

SALT CHURCH INCORPORATED

CONSTITUTION

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SALT CHURCH INCORPORATED CONSTITUTION

PREAMBLE

Salt Church Incorporated is an Association, which has been established to enable the proper management of the organisation that facilitates the working of various dimensions of the body of believers known as Salt Church. This Constitution describes the way in which Salt Church Incorporated is governed. It does not describe the Church.

At the point when this Constitution comes into effect, all current office holders will continue in their positions for the duration of their existing terms.

PART 1 - PRELIMINARY

1 Interpretation

(1) In this Constitution unless the contrary intention appears:

the Act means the Associations Incorporations Act 2009 (NSW).

Association means the Incorporated Association with the name of Salt Church Incorporated.

Administration Committee means all or some of the committee members acting in an administrative function.

the Church means the community of people that identify as Salt Church, except where “the church” is used in the Statement of Beliefs.

Financial Year means each year ending on 31 December.

Function includes power, authority and duty.

General Meeting means a general meeting of the Association.

Member means a Member, however described, of the Association, or of the Review Panel or the Administration Committee.

Mission means the mission of the Association set out in this Constitution.

Pastor means the Lead Pastor and staff members who are appointed as pastors.

Staff Member means a person who is appointed as a member of the staff of the Association (not being the Lead Pastor).

Statement of Beliefs means the beliefs set out in this Constitution.

the Regulation means the Associations Incorporation Regulation 2016.

Review Panel means the appointed people who hold office as the Review Panel in the Association.

(2) In this Constitution except where the context otherwise requires:

(a) a reference to a function includes a reference to a power, authority and duty;

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and

(3) The provisions of the Act apply to and in respect of these rules in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

2 Statement of Purpose

The Association is established for the principal purpose of managing the affairs of the Church.

3 Statement of Beliefs

The fundamental Statement of Beliefs of the Association are:

(a) *About God*

There is one unique and eternal God, who exists in an everlasting loving relationship of Father, Son and Spirit - one God in three persons.

God is sovereign in all things: including creation, revelation, redemption, judgement and the establishing of his kingdom.

As sovereign loving creator and redeemer, he is worthy of all glory, honour and praise.

(b) *About humanity*

Humanity, created as male and female, is made in the image of God, and therefore enjoys a unique dignity in creation and a unique relationship with God. Men and women together have dominion over the created order.

However, since the fall, all people are guilty of having turned away from God and human nature is thoroughly corrupted by sin. This makes everyone subject to God's righteous anger and condemnation. No one is able, without the prior regenerative work of God's Spirit, to turn themselves to God.

(c) *About human sexuality*

Biblical marriage is a holy relationship ordained by God and is the union, voluntarily entered into for life, of one man and one woman to the exclusion of all others, and is the only God-honouring context for sexual activity.

Singleness is to be celebrated as having intrinsic value and theological significance.

God has designed gender to be binary and unchangeable. Gender is determined genetically at conception and is not a social construct arbitrarily assigned at birth or changed at will. However, in a fallen world there are some people for whom biological sex is indeterminate or ambiguous. These cases are complex but do not involve a denial of God as the loving creator of such a person, or any reduction of the dignity and full humanity of such a person.

(d) *About the Bible*

There is no other way to know God except that he reveals himself to us. The Bible is God's revelation to us. The words of the Bible are divinely inspired and infallible, as originally given, and have supreme authority in all matters of faith, conduct and experience.

The Bible is sufficient for knowing God. It is not only central to the wellbeing of the church but is able to thoroughly equip the Christian community for life and godliness.

(e) *About Jesus Christ*

Jesus Christ was conceived by the Holy Spirit and born of the virgin Mary.

He is both fully God and truly human. He entered fully into human experience. He endured temptation and he suffered and died. He was perfectly obedient to God, his father.

Jesus took on himself the consequences of human sin. He died and was buried. On the third day he rose from the dead bodily and is now exalted as ruler over all.

He will come again in glory to judge the living and the dead.

(f) *About salvation*

Salvation is entirely the gracious gift of God. It is not on the basis of human merit or works and cannot be earned or deserved. It is accomplished through the atoning death, once for all time, of

Jesus Christ.

It is only through the sacrificial death of Jesus Christ, as our representative and substitute, that the guilt, penalty and power of sin can be removed. By faith in Christ's death God's anger is turned aside, people are redeemed from sin and death, and are declared to be righteous in God's sight. In that death, God demonstrates his love to us most perfectly and establishes his victory over Satan and all his foes.

This salvation is offered only in the gospel and is received by turning to God from sin and trusting in Jesus Christ. The work of the Holy Spirit is necessary to make the death of Jesus effective in an individual's life. The Spirit enables the sinner to repent and put their faith in Jesus Christ.

Although we enjoy now the blessing of union with Christ and secure relationship with God, we await the final consummation of our hope with the return of Christ, the resurrection of our bodies and life with him eternally.

(g) ***About the Spirit in the believer's life***

The Holy Spirit is co-equal with the father and the Son, and indwells all true believers enabling us to call on God as our Father and Jesus as our Lord.

The Holy Spirit brings glory to Jesus Christ, thus making Jesus Christ central in all things.

The Spirit works to illuminate believers' minds to grasp the truth of the Bible, producing in them his fruit, granting them his gifts and empowering them for service.

He grants his gifts for the purpose of service, not self indulgence. Their use is determined - not by personal desire for fulfilment, or satisfaction - but by the principle of building the church. Not every gift of the Spirit is given to the church at every moment of its life, only those he deems necessary for building Christ's body.

(h) ***About the church***

The visible church is the gathering of believers around Christ in his word. It is a community of people intended by God to bear witness to him and actively seek the extension of his rule.

Within the church community both men and women are to seek, and to be encouraged, to properly express their gifts to build the church in love, as equal partners in gospel ministry.

The Bible makes clear that in church leadership, as in marriage, the roles of men and women are not interchangeable. In particular, formal eldership is only for biblically qualified men, as is the formal instruction of God's people from the word of God within mixed-gendered gatherings of the Church. We are committed to expressing the differences between men and women within relationships of mutual dependence.

4 Statement of Mission

The Mission of the Association is to enable the health and growth of the Church as it prayerfully proclaims the gospel of the Lord Jesus Christ.

PART 2 - MEMBERSHIP

5 Membership qualifications

A person is qualified to be a Member if:

- (a) the person, being not less than 18 years of age:
 - [i] has applied for membership;
 - [ii] has been regularly in attendance at meetings of the Church for a period of not less than 3 months;
 - [iii] is not a member of another Church, except where the Administration Committee determines that extenuating circumstances apply; and
 - [iv] has been approved for membership of the Association by the Administration Committee; or
- (b) the person is a Pastor.

6 Application for membership

- (1) An application by a person for membership must be made in writing to the Administration Committee, by completing the Membership Application Form which includes:
 - (a) a profession of his or her faith in, and submission toward, Jesus Christ as Lord, Saviour and God, and
 - (b) an agreement to promote the Mission of the Association.
- (2) As soon as practicable after receiving an application for membership, the Administration Committee is to determine whether to approve or to reject the application.
- (3) The applicant will be notified of the decision.
- (4) If the application is approved, the applicant's name will be recorded as a Member in the Association's register of Members.
- (5) The applicant becomes a Member once his or her name is entered in the register.

7 Membership entitlements not transferable

A right, privilege or obligation that a person has by reason of being a Member of the Association:

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

8 Cessation of membership

A person ceases to be a Member of the Association if the person:

- (a) resigns from membership;
- (b) is removed from membership by the Administration Committee; or
- (c) dies.

9 Resignation and removal of membership

- (1) The Administration Committee will not accept a resignation from membership except in accordance with this clause.
- (2) A Member may resign from membership by giving notice in writing to the Administration

Committee of the Member's intention to resign and, on the expiration of any period of notice the Member specifies, the Member ceases to be a Member.

- (3) The Administration Committee is to remove a person from membership if a person ceases to be in regular attendance at meetings of the Church for a period of not less than 6 months, unless the Administration Committee determines that extenuating circumstances apply.
- (4) The Administration Committee may remove a person from membership if the person:
 - (a) professes that he or she no longer has faith in, or submission toward, Jesus Christ as Lord, Saviour and God, or
 - (b) professes that he or she no longer agrees to promote the Mission of the Association.
- (5) If a person ceases to be a Member, an appropriate entry will be made in the register of Members recording the date on which the Member ceased to be a Member.

10 Register of Members

- (1) A register of Members of the Association must be maintained specifying the name and postal, residential or email address of each person who is a Member, together with the date on which the person became a Member or ceased to be a Member.
- (2) The register of Members must be made available for inspection by any Member of the Association, free of charge, at any reasonable time.
- (3) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be made available for inspection, that information must not be made available for inspection.
- (4) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or sending other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

11 Fees

No entrance fee or annual membership fee is payable to the Association.

12 Members' liabilities

A Member of the Association is not liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

PART 3 - THE LEAD PASTOR

13 Lead Pastor

- (1) The Lead Pastor must:
 - (a) be a man who qualifies as an overseer according to 1 Timothy 3:1-7 and be known for his maturity of faith and Christian character;
 - (b) have demonstrated by his life and teaching that he is well qualified to lead and teach the Church in accordance with the Mission of the Association and Statement of Beliefs;
 - (c) agree to teach and uphold the Statement of Beliefs;
 - (d) agree to promote the Mission of the Association; and
 - (e) agree to faithfully lead the Church.
- (2) The Lead Pastor is authorised and has responsibility:
 - (a) to lead and teach the Church in accordance with the Mission of the Association and the Statement of Beliefs;
 - (b) for the oversight of all such matters as are vital to the spiritual welfare of the Church, including the ministries of the Church; and
 - (c) to appoint and remove Staff Members.
- (3) The Lead Pastor, by virtue of his office, is the chairman of:
 - (a) the Administration Committee (and he may delegate the right to preside at meetings of the Administration Committee to another Committee member);
 - (b) any General Meetings (and he may delegate the right to preside at General Meetings to another Member), and
 - (c) any sub-committee appointed by the Administration Committee (and he may delegate the right to preside at meetings of the sub-committee to another Member).
- (4) The Lead Pastor is to be employed by the Association without specifying any length of tenure, except in the circumstances as outlined in clause 22.
- (5) The terms of remuneration for the Lead Pastor are to be set by the Administration Committee.

PART 4 - THE REVIEW PANEL

14 Composition and membership of the Review Panel

- (1) There will be six (6) members of the Review Panel consisting of:
 - (a) two (2) members appointed by the Lead Pastor;
 - (b) three (3) members who are Members of the Association; and
 - (c) one (1) member appointed by the Executive of the Fellowship of Independent Evangelical Churches.
- (2) Each member of the Review Panel must:
 - (a) be a man who is known for his maturity of faith and Christian character in accordance with 1 Timothy 3:1-7, and has demonstrated in his own context a commitment to pursuing the Mission of the Association;
 - (b) agree in writing to uphold the Statement of Beliefs of the Association, and
 - (c) agree in writing to support the Association in pursuing its Mission.
- (3) Membership of the Review Panel is for a term of three (3) years, provided that retiring members may be re-appointed to the Review Panel.
- (4) An Administration Committee member is not permitted to be a member of the Review Panel, and nor are the following persons nor their spouse, parents, siblings or children: a Pastor, staff member or Acting Lead Pastor.

15 Appointment of Review Panel members

- (1) Review Panel members will be appointed to office in this way:
 - (a) The Lead Pastor will appoint two (2) members of the Review Panel, who are Members of the Association, and notice will be given of this appointment to Members of the Association.
 - (b) The Executive of the FIEC will appoint one (1) member of the Review Panel, who is not a Member of the Association nor a member of Salt Church, and notice will be given of this appointment to Members of the Association.
 - (c) The remaining members of the Review Panel will be appointed by:
 - [i] any Member of the Association nominating a member to the Review Panel;
 - [ii] the names of all qualified nominees to be submitted to the Members of the Association by the Administration Committee at least fourteen (14) days before the Annual General Meeting, or a General Meeting called for the purpose of filling a vacancy that occurs otherwise than by the completion of a term of office;
 - [iii] the nominated member is appointed if approved by not less than 75% of the Members of the Association present and voting at a Meeting of the Association;
 - [iv] if there are more nominees than vacancies, each Member of the Association is entitled to vote for only the number of nominees that corresponds to the number of vacancies, with the vote to be answering the following question put separately in relation to each nominee in alphabetical order of surname:

"Do you agree to the appointment of (the name of the nominee) as

a member of the Review Panel?"

The nominee(s) who receive(s) the highest number of votes, being not less than 75% of the votes of the Members who cast a vote, is, or are, to fill the vacancy or vacancies; and

- [v] if the requisite number of Review Panel members are not approved, then the process outlined in subclause 15(1)(c) is to be repeated at a subsequent meeting of the Association.

16 Roles and responsibilities of the Review Panel

The Review Panel is to undertake and manage the processes associated with the following circumstances:

- (1) the appointment of a new Lead Pastor when there is a vacancy in the office of the Lead Pastor;
- (2) the appointment of an Acting Lead Pastor;
- (3) the investigation into the conduct of the Lead Pastor and Acting Lead Pastor;
- (4) the removal of the Lead Pastor and Acting Lead Pastor;
- (5) confirmation of the ability of the Lead Pastor once he has reached the age of 67;
- (6) resolution of internal disputes as per clause 47; and
- (7) changes to this Constitution.

17 Meetings of the Review Panel

- (1) The Review Panel is to meet as necessary to fulfil its responsibilities in respect of specific situations, as referred to in clause 16, and is to manage the appropriate processes relevant to those situations.
- (2) Meetings of the Review Panel:
 - (a) must have a quorum of four (4) members with at least one (1) of the members being a member appointed by the Lead Pastor;
 - (b) are to be held at such times as are determined by the members of the Review Panel;
 - (c) may be held at 2 or more venues using any technology the Review Panel agrees to use, and if a member of the Review Panel uses this technology they are taken to be present in person at the meeting, and if they vote at the meeting they are taken to have voted in person;
 - (d) are to be presided over by a member of the Review Panel chosen by the members of the Review Panel;
 - (e) are to be conducted in accordance with such procedures as the members of the Review Panel determine;
 - (f) are to have minutes taken, and the minutes circulated to all members of the Review Panel; and
 - (g) any recommendation or resolution to be brought to a General Meeting is to have the majority support of all members of the Review Panel.
- (3) The Review Panel may invite people to attend individual meetings where their wisdom or testimony may be required for consideration.

- (4) The Review Panel may create a sub-committee to perform a specific task and bring recommendations to the Review Panel for their determination.

18 Appointment of a new Lead Pastor

- (1) A vacancy in the office of the Lead Pastor occurs if the Lead Pastor:
- (a) dies;
 - (b) resigns from office; or
 - (c) is removed from office.
- (2) When a vacancy in the office of the Lead Pastor occurs, or the existing Lead Pastor has given notice of his resignation, the Review Panel is to implement the selection of a new Lead Pastor by establishing a sub-committee for the purpose of finding a new Lead Pastor:
- (a) This subcommittee is to:
 - [i] comprise not less than five (5) members;
 - [ii] contain not less than one (1) member of the Review Panel, to be chosen by majority support of all members of the Review Panel;
 - [iii] contain not less than one (1) female, who is a Member of the Association, who agrees to uphold the mission of the Association, who exhibits evidence of godly character, and who has demonstrated, in her own context, a commitment to pursuing the Mission of the Association; and
 - [iiii] be chaired by a member of the Review Panel.
 - (b) This sub-committee is responsible for:
 - [i] conducting whatever discussions, investigations, interviews, or other processes are necessary until a majority of the sub-committee agree on one person to be approached;
 - [ii] communicating privately with the person to ascertain whether he would be willing for his name to be placed before the Association; and
 - [iii] recommending to the Review Panel a person to be appointed as the Lead Pastor.
 - (c) If the Review Panel approves, by majority support of all members, the sub-committee's choice, they are to present this candidate to the Members of the Association for vote.
 - (d) If the Review Panel does not approve the sub-committee's choice, the Review Panel may return to subclause 18(2). In this instance, the Review Panel can choose a new chair of the sub-committee and members, or retain the previous sub-committee.
- (3) The person approved by the Review Panel for the role of the new Lead Pastor is appointed as the Lead Pastor by:
- (a) convening a General Meeting of the Association for the purpose of appointing the new Lead Pastor; and
 - (b) the nominated Lead Pastor achieving a 75% majority vote of the Members present and voting on that resolution at the General Meeting.
- (4) If the required majority vote is not obtained at a General Meeting of the Association convened for the purpose of appointing a new Lead Pastor, then the procedure for appointing a new Lead Pastor is to be repeated until the office is filled.

- (5) As soon as practicable after his appointment at the General Meeting of the Association, the appointed Lead Pastor is to be commissioned by publicly declaring at a meeting of the Church his agreement to:
 - (a) teach and uphold the Statement of Beliefs;
 - (b) promote the Mission of the Association; and
 - (c) faithfully lead the Church.

19 Appointment of an Acting Lead Pastor

- (1) A person, who qualifies under the Constitution as a Lead Pastor, may be appointed as an Acting Lead Pastor:
 - (a) by the Lead Pastor:
 - [i] during a temporary leave of absence of the Lead Pastor, or
 - [ii] during a period of illness or incapacity of the Lead Pastor;
 - (b) by the Review Panel, when the position of Lead Pastor is vacant because the Lead Pastor is unable to appoint an acting Lead Pastor due to illness or incapacity; or
 - (c) by the Review Panel, when the position of Lead Pastor is vacant for any other reason.
- (2) An Acting Lead Pastor, during the period in which he acts as Lead Pastor, has all the powers given by this Constitution to the Lead Pastor, including the power to appoint or remove staff with majority support of the Review Panel.
- (3) The position of Acting Lead Pastor may be temporarily filled for an initial period not exceeding fifteen (15) months.
- (4) The initial period of the Acting Lead Pastor may be extended, for periods of not more than twelve (12) months, beyond the initial fifteen (15) months.

20 Investigation into the conduct of the Lead Pastor and Acting Lead Pastor

- (1) A member of the Review Panel must inform the other members of the Review Panel, if the member obtains information relating to the Lead Pastor or Acting Lead Pastor, which indicates that there is:
 - (a) a loss of confidence in his leadership;
 - (b) a concern over his theological beliefs;
 - (c) a concern over his moral behaviour;
 - (d) a dispute involving him; or
 - (e) an allegation of a criminal sexual offence or domestic violence offence against him.
- (2) The Review Panel will expeditiously investigate the basis for the issue, with respect to the relevant Salt Church policies.
- (3) The Review Panel may choose to establish a sub-committee to assist them in their investigation, which is required to:
 - (a) be representative of the diversity at Salt Church, including but not limited to, at least one (1) woman who is a Member of the Association;
 - (b) include an independent person(s) who is not a Member of the Association nor a

- member of Salt Church;
 - (c) include an independent person(s) with expertise as relevant to the concern being investigated;
 - (d) be chaired by a member of the Review Panel; and
 - (e) report to the Review Panel the progress and outcomes of the investigation, along with recommendations for consideration.
- (4) By considering the findings of any investigation, the Review Panel is to take the appropriate action within the scope of its responsibilities.

21 Removal of the Lead Pastor and Acting Lead Pastor

- (1) The grounds for removal of a Lead Pastor and Acting Lead Pastor are:
- (a) gross misconduct that brings the Christian faith and the Church into disrepute;
 - (b) persistent and wilful teaching which is contrary to the Statement of Beliefs;
 - (c) persistent unwillingness to promote the Mission of the Association;
 - (d) irreversible mental or physical incapacity leaving him incapable of fulfilling his responsibilities, as certified by two suitably qualified medical practitioners who are not Members of the Association; or
 - (e) loss of confidence in the Lead Pastor or Acting Lead Pastor by the Association for any other reason.
- (2) Upon a majority of the Review Panel determining that sufficient grounds exist for the removal of the Acting Lead Pastor, the position is declared vacant, and the Lead Pastor or Review Panel are to appoint a new Acting Lead Pastor as per the process in clause 19(1).
- (3) Upon a majority of the Review Panel determining that sufficient grounds exist for the removal of the Lead Pastor:
- (a) a General Meeting of the Association will be convened for the purpose of approving the removal of the Lead Pastor;
 - (b) the chairman of the General Meeting must be a member of the Review Panel; and
 - (c) for the resolution to remove the Lead Pastor to be passed, the resolution must achieve a 75% majority vote of the Members present and voting in respect of that resolution at the General Meeting.
- (4) If the General Meeting resolves to remove the Lead Pastor, then:
- (a) the position of Lead Pastor is declared immediately vacant and the Review Panel must appoint an Acting Lead Pastor as per the process in clause 19(1), and a new Lead Pastor as per the process in clause 18, as expeditiously as practicable; and
 - (b) the Association must terminate the employment of the Lead Pastor, and
 - [i] provide payment of any outstanding leave as per statutory entitlements;
 - [ii] honour any relevant conditions prescribed in the Lead Pastor's contract of employment with the Association; and
 - [iii] if the decision to remove the Lead Pastor was on the grounds of irreversible mental or physical incapacity, or loss of confidence, provide a minimum payment of twelve (12) weeks salary from the date the position is declared vacant, plus two (2) weeks current salary for each year of service, to a maximum of twenty four (24) weeks in total.

22 Confirmation of the ability of the Lead Pastor

- (1) Upon attaining the age of 67 years the Lead Pastor must retire at the following Annual General Meeting unless his appointment is extended by the Review Panel for period(s) of up to 2 years to the Annual General Meeting following him obtaining the age of 67.
- (2) In determining whether to extend the Lead Pastor's appointment, the Review Panel must consider such matters as:
 - (a) his physical and mental capability;
 - (b) his passion for the Mission of the Association; and
 - (c) the quality of his leadership.
- (3) Should the Review Panel consider him to be failing in his ability, or unable to continue to lead the Church, then the Review Panel will commence the process to remove the Lead Pastor as per the process in clause 21.

23 Removal of Review Panel members

- (1) Each member of the Review Panel will be required to agree in writing to clauses 14(2)(b) and 14(2)(c) at least six (6) weeks before the Annual General Meeting each year.
- (2) If a member of the Review Panel refuses to agree in writing to clauses 14(2)(b) and 14(2)(c), then their position on the Review Panel is declared vacant for the following Annual General Meeting.
- (3) Any Member of the Association with a concern about a member of the Review Panel, or a nominee for membership of the Review Panel, should raise their concern in a timely manner by following the processes outlined in the relevant Salt Church policies.
- (4) Where a concern is raised, the members of the Review Panel are then to investigate this concern to determine if the person in question has demonstrated:
 - (a) gross misconduct that brings the Christian faith and the Church into disrepute;
 - (b) persistent and wilful teaching which is contrary to the Statement of Beliefs;
 - (c) persistent unwillingness to promote the Mission of the Association; or
 - (d) irreversible mental or physical incapacity leaving him incapable of fulfilling his responsibilities, as certified by two suitably qualified medical practitioners who are not Members of the Association.
- (5) A member of the Review Panel who is under investigation cannot participate in decision making that directly relates to their own investigation, but may engage in other decision making as relevant to their role as a member of the Review Panel.
- (6) Where the investigation determines the person has demonstrated any of the elements from subclause 23(4):
 - (a) if the person is a current member of the Review Panel, they will be removed from office by majority support of the members of the Review Panel, and their position declared vacant; or
 - (b) if the person is a nominee to the Review Panel, their name will be withdrawn.

24 Vacancies in the Review Panel

- (1) For the purposes of this Constitution, a vacancy in the Review Panel occurs if the member:
 - (a) ceases to be a Member of the Association, except for the member of the Review Panel appointed by the executive of the FIEC as per clause 15(1)(b);
 - (b) resigns from office;

- (c) refuses to agree in writing to clauses 14(2)(b) and 14(2)(c) before an Annual General Meeting;
 - (c) is removed from office under this Constitution; or
 - (d) dies.
- (2) No decisions pertaining to clause 21 can be made whilst there are vacancies in the Review Panel.
- (3) In the event that a Review Panel member vacates office, other than by the completion of their term of office, the vacancy shall be filled in the following ways:
- (a) for a member of the Review Panel appointed by the Lead Pastor, as per clause 15(1)(a);
 - (b) for a member of the Review Panel appointed by the executive of the FIEC, as per clause 15(1)(b); and
 - (c) for a member of the Review Panel appointed by the Members of the Association,
 - [i] as per clause 15(1)(c), or
 - [ii] the Review Panel may appoint a Member of the Association to fill the casual vacancy, by unanimous support of the remaining members of the Review Panel. The member so appointed holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of that member's appointment.

PART 5 - THE ADMINISTRATION COMMITTEE

25 Composition of the Administration Committee

- (1) The Administration Committee is to consist of five (5) members, being:
 - (a) the Lead Pastor, and
 - (b) four (4) persons
 - [i] who are approved by the Members, in accordance with clause 26, or
 - [ii] who are appointed in accordance with subclause 25(3).
- (2) A Committee member other than the Lead Pastor, subject to this Constitution, holds office until the conclusion of the second Annual General Meeting following the date of the Committee member's approval or appointment as a member of Committee and, if otherwise qualified, is eligible to hold office for subsequent terms.
- (3) In the event that a Committee member vacates office otherwise than by the completion of the Committee member's term of office, the Administration Committee may appoint a Member of the Association to fill the casual vacancy. The member so appointed holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the member's appointment.

26 Appointment of Administration Committee members

- (1) An Administration Committee member must be a Member of the Association:
 - (a) who agrees to uphold the Statement of Beliefs, and
 - (b) who agrees to promote the Mission of the Association.
- (2) A Committee member:
 - (a) must have been a Member of the Association for at least 12 months; and
 - (b) must not be a member of the Review Panel, and neither may they be a member of staff (except in the case of the Lead Pastor or Acting Lead Pastor) nor the spouse, parent, sibling or child of a member of staff.
- (3) The Committee may nominate Members of the Association, for submission under subclause 26(5), who are qualified for appointment to the Committee and whose nominations are approved by not less than 75% of the votes of the Committee members.
- (4) Any Member of the Association may nominate a Member for appointment to the Administration Committee.
- (5) The names of all qualified nominees must be submitted to the Members of the Association by the Administration Committee at least fourteen (14) days before:
 - (a) the Annual General Meeting, or
 - (b) a General Meeting, called for the purpose of filling a vacancy that occurs otherwise than by the completion of a term of office and, in respect of that vacancy, the Administration Committee has elected not to fill it under subclause 25(3).
- (6) A person becomes a Committee member if appointed to fill a casual vacancy under subclause 25(3) if applicable, or if the Committee member's appointment is agreed to by a minimum 75% majority vote of the Members of the Association present and voting at a General Meeting.
- (7) If there are more nominees than vacancies, each Member of the Association is entitled to vote for only the number of nominees that corresponds to the number of vacancies, with the

vote to be answering the following question put separately in relation to each nominee in alphabetical order of surname:

"Do you agree to the appointment of (the name of the nominee) as a member of the Administration Committee?"

The nominee(s) who receive(s) the highest number of votes, being not less than 75% of the votes of the Members who cast a vote is, or are, to fill the vacancy or vacancies.

- (8) If the requisite number of Committee members are not approved, then the Administration Committee may appoint suitably qualified Members to fill the vacancy or vacancies, and this will be considered a casual vacancy appointment, as per subclause 25(3).

27 Responsibilities of the Administration Committee

- (1) The Administration Committee, subject to the Act, the Regulation, and this Constitution:
- (a) is to promote the Mission of the Association and to uphold the Statement of Beliefs;
 - (b) is authorised and has responsibility to determine and administer the financial affairs of the Association, including the setting of an annual budget;
 - (c) is authorised and has responsibility to manage the property of the Association;
 - (d) is authorised and has responsibility to manage the risk and compliance obligations of the Association;
 - (e) is authorised to respond to queries and recommendations made to the Committee by Members;
 - (f) may exercise all such functions as may be exercised by the Association, other than functions that are required by this Constitution to be exercised by the Association in a General Meeting; and
 - (g) is authorised and has responsibility to perform all such acts and do all such things not elsewhere regulated by this Constitution as appear to the Administration Committee to be necessary or desirable for the proper management of the affairs of the Association.

28 Office-bearers of the Association

The office-bearers of the Association are:

- (a) the Lead Pastor;
- (b) the Secretary; and
- (c) the Treasurer.

29 Secretary

- (1) The Administration Committee is to appoint a Committee member to the office of Secretary of the Association.
- (2) The person appointed as Secretary of the Association is also to be the public officer of the Association.
- (3) The Secretary is to ensure minutes are kept of:
- (a) all elections and appointments of Committee members and Pastors;
 - (b) the names of:
 - [i] the persons present at meetings of the Administration Committee

- [ii] the Members present at a General Meeting; and
 - (c) all proceedings at Administration Committee and General Meetings.
- (4) Minutes of proceedings at a meeting must be approved at the next succeeding meeting.

30 Treasurer

- (1) The Administration Committee is to appoint a Committee member to the office of Treasurer of the Association.
- (2) It is the duty of the Treasurer to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
 - (b) that correct accounts and books are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
 - (c) that the annual budget of the Association is prepared for approval by the Committee, to be received at a General Meeting of the Association as per clause 37(2)(e).

31 Administration Committee meetings and quorum

- (1) The Administration Committee is to meet at least four (4) times in each calendar year at such place and time as the Committee may determine. Meetings may be held at two (2) or more venues using any technology the Committee agrees to use, and if a member of the Committee uses this technology they are taken to be present in person at the meeting, and if they vote at the meeting they are taken to have voted in person.
- (2) Oral or written notice of a meeting of the Committee is to be given by the Secretary to each Committee member at least 48 hours (or such other period as may be unanimously agreed on by the Committee) before the time appointed for the holding of the meeting.
- (3) Notice of a meeting given under subclause 31(2) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that a majority of the Committee members present at the meeting agree to treat as urgent business.
- (4) A majority of the Committee members, which must include the Lead Pastor, or the person nominated by the Lead Pastor, constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) Any member of the Committee may participate in a meeting of the Committee by means of any system of communication through which each of the members can hear and be heard by one another, which participation will constitute presence at that meeting.

32 Delegation to sub-committee

- (1) The Administration Committee may delegate the exercise of its functions to such person or persons as the Committee thinks fit, other than:
 - (a) this power of delegation; and
 - (b) a function that is imposed on the Committee of an Association by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under subclause 32(1) may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under subclause 32(1) may be made subject to such conditions or limitations

as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Despite any delegation under subclause 32(1), the Administration Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under subclause 32(1) has the same force and effect as it would have if it had been done or suffered by the Administration Committee.
- (6) The Administration Committee may, by instrument in writing, revoke wholly or in part any delegation under subclause 32(1).
- (7) A sub-committee may meet and adjourn as it thinks proper.

33 Voting and decisions

- (1) Every effort should be made by the Administration Committee to reach significant consensus when making decisions.
- (2) When the Administration Committee is satisfied that such consensus cannot be reached, questions arising at the meeting of the Committee are to be determined by a majority of the votes of the members present and voting at the meeting.
- (3) Each member present at a meeting of the Administration Committee (including the person presiding at the meeting) is entitled to one vote.
- (4) Despite subclause 33(3), a decision cannot be made by the Administration Committee concerning such matters as are vital to the spiritual welfare of the Church, without the approval of the Lead Pastor, or the person nominated by the Lead Pastor.
- (5) No Pastor may vote on any question of remuneration of Pastors.
- (6) The Committee may act despite any vacancy on the Committee.
- (7) Any act or thing done or suffered, or purported to have been done or suffered, by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee. This clause applies to a committee or sub-committee appointed by the Committee in the same way as it applies to the Committee.
- (8) The members of the Committee may pass a resolution without a meeting of the Committee being held, if all the Committee members provide a document containing a statement that they are in favour of the resolution. The resolution is passed when the last Committee member agrees.
- (9) For the purposes of subclause 33(8), separate copies of a document may be used for signing by members of the Committee, if the wording of the resolution and statement is identical in each copy.
- (10) Any document referred to in subclauses 33(8) and 33(9) may be in the form of an electronic transmission.

34 Removal of Administration Committee members

- (1) The Association at a General Meeting may by resolution remove a Committee member before the expiration of the Committee member's term of office.
- (2) The only grounds for removal of a Committee member are:
 - (a) gross misconduct that brings the Christian faith and the Association into disrepute;

- (b) persistent and wilful teaching of that which is contrary to the Statement of Beliefs;
 - (c) persistent unwillingness to promote the Mission of the Association; or
 - (d) irreversible mental or physical incapacity leaving the Committee member incapable of fulfilling the responsibilities of a Committee member, as certified by two suitably qualified medical practitioners who are not Members of the Association.
- (3) A Committee member cannot be removed before there has been a majority vote of the Members of the Association present and voting in favour of the Committee member's removal at a General Meeting.

35 Vacancies in the Administration Committee

- (1) For the purposes of this Constitution, a vacancy in the Administration Committee occurs if the Committee member:
- (a) ceases to be a Member of the Association;
 - (b) resigns from office;
 - (c) in the case of a Committee member other than the Lead Pastor, is removed from office under this Constitution; or
 - (d) dies.

PART 6 - GENERAL MEETINGS

36 Annual General Meetings – holding of

The Association must hold its Annual General Meeting:

- (a) within five (5) months after the close of the Association's financial year; or
- (b) within such later time as may be allowed or prescribed under the Act.

37 Annual General Meetings – calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and clauses 34 and 38, to be convened on such date and at such place and time and in such a manner (physical, online or hybrid), as determined by the Administration Committee.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any other General Meeting held since that meeting;
 - (b) to receive from the Administration Committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect the members for the vacant positions of the Administration Committee and Review Panel;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act; and
 - (e) to receive the budget of the Association for the current financial year, which has been approved by the Administration Committee, unless the budget has been received at a previous General Meeting.
- (3) An Annual General Meeting must be specified as such in the notice convening it.

38 General Meetings – calling of

- (1) The Administration Committee may, whenever it thinks fit, convene a General Meeting of the Association.
- (2) With a majority of the member's support, the Review Panel may convene a General Meeting of the Association by a written requisition to the Administration Committee, and in that regard;
 - (a) the requisition must be lodged with the Secretary and must state the purpose or purposes of the meeting; and
 - (b) upon receipt of the requisition, the Administration Committee must cause a General Meeting of the Association to be convened within one (1) month after receipt of the requisition.
- (3) The Administration Committee must, on the requisition in writing of not less than 20% of the total number of Members of the Association, convene a General Meeting of the Association within one (1) month after the date on which the requisition of Members for the meeting is lodged with the Secretary.
- (4) A requisition of Members for a General Meeting:
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the Members making the requisition;

- (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (5) If the Administration Committee fails to convene a General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.
- (6) A General Meeting convened by a Member or Members as referred to in subclause 38(5) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Administration Committee, and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

39 General Meetings – notice of

- (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, notify the members of the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, notify the members of the matters required in subclause 39(1), specifying, in addition, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting, except, in the case of an Annual General Meeting, business that may be transacted under clause 37(2).
- (4) A Member who wishes to bring any business before a General Meeting must give details in writing of that business to the Administration Committee who may include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.
- (5) The Administration Committee may postpone or cancel any General Meeting whenever they think fit, other than a meeting called as the result of a request under clauses 38(2) or 38(3).
- (6) The Administration Committee must give notice of the postponement or cancellation of a General Meeting to all persons entitled to receive notices from the Association.
- (7) The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

40 General meetings – procedure and quorum

- (1) No item of business is to be transacted at a General Meeting unless a quorum of Members is present during the time the meeting is considering that item.
- (2) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution, 20% of the current Members on the register of Members, present in person, constitute a quorum for the transaction of the business of a General Meeting.
- (3) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution, 30% of the current Members on the register of Members, present in person, constitute a quorum, except in the case of clause 41(1)(a) where 50% of the current Members on the register of Members, present in person, constitute a quorum.

- (4) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting;
 - (a) if convened on the requisition of Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting:
 - (a) the business to be dealt with at the meeting, except business requiring a special resolution, will be dealt with at the next Administration Committee meeting; and
 - (b) the meeting is dissolved with respect to the business requiring a special resolution.
- (6) A General Meeting may be held at two (2) or more venues using any technology approved by the Administration Committee that gives each of the Members of the Association a reasonable opportunity to participate. A Member who participates in a General Meeting using this technology is taken to be present in person at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

41 General Meetings – special resolutions

- (1) The following business requires a special resolution of the Association at a General Meeting:
 - (a) the appointment or removal of a Lead Pastor;
 - (b) changes to this Constitution;
 - (c) winding up of the Association and subsequent distribution of assets;
 - (d) changes to the Association's name or objects;
 - (e) transfer of registration of the Association; and
 - (f) any other business for which a special resolution is required by or under the Act.
- (2) Subject to the Act in relation to special resolutions, a resolution is carried if at least 75% of the votes cast on the resolution are in favour of the resolution.
- (3) Any other business at a General Meeting does not require a special resolution.

42 Presiding member

- (1) If the Lead Pastor or his representative is absent from the General Meeting, the Secretary or a member of the Review Panel is to preside at the meeting.
- (2) If the conditions in subclause 42(1) cannot be met, the meeting is adjourned.

43 Adjournment

The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

44 Voting and making of decisions

- (1) Subject to subclause 44(2), on any question arising at a General Meeting of the Association a Member has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.
- (3) A question requiring resolution at a General Meeting of the Association is to be determined by either:
 - (a) a show of hands; or
 - (b) if on the motion of the person presiding, or if three (3) or more Members present at the meeting decide that the question should be determined by a written ballot, then a written ballot.
- (4) If the question is to be determined by a show of hands, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (5) If a written ballot is demanded at a General Meeting, the written ballot is to be taken in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the written ballot on the matter is taken to be the resolution of the meeting on that matter.
- (6) If the meeting is held other than in face-to-face manner, then the terms 'show of hands' and 'written ballot' allow for equivalent registration of Members' votes by way of electronic indication through the online meeting platform utilised.

45 Proxies

- (1) No proxy voting is permitted, unless otherwise determined by the Administration Committee.
- (2) If proxy voting is permitted by the Administration Committee, each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (3) The notice appointing the proxy is to be in the form set out in the Appendix.

PART 7 - MISCELLANEOUS

46 Postal and electronic ballots

- (1) Despite any other provision of this Constitution, the Administration Committee may determine that matters may be decided by a postal or electronic ballot of the Members of the Association instead of by a vote of the Members at a General Meeting of the Association.
- (2) A postal or electronic ballot of the members of the Association is to be conducted in accordance with the Regulation.

47 Resolution of internal disputes

Disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to the Review Panel for mediation.

48 Staff members

- (1) A staff member must:
 - (a) agree to teach and uphold the Statement of Beliefs, and
 - (b) agree to promote the Mission of the Association.
- (2) A staff member is to work under the direction of the Lead Pastor in accordance with the Mission of the Association and Statement of Beliefs.
- (3) The terms of remuneration for all staff members are to be set by the Administration Committee.

49 Funds

- (1) The funds of the Association are to be derived from donations and, subject to any resolution passed by the Association in a General Meeting, such other sources as the Administration Committee determines.
- (2) The funds of the Association must be used in pursuance of the Mission of the Association in such a manner as the Administration Committee determines.
- (3) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (4) The Association will establish and maintain such gift funds as necessary for the purposes of being able to solicit, invest and disburse tax deductible gifts for appropriate purposes. These funds will be governed in accordance with an appropriate set of rules that will be approved by the Administration Committee.

50 Change of name, objects and Constitution

An application for registration of a change in the Association's name, objects or other provisions of this Constitution is to be made by the public officer or an Administration Committee member in accordance with the Act.

51 Custody of books

Except as otherwise provided by this Constitution, the Secretary must keep in their custody or under their control all records, books and other documents relating to the Association.

52 Inspection of books

The financial records, register of Members, this Constitution and minutes of General Meetings of the Association will be made available for inspection by any Member of the Association upon request to

the Administration Committee without cost within a reasonable timeframe.

53 Service of notices

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association:
 - (a) on all Members by the making of an announcement at all meetings of the Church on at least two (2) Sundays before the date of the matter to which the notice relates; or
 - (b) on an individual Member by:
 - [i] delivering it to the person personally;
 - [ii] sending it by pre-paid post to the Member at the Member's address shown in the register of Members; or
 - [iii] sending it by electronic transmission to the contact details specified by the person for giving or serving of notices.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of electronic mail:
 - [i] at the time it is sent as evidenced by a record at the sender's computer provided that is sent during a Business Day, otherwise the following Business Day; or
 - [ii] if the computer from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.
- (3) For the purposes of subclause 53(2)(c), "Business Day" means a day that is not a Saturday, Sunday, public holiday or bank holiday at the place from where the notice is sent.

54 Insurance

The Association must effect and maintain any insurance required under the Act or the Regulation and, in addition, may effect and maintain other insurance.

55 Not for Profit

The assets and income of the Association shall be applied solely in furtherance of its mentioned purpose and no portion shall be distributed directly or indirectly to the Members of the Association, except as a bona fide compensation for services rendered or expenses incurred on behalf of the Association.

56 Winding-up or Dissolution

- (1) If any assets remain on the winding-up or dissolution of the Association and after satisfaction of all debts and liabilities, these assets may not be paid to or distributed among the Members, but must be given or transferred to some other institution:
 - (a) having objects similar to the Statements of Belief and Statements of Mission of the Association; and
 - (b) whose constitution prohibits the distribution of its income and property among its Members to the extent at least as great as imposed under this Constitution.
- (2) The institution will be determined by the Members at a General Meeting, at or before the

time of dissolution, and so far as effect cannot be given to this clause, then the surplus will be divided amongst those churches being members of the Fellowship of Independent Evangelical Churches in Australia.

57 Approval of changes to the Constitution

Any changes to this Constitution must first be approved by a majority of the Review Panel, before a General Meeting of the Association is convened for the purpose of approving those changes as a special resolution in accordance with this Constitution.

APPENDIX: FORM OF APPOINTMENT OF PROXY

(Clause 45)

I, _____

of _____

being a Member of Salt Church Incorporated, hereby appoint

of _____

being a Member of that Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or General Meeting, as the case may be)

to be held on the _____ day of _____, in the year _____,

and at any adjournment of that meeting

(Add, if desired)

My proxy is authorised to vote: in favour of / against *(delete as appropriate)*

The motion *(insert details)*

Signature of Member appointing proxy: _____

Date: _____