code of Ethics
- (c) Refuse to carry out prescribed duties.
- (d) Fraudulent illegal or immoral conduct.
- (e) Attacking the doctrines or government of the Company.
- (f) Conspiring to create divisions within the 'Company or within a Church.
- (g) Neglecting to keep or destroying records of a Church.
- (h) Becoming a credentialed minister of another denomination.

42.6 Review Process

The General Supervisor and one other member of the Spiritual Council will interview the minister and present a recommendation to the Spiritual Council. If the Spiritual Council has grounds to proceed with the withdrawal of a Minister's Credential and removal from office, a report recommending this action is to be compiled by the General Supervisor and forwarded to the Directors for ratification.

The Spiritual Council and/or the Directors shall have power to request attendance before it of any member of the Company and of a Church.

A minister seeking review may request attendance of a personal or legal advocate to support their request.

A full record of all evidence shall be made and forwarded to the Spiritual Council and the Directors.

42.7 Reinstatement of a Minister's Credential:

Any minister whose credentials have been suspended or revoked, and who seeks reinstatement as a Foursquare minister shall make written application to the Spiritual Council. Upon proper proof of repentance, restitution, and correction, credentials may be restored by the Directors based on the recommendation of the Spiritual Council.

42.8 Restoration of Ministers:

This section applies only to ministers who have been stood down due to sexual misconduct. It presumes the welfare and care for any victim(s) has been organised and diligently carried out according to the Company's sexual abuse protocol.

The General Supervisor will:

- (a) Arrange counselling and establish necessary support group(s)
- (b) Appoint a restoration team comprised of ministers and specialists, if needed
- (c) Establish specific objectives that determine schedules, procedures, meetings, and accountability reporting
- (d) Present a recommendation to the Spiritual Council if the person should be, or could be restored to ministry
- (e) Even when restored, accountability reporting should continue for a prescribed period of time
- (f) A minister convicted of a criminal offense of physical and/or sexual abuse will not be reappointed to the position as a Credentialed Minister

42.9 Appeal Process

Seven days notice will be given by the Company Secretary to any minister against whom an accusation has been made pursuant to Clauses 42.4 and 42.5 of these By-Laws to attend a meeting of the Spiritual Council.

At any hearing or meeting of appeal:

- (a) A complete record of evidence and the recommendation of the Spiritual Council will be tabled at a meeting of the Directors.
- (b) A minister against whom an accusation has been made shall have the right to be heard by the Directors before any final decision is made.

- (c) A minister against whom an accusation has been made shall have the right to engage their own legal counsel and have them in attendance.
- (d) The Directors reserve the right to engage legal council and have them in attendance

The Directors at any time upon application by a former **Credentialed Minister of the Company** may approve the reissue of a Minister's Credential and restoration to service in the Company **except for criminal offences pursuant to Clause 42.8 (f) of these By-Laws.**

42.10 Minister's Credential Cards

All Minister's Credential Cards remain the property of the Company.

Card Issue:

- (a) Minister's Credential Cards are issued annually for Ordained, Licenced, Authorised, Interim and Emeritus Ministers pursuant to Clause 10 of the Constitution.
- (b) There shall be five (5) types of cards in accordance with the classifications pursuant to Clause 10 of the Constitution. Special sub-categories of Cards may be issued for Ordained and Licenced Ministers according to their active role annually for positions of Evangelist, Missionary or Affiliated roles
- (c) All Credential Cards will be produced in house under the direction of the General Supervisor as approved by the Directors.
- (d) The Spiritual Council will only recommend approval of a ministry credential application for ratification by the Directors after the applicant has declared adherence to and signed a copy lodged in the office of the General Supervisor of the Foursquare minister's Code of Ethics as set out on these By-Laws.
- (e) The Directors may prescribe a fee to be paid for the issue and renewal of Credential Cards.

Card Withdrawal

If a Minister ceases to be a member of the Company, the Minister's Credential Card shall ipso facto be revoked and upon advice from the General Supervisor shall be immediately returned to the Company.

42.11 Emeritus Ministers

An Emeritus Minister shall be a Member retired pastor who has served a Foursquare church and attends a minimum of once every two weeks. If for reasons such as illness or distance to the nearest Foursquare church this is not possible, special consideration may be **given with agreement between the Emeritus Minister and the Senior Pastor of the Local Church where the minister is a member.**

A serving minister who retires may be entitled to request a payment from the Ministers' Retirement Fund. This will be considered by the Board of Directors and if approved the payment would be paid monthly. (Amounts set by the Finance Committee and the recommendation approved by the Directors and reviewed annually.)

It would be envisaged that the Ministers' Retirement Fund would be superseded by Superannuation, as the full impact of Superannuation is available to members.

43. Local Church Pastoral Appointments

43.1 Appointment

Following consultation with the leadership of a Church the **General Supervisor** shall make recommendation to the Directors for approval of the appointment of a pastor.

43.2 Change of Appointment

- (a) A pastor may apply to change appointment by applying in writing to the District Supervisor.
- (b) If approved by the **Spiritual Council**, an amicable commencement date of the new appointment is to be determined by the **General Supervisor**, the applicant and the Church.
- (c) A pastor is not to assume the new appointment until a successor is appointed at the Church being vacated by that pastor and a complete briefing and transition enacted under the direction of the Area Supervisor.

44. Councils and Committees

Accurate minutes are to be kept by a committee secretary for all meetings of Councils and Committees.

Temporary committees may be formed and disbanded from time to time at the direction of Directors.

45. Advisory Council

- (a) Composition of the Advisory Council shall be pursuant to clause 16.1 of this Constitution.
- (b) Role of Advisory Council shall be pursuant to clause 16.2 of this Constitution and to elect the District Supervisor.
- (c) The Advisory Council shall meet pursuant to clause 16.3 of this Constitution.

46. The Spiritual Council – Minister’s Credential Application Process

The Spiritual Council shall be pursuant to Clauses 32.1; 32.2; 32.3; 32.4 of this Constitution.

- (a) The **General Supervisor** shall prescribe a form of application to be used by members desiring to apply for a minister’s credential.
- (b) If applicant deemed a potentially successful candidate for ministry after interview, the Spiritual Council will recommend to the Directors approval of minister’s credential.
- (c) The Spiritual Council will only recommend approval of a ministry credential application after the applicant has declared adherence to and signed a copy lodged in the office of the General Supervisor of the Code of Ethics set out in By-Law 47
- (d) An Ordination Certificate sealed with the Common Seal of the Company will be presented to a minister upon Ordination.
- (e) All recommendations and regulations and all resolutions affecting any alterations to or repeal of existing regulations made by the **Spiritual Council** at a meeting shall be tabled for consideration at the next regular meeting of the Directors.

- (f) The **Spiritual Council** shall meet monthly at such time and place as shall be determined by the President. A minimum of seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place and the day and the hour of the meeting and the general nature of the business to be transacted shall be given to each member of the **Spiritual Council**.

47. Code of Ethics

Current credentialed ministers of the Church of the Foursquare Gospel must subscribe in full to the contents of the Declaration of Faith and the Minister's Code of Ethics as contained herein:

- (i) Uphold and regularly teach the Foursquare Gospel Doctrine as embodied and expounded in the Foursquare Declaration of Faith
- (ii) By attitude, by words and action, support the elected and appointed Officers of the Church of the Foursquare Gospel Australia Limited
- (iii) Exercise with wisdom, efficacy and care, all duties and obligations intrinsic and stipulated within the role of a denominational Officer, whether elected or appointed
- (iv) Fulfil to the best of ability, with sincerity and diligence, the role responsibilities assigned within the local church
- (v) Conduct oneself at all times in Christian behaviour beyond reproach
- (vi) Manage life relationships founded on Christian values, living as example for others to follow
- (vii) Transact all personal financial affairs with utmost care, within the law and with moral uprightness

48. The Finance Committee

The Finance Committee shall be pursuant to clause 33.1; 33.2; 33.3; 33.4 of this Constitution.

The Finance Committee will recommend amounts to be fixed for allowances, reimbursements and salaries to employees and/or Directors for approval.

49. Chartering A Foursquare Church

49.1 Chartering Requirements:

A church application for charter may be granted upon recommendation of the General Supervisor to the Spiritual Council and approval of the Directors. The application must be signed by no less than twenty-five (25) members, 18 years or older.

49.2 Chartering Procedures

Before a church can be chartered it must undertake the following:

- (a) Hold a special general meeting of the church's members to seek approval of the application for charter.
- (b) Receive a comprehensive presentation of the Company's constitutional responsibilities and benefits by either the Area Supervisor or the General Supervisor's appointed representative. Members must be informed on the Company's Constitution, By-laws, all data reporting requirements, mailing procedures, district and national functions, Insurance needs and banking procedures.
- (c) Establish a registry of charter members.
- (d) Appoint a Church Council as recommended by the pastor, the Area Supervisor, or the General Supervisor, to serve for a term of two years.
- (e) Submit a properly executed application for charter through the General Supervisor to Directors for consideration and approval.

49.3 De-chartering

A chartered church may lose its charter status, when the requirements are not maintained for a continuous period of more than two years.

49.4 De-chartering Procedures

Before a chartered church is de-chartered, the following have to be performed:

- (a) When a chartered church has registered attendances of twenty or less per week for two consecutive quarters, the **General Supervisor** will meet with the local pastor and try to formulate and implement ways of revitalising the church.
- (b) The above step is repeated after every quarter the attendances remain twenty or less. The **General Supervisor**, together with the Area supervisor and/or other resource people, will continue to assist the growth program for the local church.
- (c) When the local church has reported eight consecutive quarters of attendances twenty or below, the **General Supervisor** will seek the agreement of the local pastor, and may recommend to the **Spiritual Council** the suspension of the local church charter, and when approved, to be endorsed by the Directors.
- (d) When the Directors have endorsed the suspension of the charter, the local church becomes an outreach, and it remains in force for a minimum of one year, however, the local church is free to re-apply for charter, once the conditions of Clause 49.1 are met.

49.5 Withdrawal

A church may decide to withdraw from the denomination, through a local church resolution agreed by 75% of active members.

49.6 Procedures

Before a local church is allowed to withdraw from the denomination, the following procedures have to be completed.

- (a) The local church writes to the **Spiritual Council** and Directors, requesting release from the denomination, signed by the senior pastor, all assistant pastors, and members of the business council.
- (b) The **General Supervisor**, after consultation with the local church pastoral team, sends three representatives to a church general meeting.
- (c) The **Spiritual Council** representatives will conduct the ballot on the motion to withdraw from the denomination. Votes will be counted by two representatives from the **Spiritual Council** and two representatives from the local church
- (d) A result of at least 75% for the motion will be brought to a meeting of the Directors for ratification.
- (e) Any real estate property if owned by the local church and vested in the denomination will be released to the local church, if it was the existing local church which purchased and paid for the property.

50. A Foursquare Outreach Church**50.1 Definition:**

An outreach church is a church ministry that operates as a church, complete with regular weekly worship service. The rites of communion and water baptism and other ministry common to a local church must be undertaken within the ministry structure of the outreach.

An Outreach Church is defined as not having sufficient attendees or members to constitute a viable self-supporting congregation.

There are two kinds of outreach churches:

- (a) A local church might establish an outreach church which exists and is sustained mainly under the covering of the local church. The denomination may know its whereabouts, but is not directly responsible for its operation.
- (b) An outreach church may be placed under the oversight of the Area Supervisor or General Supervisor, and therefore under the direct covering of the denomination.
- (c) An outreach church is acknowledged only if there are more than six (6) adults (18 years or older) in the congregation other than the pastor or leader and their family.
- (d) An outreach church is acknowledged only if the main worship meeting is held in a church or rented premise, not in a private residence.

50.2 Operations

The day-to-day functioning of an outreach church is the responsibility of the pastor or leader of the congregation, just as in a regular local church.

- (a) As a local church initiative, the local church has a major involvement in its operations.
- (b) If under denomination covering, the oversight responsibility is that of the pastor or leader of the congregation.

50.3 Requirements and Obligations

- (a) Financial assistance may be provided by the denomination to an outreach church, as recommended by the **Spiritual Council** and assessed by Directors for final approval.
- (b) Access to other benefits and entitlements by the pastor or leader may also be available as approved by Directors
- (c) Public Liability Insurance cover must be in place before the first public meeting is held.
- (d) A subsidy may be considered by Directors to assist the outreach church.
- (e) The pastor or leader of the denominational outreach church shall report to the Area or **General Supervisor** once a month by phone, or written communication.

51. Church Affiliation To Foursquare

51.1 Requirements:

A non-Foursquare local church may be granted affiliation status with the Company upon the recommendation of the **Spiritual Council** and approval of Directors following the receipt of a church affiliation application signed by no less than seventy-five percent (75%) of members, 12 years or older.

51.2. Procedures:

- (a) A special general meeting of the church's members shall be called to determine if affiliation application should proceed
- (b) A full briefing of an affiliated local church responsibilities and benefits shall be given by the Area Supervisor, or the **General Supervisor's** appointed representative to church members.

51.3 Relationships:

- (a) The affiliated church will be overseen by the Area Supervisor
- (b) The pastor or leader of the church will be invited to attend all Area meetings and Company activities.
- (c) The term of church affiliation is expected to last for no more than two (2) years after which time the affiliated church will apply to become a chartered church if it also meets the church charter requirements.
- (d) Denominational assistance in regard to insurance coverage may be available to the affiliated church.

52. Ministers Of The Foursquare Gospel

Ministers of the Foursquare Gospel are persons who are credentialed by the Company (Church of the Foursquare Gospel Australia Limited), have a current credential card, are in good standing, and are in compliance with the Company Constitution, By-laws, the “Declaration of Faith”, and the Minister’s Code of Ethics.

52.1 Ministerial Credentials:

- (a) **Interim:**
A credential for a new unproved minister, indicating that the call of God for pastoring is not firm or established yet
- (b) **License:**
A credential for a minister with several years proven experience, or with consideration of a natural progression from an Interim credential after two years of faithful service.
- (c) **Ordained:**
A credential for a minister with many years of proven experience, indicating a life-long call of God to pastoring
- (d) **Authorised:**
A credential for a minister who serves in ministry beside their spouse and who is Ordained by the denomination
- (e) **Evangelist:**
A credential for a minister with the specific ministry gift of evangelist acknowledged within the denomination and across the wider church community.
- (f) **Emeritus:**
A credential for a minister who has faithfully served within the denomination for more than twenty years, and is more than sixty years old.
- (g) **Affiliated:**
A credential for a minister of a church that is affiliated with the denomination.

52.2 Ministerial Standing:

- (a) **Active Status:**
A Foursquare minister must carry current Church of the Foursquare Gospel Australia credential, and must satisfy one of the following requirements:
 - (i) Be appointed in a Foursquare chartered church
 - (ii) Be the leader of a Foursquare outreach church

(iii) Be the leader of a Foursquare affiliated church

(b) **Suspension:**

At the discretion of the Directors, the credential of any Foursquare minister may be suspended, while any of the following conditions exist and as pursuant to Clauses 42.4 and 42.5 of these By-Laws.

- (i) While estranged and separated from a spouse, or during proceedings of divorce or legal separation
- (ii) While engaging in any legal action against the denomination
- (iii) While under investigation by the denomination for having committed any of the grounds for revocation of credentials
- (iv) While in violation of the Constitution or By-laws of the Company.

(c) **Revocation:**

At the discretion of the Spiritual Council, the credential of any Foursquare minister may be revoked, on the basis of any of the following nominated grounds:

- (i) Heresy
- (ii) Unchristian conduct
- (iii) Wilful failure or refusal to comply with the provisions of the “Declaration of Faith”, and the Company Constitution or By-laws
- (iv) Wilful neglect of ministerial duties
- (v) Illegal, immoral, or fraudulent conduct
- (vi) Engaging in ecclesiastical war against the Company
- (vii) Conspiring to release division within the Company ranks or within any local chartered church of the denomination
- (viii) Accepting ordination license or interim minister’s credential from any other organization without prior approval Directors.
- (ix) Wilful or negligent failure to maintain, or the destruction of, official church records
- (x) Wilful or negligent failure to comply with governmental regulations

The Directors shall have the power to remove from a previously authorised appointment any minister whom it may find to have violated the Constitution or By-laws.

The Directors may refer charges that ecclesiastical rules or beliefs have been or are being violated to an Ethics Committee appointed by the **Spiritual Council** and approved by Directors for investigation.

A written record of all dialogue will be kept of any discussions arising from any charges of ecclesiastic impropriety.

The **Spiritual Council** findings will minuted at a convened meeting and details forwarded to the Directors of the Company.

The Directors may impose suspension or discipline in an effort to achieve restoration as an alternative to revoking credentials.

Any minister whose credentials have been suspended or revoked who seeks reinstatement as a Foursquare minister shall make written application to the **Spiritual Council**. Upon proof of repentance, restitution, and correction, credentials may be restored by the Directors.

(d) Pastoral Care For Pastors:

- (i) Once aware of any situation involving distress upon a Credentialed Minister, the President, General Supervisor and the Area Supervisor from the Area where the minister is appointed will request a confidential interview with the minister concerned if required.
- (ii) Time frame for intervention will depend on the individual situation as assessed (Refer 52.2 with assistance released within a three (3) week period of the first notification of any distress.
- (iii) Distress of a Credentialed Minister may be interpreted as one of the following:
 - (1) On-going illness, either physical, emotional or spiritual
 - (2) Marriage or relationship breakdown
 - (3) Financial indebtedness
 - (4) Church oversight stress or administrative difficulties
- (iv) The General Supervisor will enlist the appropriate professional input external to the Company if deemed a necessity to alleviate the distress.
- (v) The Company will consider provision of funds as approved by the Directors to relieve the financial burden for professional counselling, mediation or medical assistance.
- (vi) The General Supervisor will recommend to Directors with consideration of recommendations by external professional medical input, the on-going time period for the continuation of Company involvement so as to offer appropriate duty of care to the credentialed minister.

53. Officers Allowances

The Company may pay a designated allowance to its Officers. Allowances are paid to the Officers' local church or ministry to compensate mainly for the time apportioned by the Officer in the execution of duties on behalf of the Company.

The allowance is deemed to cover the incidental expenses incurred by the Officer as follows:

- (i) normal stationery,
- (ii) photocopying,
- (iii) non-bulk postage,
- (iv) local phone calls
- (v) travel and accommodation within radius of 50 kms. of that local church.

54. Ministerial Subsidies

Ministerial subsidies are extended to senior ministers or ministers in full-time ministry who are in good standing and who have been credentialed for at least two years. Following are the subsidies:

55. Travel Subsidy

This is normally \$500 to assist the minister in their travel overseas:

- (a) to minister or teach at churches/ministries/Bible schools
- (b) to attend a course, seminar, or conference that's relevant to Christian ministries
- (c) to visit mission fields or to participate in mission trips

This subsidy is available to ministers by written application to the Board, every two years.

56. Church Pioneering Subsidy

This is a suite of subsidies aimed at assisting a church pioneering endeavour. To qualify, the church must:

- (a) satisfy the basic definition of an outreach as specified in the section The Foursquare Outreach Church
- (b) be an outreach under a **General Supervisor** or an Area Supervisor, not a local church

The subsidies available are:

- (a) rent of up to three months at maximum \$75 per week
- (b) pastoral support of maximum \$100 per week for up to six months

Applications must be made in writing to the **General Supervisor**, enumerating projected expenses. Additional extensions to the term of subsidy may be sought in writing, specifying reasons and justifications.

57. Other Subsidies

Other subsidies may be sought in written request to the Directors, specifying reasons, amounts and periods of assistance. The Board will consider the request and respond accordingly.

58. Discontinued Church Funds

Funds from a discontinued church will be held in trust for a period of five (5) years from the time of such church closure.

After that time the funds will revert to become part of the Expansion Fund to assist other churches within the Company and be dispersed after approval by the Directors upon the recommendation of the Finance Committee.

59. Temperance and Prohibition - Drugs and Alcohol

The abuse of intoxicating liquors as a beverage, the abuse of physician prescribed medications, and the use of any non-medically prescribed, mind-altering natural and chemical substances for any purpose by Ministers are actions not endorsed by the **Spiritual Council**. Disregard of this in any way by a Minister will result in withdrawal of a Minister's Credential by the Directors.

60. Local Church Property Security, Insurance & Occupation, Health and Safety Issues

- (i) Local Church Properties with or without a current mortgage to any lending institution and which are meeting their building loan repayment obligation faithfully of said Local Church Properties currently owned by the Local Church Members and vested in the Company will not be liable to seizure through the Company by a lending institution that is actioning a foreclosure upon another Local Church Property whose Local Church Council is unable to meet repayments on their property to that lending institution.
- (ii) The Directors upon the advice of the **Spiritual Council** will have the power to sell a Local Church property to recoup funds owing on that property to the Company if repayments to the Company can not be met by the Local Church.

The Local Church Council is responsible for the following:

- (iii) All properties and contents must be adequately insured to cover all replacement of said property and content
- (iv) All church owned motor vehicles, plant and maintenance equipment must be adequately insured to cover all replacement of said property
- (v) All Local Church Properties must undergo the compulsory annual fire safety government regulation inspection and forward a copy of the Local Government Ordinance Report to the NSW Fire Brigades Commissioner Sydney.
- (vi) The Local Church and not the denomination is liable for any fine incurred for non-compliance to the Fire Safety Act NSW or workplace safety through Work-cover Commission NSW
- (vii) All electric cables must be inspected every two years and tagged by a registered accredited inspector.
- (viii) All Local Church Councils must appoint a Fire Safety Officer and develop an emergency evacuation plan.

- (ix) All Local Church Councils must appoint a Work-place, Health & Safety Officer (W H & S - NSW) or an Safety Officer (States and Territories outside NSW) to undertake the same duties of a WH & S Officer (NSW) in the State or Territory in which the Local Church is situated.
This Local Church Safety Officer will report to the Local Church Council all areas in breach of any work-place, health and safety or fire legislation in that State or Territory for immediate action and rectification.
- (x) All necessary Forms or Certificates relating to Local Church Insurances, WH & S or Annual inspections under the Fire Safety legislation in any State or Territory where a Foursquare Local Church is situated must be clearly displayed in the church premises administration area.
- (xi) Relevant inspections must be completed annually at or before the designated time pertaining to legislation in the State or Territory and a copy forwarded to the Administrator who in turn will report to the Directors of the Company.

61. Safe Church Training

All Senior Pastors as chair of the Local Church Council and the members of the Local Church Council proper must ensure that all personnel in any role of leadership in any department within that Church must undertake mandatory training in “Safe Church” practices by the trained denominational Co-ordinator who has been approved and authorised by the Directors or present a Certificate of Compliance of approval as a Safe Church by a similar accredited provider to be approved by the Directors. Mandatory refresher training for those personnel must be undertaken as currently endorsed, once every three years.

62. Working With Children Checks

All Credentialed Ministers, and people involved in any area of ministry with children under the age of 18 (Classed nationally as a minor) must have the following State Government approval clearance.

- (a) In NSW - A Working With Children Clearance (a WWC approved certification)
- (b) In QLD – A Working With Children Check (a Blue Card Clearance)
- (c) In VIC – A Working With Children Check (a VIC Gov Card)
- (d) In S Aust – A Working With Children Check (DCSI Approved Certificate)
- (e) In ACT – A WWVP (Working With Vulnerable People) Check Approved Clearance
- (f) In TAS – A Working With Children Registration

Without this approved government clearance under the State law in which the person is undertaking ministry, they are not permitted to undertake any form of ministry to minors on behalf of the local Foursquare church. This is mandatory.

63. Working with Vulnerable Adults

Although not all States and Territories in which a Foursquare Chartered Local Church or Outreach Church is currently situated have enacted legislation to safe guard vulnerable adults, Local Church leadership is cautioned to be alert in exercising duty of care to protect vulnerable or at-risk adults in their care at all times and to enact similar safe guards as required under legislation for Working With Children until such legislation is in place..