

Explanation for Proposal to Replace the Articles of MCC Sydney

MCC Sydney was incorporated as a company limited by guarantee in 1983. At that time a company was established by documentation referred to as the Articles and Memorandum of Association, and was registered under NSW law.

Thirty years later there have been significant changes in Corporations Law. Companies are now regulated federally by ASIC under the Corporations Act (Commonwealth), and the documents that are required to establish a company are now referred to as the Constitution of the company. Although the original Articles and Memorandum are recognised as the Constitution, many of the specific requirements within those documents have also been updated or overridden by changes in legislation and corporate practice.

In addition to the changes in corporate regulation, there have been changes in the way in which MCC Sydney operates. Many of these changes have been reflected in the By-Laws that have been adopted by MCC Sydney. By-Laws have a specific role in corporate regulation. They are subordinate to, and must not be inconsistent with the Constitution – if they are inconsistent they are invalid.

Over the years the By-Laws adopted by MCC Sydney have gradually diverged from the original Constitution in some important areas – for example in relation to the terms of Directors. This appears to have arisen as the By-Laws have been regarded as the primary regulatory authority whereas it is the secondary authority. There may have also been some confusion as MCC Sydney By-Laws have been amended to remain compliant with MCC By-Laws, without making required changes to the Constitution.

Given the changes in the corporate environment and the divergence over time, the Board has taken legal advice which has recommended that the original Articles of Association be replaced by a new Constitution.

This Constitution has been developed in consultation with Stuart Sutherland of Logical Legal. It is based on the current By-Laws and Articles of Association. Where inconsistencies have arisen between the two, the Board has drafted the proposed Constitution based on current practice. There have been no deliberate changes to the way in which the Church and the Board currently operate.

The proposed Constitution has been drafted to can stand alone without by-laws. We recommend that the use of By-Laws is limited to purely administrative processes, in order to reduce the prospect of divergence in the future. If the Church adopts bylaws in the future, the publication of the Constitution and By-laws should be in a form that ensures ongoing consistency.

The process required to adopt the new Constitution is set out in the Corporations Act. The Members must convene a Special Meeting, which must be quorate. 75% of the Members present at that meeting must agree to firstly repeal the existing Articles, then to adopt the replacement Constitution. The amended Constitution must then be lodged with ASIC.

MCC Sydney Constitution

Article 1. Name & ACN

- 1.1. The name of this church shall be Metropolitan Community Church of Sydney Limited, (ACN 002 553 184) (M.C.C Sydney).

Article 2. Affiliation

- 2.1. This church is a member Congregation of the Universal Fellowship of Metropolitan Community Churches (MCC); ascribes to the government, doctrine, vision, mission, and values of MCC; and agrees to abide by the MCC By-laws and decisions made by the General Conference.
- 2.2. **Successor Corporation** - The Universal Fellowship of Metropolitan Community Churches is the not-for-profit organisation designated to receive the church's property in the event of dissolution or abandonment of the church or disaffiliation from the MCC, in accordance with MCC By-laws.
- 2.3. **Disaffiliation** – A decision to disaffiliate from the MCC shall require a two thirds majority of the Members in good standing present at a Congregational Meeting called for the purpose of disaffiliating and shall be decided in accordance with MCC By-laws.

Article 3. Objects

- 3.1. The objects of the Church are:
 - a The advancement of religion
 - b To promote Christian fellowship, worship, witness, and service, and to make God's will dominant in the lives of all people, individually and collectively, as set forth in the Holy Scriptures through the implementation of MCC By-Laws and MCC Sydney's Constitution, Standard Operating Procedures, and Policies.
 - c To do all things that are compatible with the work of a Christian Church.
 - d Such other objects as are practicable and compatible with the primary object of the Church.

Article 4. Special Resolutions

- 4.1. A special resolution to amend this Constitution and any Articles may be passed by a congregational meeting in accordance with the requirements of the Corporations Act, 2001 (Commonwealth) or as amended.

- 4.2. Such a resolution requires a majority of 75% of the Members in good standing that are present and eligible to vote.
- 4.3. Notice of the special resolution must be given to all Members in good standing in accordance with Articles 6.8 and 6.9 of this Constitution.

Article 5. Membership

- 5.1. **Members** - Any baptised Christian who has completed a membership class may become a Member by participating in the Rite of Membership
- 5.2. **Transfer of Membership**
 - a A Member in good standing of any MCC affiliated church may apply for transfer of their membership to MCC Sydney.
 - b The BoD may consider any application for the transfer and if satisfied the person is of good standing may approve the transferee.
 - c The transferee shall then have all the rights of membership of a Member in good standing at MCC Sydney.
- 5.3. No person shall be denied membership into the Church on the basis of gender, race, national origin, political affiliation, sexual orientation or affectional preference.
- 5.4. All persons under the age of sixteen (16) years seeking membership are to supply a signed letter of consent from a parent or guardian.
- 5.5. Regular attendance and participation in support of the Church and the ministry of this Church is required before making membership application.
- 5.6. Members are obliged to supply and maintain the Church office with their current address and contact details, as well as current e-mail address when changed. Notices may be sent to the current email address as a valid means of service.
- 5.7. **Member in good standing** - is a Member who-
 - a registers his/her attendance (or submits an apology) at Congregational Meetings and/or is seen at worship services of the Church on a regular basis, and, in addition,
 - b provides either identifiable financial support: or
 - c makes a definite service contribution, or
 - d demonstrates interest and loyalty; and
 - e is approved by the BoD.

- 5.8. **Membership List** - The Secretary shall maintain a register of members and regularly update the register. The Secretary shall report changes at least every six (6) months to the BoD, with the report to be made in February and August, at least one week prior to the regularly-scheduled BoD meeting.
- 5.9. **Membership Review** - The BoD shall review the membership at least once per year no later than August.
- a A Member who does not comply with Article 5.7 within the preceding period of six (6) months to one (1) year may be removed from the list of Members in good standing and placed on a list of inactive Members for a period of 2 months.
 - b The BoD shall notify this Member in writing within 7 days at the last known address that the Member has been placed on a list of inactive Members and is not eligible to vote at any business meeting of the church.
 - c A member placed on the inactive list must respond to the BoD within 30 days of the date of the notification if they wish to dispute being placed on the list of inactive Members.
 - d If the inactive Member has not remedied the matters in Article 5.7 within a period of sixty (60) days immediately following notification, the BoD shall have the authority, at its discretion, to remove any such Member from the local church membership roll and the Member shall be deemed a former Member.
 - e The former Member may be restored to the list of Members in good standing by a majority of the BoD if after considering the response the BoD agrees that the membership status of the person should be restored to a Member in good standing.
 - f An inactive Member who is not restored during the period of sixty (60) days immediately following notification shall no longer be a Member of the Church.
 - g A former Member may be restored to the list of Members in good standing after completing a membership class and participating in the Rite of Membership.
- 5.10. **Friends of the Church** - A person who, for one reason or another, feels unable to become a Member but who supports the goals of the church and wants to be a part of the work of the church may be designated as a "Friend of the Church."
- a List of Friends of the Church – The list of Friends of the Church shall be maintained by the church staff.
 - b Limitations on Friends of the Church – Friends may serve on appointed committees and may participate in all activities of the church. Friends

may not vote at Congregational Meetings or serve on the BoD. Friends shall not be considered in determining the number of Lay Delegates.

Article 6. Congregational Meetings

- 6.1. There will be at least two Congregational Meetings each year, namely the Annual General meeting (A.G.M) and the Bi Annual Meeting (Bi-AGM).
- 6.2. An AGM shall be held each year in the month of November. The time and place of the meeting shall be determined by the Chairperson of the BoD. The Bi-AGM shall be held in May of each year.
- 6.3. A Special Congregational Meeting may be called in accordance with the procedures set out in these articles.
- 6.4. **Agenda** - The agenda for Congregational Meetings shall be determined by the Chairperson in consultation with the BoD.
- 6.5. The agenda of the AGM shall include election of officers, members to the Board, election of Lay Delegate/s in the appropriate year and the election of an honorary Auditor; and receiving annual reports from the BoD and from the Pastor.
- 6.6. The agenda of the Bi-AGM shall include the presentation of financial reports, approval of the budget, appointment of the auditor and receiving reports from the BoD and the Pastor.
- 6.7. **Additions to Agenda** - Members may request the Chairperson to add agenda items by submitting additional agenda items to the Secretary no later than twenty one (21) days prior to the meeting.
- 6.8. **Notice** may be given by email, or by post, to the address notified by the member.
- 6.9. **Notification** - The BoD shall notify Members in writing of the agenda of any meeting, accordingly any other business proposed at that meeting that is not listed on the Agenda cannot proceed.
 - a Initial notice to the Members, including a tentative agenda, must be provided no later than 30 days in advance of the meeting
 - b Members may request the BoD to add agenda items by notifying the Secretary no later than 21 days prior to the meeting.
 - c The final agenda and supporting documentation must be published no later than 14 days in advance of the meeting.
- 6.10. **Nominations** - Members wishing to nominate for a position on the BoD must be nominated and seconded by a member in good standing.

- a Nominations for BoD shall open three (3) months prior to and close 30 days prior to the Annual General Meeting (A.G.M)
 - b The nomination must be submitted to the Secretary of the BoD no later than 30 Days prior to the Annual General meeting.
- 6.11. **Voting Rights** - Each Member in good standing has the right to vote. Proxy or any other form of absentee voting shall not be allowed.
- 6.12. **Voting percentages** - Votes Required for Approval – Decisions, including elections, requires approval by a vote of more than fifty percent (50%), being a majority, of those Members in good standing present and voting, unless otherwise required by MCC By-laws or as provided in this Constitution.
- 6.13. **Quorum** - In order to transact business, no less than twenty percent (20%) of the Members in good standing (active membership) must be present.
- 6.14. **Elections** - All votes for positions shall be taken by secret ballot.
- 6.15. **Chair of Congregational Meetings** - The Pastor as Chairperson of the BoD will chair any meeting. In the absence of the Pastor the BoD shall appoint an acting Chairperson.
- 6.16. **Special Congregational Meetings** - In addition to ordinary Congregational Meetings, a Special Congregational Meeting may be called. Decisions at a Special Congregational Meeting, including elections, require a majority of more than two-thirds of those Members in good standing present and voting.
- 6.17. A Special Congregational Meeting may be called either by-
- a Special resolution passed by two thirds of the BoD, or
 - b a petition signed by at least twenty five percent (25%) of the Members in good standing and submitted to the Secretary.
- 6.18. The nature and purpose of the Special Congregational Meeting shall be stated in the petition and in notices and written into the agenda.
- 6.19. Members in good standing shall be given notice of the meeting, including the agenda, in accordance with Articles 6.8 and 6.9 governing notice of Congregational Meetings.

Article 7. Local Church Administrative Body (BoD)

- 7.1. **Board of Directors** - The local church administrative body shall be known as the Board of Directors (BoD), which is authorised to provide administrative leadership for MCC Sydney, subject to any Congregational Meeting.
- 7.2. The BoD shall be responsible for all matters pertaining to the constitution, incorporation, by-laws, church property, risk management, and physical and financial affairs of the church.

- 7.3. The BoD responsibilities include ensuring that the Constitution and any by-laws developed in accordance with Article 13 are presented to the Congregational Meeting and MCC for approval and for submitting the approved Constitution and by-laws to MCC. The Board shall ensure that the by-laws are administrative laws that are consistent with the Constitution. Where any by-law breaches or attempts to overrule the Constitution, the Constitution shall prevail in all circumstances
- 7.4. Directors of the MCC Sydney Ltd are accountable to the Australian Securities and Investments Commission (ASIC), and are therefore required by law to be aware of and ensure compliance with ASIC regulations.
- 7.5. The BoD shall also be responsible for collecting and disbursing funds, keeping adequate church records, and making timely reports to the Congregation and MCC.
- 7.6. **Composition** - There will be a minimum of five (5) members with a maximum of nine (9) members, these include Chairperson, Secretary, Treasurer and one Lay Delegate.
- 7.7. **Qualifications** - Elected members of the BoD must be Members in good standing of MCC Sydney for at least twelve (12) months and have experience in one of the following areas - financial planning, administration, policy development, fundraising, or other training or experience demonstrating ability for leadership. A membership transferred in good standing from another MCC Congregation shall fulfil this twelve (12) month membership requirement.
- 7.8. **Vacancies** - In the event of a vacancy on the BoD, the Board may appoint a qualified member (with experience in one of the areas described in Article 7.7 – Qualifications) to fill the vacancy until the next Congregational Meeting, when an election shall be held to fill the unexpired term. For such appointed vacancies, the requirement of one year's membership is reduced to six months.
- 7.9. **Conflict of Interest** - Clergy of any other denomination, MCC Clergy Candidate, MCC Clergy in Formation shall not be eligible to serve on the BoD.

No employee of MCC Sydney, other than MCC Clergy, shall be a member of the BoD

No more than one member of a household, relationship unit, or family may serve simultaneously on the BoD.

- 7.10. **Remuneration** - A Director will not receive remuneration for his/her responsibilities as a Director. The Pastor is a member of the Board but is not remunerated for his/her Board role.
- 7.11. **Officers** - The officers of the church are the Chairperson, Secretary, and Treasurer.

- a **Chairperson** - The Pastor shall serve as the Chairperson and shall be responsible for chairing meetings of the BoD and Congregational

Meetings. When the Pastor position is vacant, the BoD shall elect a Chairperson to serve until the next Congregational Meeting when the meeting shall elect a Chairperson to serve until a Pastor is appointed.

- b **Secretary** – The Secretary shall be responsible for ensuring the maintenance of official correspondence and church records, and for ensuring that accurate records are kept of all meetings of the BoD and of the Congregation. The Secretary is the officer authorised to receive petitions submitted to the BoD.
- c **Treasurer** – The Treasurer shall be responsible for ensuring the preparation and maintenance of all financial records. This shall include a monthly financial report to the Board and a budget presented to the BI-AGM, and an annual financial report to the Congregation. The monthly and annual financial reports shall reflect receipts, disbursements, and outstanding financial obligations.

7.12. **Term of Office** - The term of office for members of the BoD, except the Pastor and Lay Delegate, shall be two-year staggered terms, with half being elected at each annual Congregational Meeting.

7.13. **Rotation of Directors** - Members of the BoD may not serve more than three (3) terms consecutively. If minimum board numbers are not achieved, a member can exceed three terms if approved by a duly called congregational meeting with a two thirds majority vote; and only for one further term.

7.14. **Meetings** - The BoD shall meet at least once a month and no fewer than ten (10) times a year. Except for executive sessions meetings shall be open to the Congregation to attend without vote.

- a Minutes – Minutes and financial reports shall be available to Members in good standing within 21 days after each meeting. Minutes shall include a record of those present and decisions made. A copy of the minutes shall become part of the permanent church records.
- b A ten (10)-minute public comment period shall be made available at the start of each meeting with a limit of two (2) minutes per person, which may be extended by the vote of the BoD.
- c Agendas shall be forwarded to all BoD members no later than 48 hours before each BoD meeting.
- d A Board member is expected to attend a minimum of 75% of annual formal board meetings.
- e Quorum – No less than a majority of the members of the BoD must be present in order to transact business. If the Chair is unable to attend, the BoD may appoint a chair for that meeting.

7.15. **Liability** - No director or officer of the church shall be liable for any act or failure to act by any other director or officer of the Church or by any employee

of the Church, subject to the qualifications below. No director or officer of the Church shall be liable for any loss arising from any fault in the title to any property acquired by the Church. No director or officer of the Church shall be liable for any loss arising from any fault in any security in which the Church might invest, or from bankruptcy, insolvency, or wrongful act by any person to whom the Church might entrust any of its property. No director or officer of the church shall be liable for any loss due to error of judgment or oversight on his/her part, or for any other loss whatsoever occurring in the carrying out of the duties of his/her office, unless this loss arises from the director's or officer's own wilful neglect or fraudulent or criminal actions or unless the liability arises from the operation of law.

- 7.16. Every member of the BoD, CLC or other officer of the Church is indemnified against any liability and the cost of defending any proceedings arising out of the performance of his or her duties, whether arising from civil or criminal proceedings, unless they are occasioned by his or her own wilful neglect or fraudulent or criminal actions.
- 7.17. **Directors Insurance** - Director's insurance is obtained to ensure the protection of every director and officer of the church against all costs arising in relation to his/her relations with the Church, unless they are occasioned by his/her own wilful neglect or fraudulent or criminal actions.

Article 8. Church Life Council

- 8.1. **Creation of Church Life Council** - The BoD may establish a Church Life Council (CLC) when the Pastor position is vacant or with the consultation or at the request of the Pastor.
- 8.2. The purpose of the CLC shall be for the providing of leadership in worship, pastoral care, hospitality, retreats, Bible study, music ministry and other areas as requested by the Pastor, approved by the BoD, and accepted by the CLC. The CLC shall always strive to meet the needs of people attending worship services at MCC Sydney and embody the Doctrine of the Triune Gospel as stated in MCC By-laws Article III.
- 8.3. The CLC will always be mindful of the Vision and Mission of MCC Sydney in its activities and shall seek permission of the BoD for any activity.
- 8.4. The leadership or authority of the CLC and/or its members must not override or contravene any authority given to a Pastor or to the BoD as per this Constitution or MCC By-laws.
- 8.5. **Composition** - There may be nine (9) Council members, including the Coordinator and Pastor, and may include members and non members (friends) of MCC Sydney.
- a The Church Life Council must include a majority of persons who are Members in good standing of MCC Sydney; all members of the CLC shall

have attended MCC Sydney worship services for a period of not less than twelve (12) months prior to appointment.

- b The CLC Coordinator is empowered to receive nominations from the membership and from friends of the church to fill vacancies on the CLC and make recommendations to the BoD.
- c All appointments to the CLC, with the exception of the Co-ordinator, must be approved by the BoD.
- d All appointments shall be for two (2) years from the date of appointment. Members of the Church Life Council may not serve more than three (3) terms consecutively (except for the Pastor). A member can exceed three terms if approved by a duly called congregational meeting with a two thirds majority vote and only for one further term.
- e It is desirable that the membership of the Church Life Council be representative of the diversity of the worshipping community of the Church.
- f The Pastor shall automatically be a member of the CLC.
- g In the absence of a Pastor the BoD may appoint a BoD member to fill the CLC position until a Pastor is elected or appointed.
- h The Pastor may also serve as coordinator of the CLC if so elected by the congregation.

8.6. **Election of CLC Coordinator** - The Coordinator of the Church Life Council must have been a Member in good standing of MCC Sydney for at least twelve (12) months prior to election and have experience in leadership. A membership transferred in good standing from another MCC Congregation shall fulfil this twelve (12) month membership requirement.

- a The Coordinator of the CLC shall be elected at the Annual General Meeting (AGM), for a period of two (2) years with election taking place in each odd numbered year.
- b Members wishing to nominate for the position of CLC Coordinator must be nominated and seconded by Members in good standing. Nominations for CLC Coordinator shall be open for three (3) months prior to the AGM and must be submitted to the Secretary of the BoD by the close of nominations 30 days prior to the AGM.
- c **Vacancy** - In the event that the position of Co-ordinator becomes vacant, the Board may appoint a qualified member to fill the vacancy until the next Congregational Meeting, when an election shall be held to fill the unexpired term. For such appointed vacancies, the requirement of one year's membership is reduced to six months.

8.7. **Meetings** - The Church Life Council shall meet at least every two months.

- a All meetings shall be open to the Congregation to attend without vote.
- b Minutes shall be kept and a copy of the minutes shall be forwarded to the Secretary of the BoD a minimum of seven (7) days prior to the next BoD meeting. Minutes shall include a record of those present and decisions made. A copy of the minutes shall become part of the permanent church records.
- c All meetings require a quorum of 50% + 1 Council members.
- d Decisions of the CLC are to be made by consensus, or a majority when a vote is required.

Article 9. Pastor

- 9.1. **Role** - The Pastor is a MCC clergy person with a license to practice who has been called by God and elected by the church to be responsible for the duties of teacher, preacher, and spiritual leader until such time that the relationship is terminated. The Pastor shall be approved by MCC and shall also fulfil such other roles and responsibilities as are stated in the MCC By-laws, the Constitution of MCC Sydney and any policies of the church.
- 9.2. **Responsibilities** - The Pastor shall have authority for ordering all worship services of the church; determining when other worship services will be held, subject to approval of the BoD; appointing compensated and uncompensated church staff, subject to the approval of the BoD; and determining compensation, vacation periods, and titles of office of the church staff, subject to approval of the BoD. The Pastor shall serve as the Chairperson of the BoD, personnel director, and as the primary spokesperson of the church to the community. The Pastor may delegate any duties outlined in these responsibilities, other than the position as Chairperson of the BoD.
- 9.3. **Pastoral Covenant** - The BoD and Pastor shall develop a covenant, or contract of employment, between the Pastor and the church. The covenant shall include a job description and address such matters as compensation that is consistent with equitable local standards, benefits, allowances, and leave. All provisions of the covenant shall be subordinate to MCC By-laws.
- 9.4. **Conference Expenses** - The Congregation shall fund the Pastor's transportation, registration, and per diem at Network Gatherings and General Conferences.
- 9.5. **Termination of Relationship** - The Pastor and Congregation may at any time terminate their relationship through mutual agreement. Failure to renew the Pastor's contract shall not constitute removal of the Pastor from office. A petition for removal of the Pastor based on irreconcilable differences shall proceed by the process of conflict resolution, as referred to in Article 10 of this Constitution.

- a The church shall follow the process as outlined in the MCC By-laws for removing the Pastor from office for disloyalty, unbecoming conduct, dereliction of duty, when irreconcilable differences arise that cannot be resolved through mutual agreement or a breach of the contract of employment that would be serious misconduct warranting dismissal.
 - b Any petition to initiate the process of removing the Pastor from office must be submitted to the Secretary of the BoD and be signed by at least twenty-five percent (25%) of the Members in good standing.
 - c The BoD may initiate the process of removing the Pastor from office by a vote of seventy five percent (75%) of the full BoD.
 - d The Secretary shall send a copy of the completed petition or decision of the BoD to MCC within three (3) days.
 - e The Pastor shall remain fully compensated until the Congregational Meeting decides that the Pastor be removed from office.
 - f The removal of the Pastor by the Congregation would simultaneously terminate the positions held as Chairperson of the BoD and member of the Church Life Council.
- 9.6. **Pastoral Vacancy** - In the event of a vacancy in the position of Pastor, a Pastoral Search Committee (PSC) shall be responsible for presenting a qualified candidate for election at a Congregational Meeting. The Pastoral Search Committee shall develop and implement the pastoral search process, in consultation with MCC.
- 9.7. The PSC shall consist of four (4) Members in good standing elected at a Congregational Meeting and two (2) Board members.
- 9.8. **Election of Pastor** - A Special Congregational Meeting will be called for the specific purpose of electing a Pastor and no other business will be conducted at that meeting. The candidate will need a seventy five percent (75%) majority vote of those Members in good standing in attendance to be elected.
- 9.9. **Interim Pastoral Leader** - In the event that a MCC clergy person is not available to serve as Pastor, the BoD may request MCC to appoint an Interim Pastoral Leader, who shall be subject to a background check. The term of office of the Interim Pastoral Leader shall be one (1) year. If the Interim Pastoral Leader is a member of MCC Sydney, then the Interim Pastoral Leader shall have the same roles, duties and responsibilities of Pastor.
- 9.10. If the Interim Pastoral Leader is not a member of MCC Sydney, then the Interim Pastoral Leader shall have the duties and responsibilities of Pastor, except that the Interim Pastoral Leader shall not serve as a member of the BoD. The Interim Pastoral Leader may attend and address BoD and Congregational meetings but shall have no voting rights.

Article 10. Discipline and Conflict

- 10.1. The church cannot condone disloyalty or unbecoming conduct or any other conduct on the part of any member or friend which in the opinion of the BoD may detract from the Church's reputation or standing.
- 10.2. The BoD, at a monthly or specially convened meeting with a quorum, may remove by a majority vote any member or friend from the list of members or friends or take other appropriate disciplinary action; or may remove a Director, or a member of the Church Life Council excluding the Pastor who must be disciplined in accordance with the MCC By-laws.
- 10.3. A petition submitted to the Secretary and signed by twenty five percent (25%) of the Members in good standing of the Congregation may also initiate removal from the BoD or the CLC.
- 10.4. **Review** - Where there is a conflict, the CLC Conflict Resolution guidelines will be followed in the first instance.
- 10.5. No member, friend, director or member of the CLC shall be disciplined without prior notice of a motion to discipline and a meaningful opportunity to address the issue with the Board. At the time the notice is provided, the moving party shall make a full disclosure of the reasons for the proposed discipline.
 - a The member or friend must be notified in writing and, if the circumstances are sufficiently serious, orally by a member of the BoD or the Pastor.
 - b The member or friend will have fourteen days to respond to the allegations. After hearing evidence or if there is no response, the Board may make a decision to remove the member from the Membership List, and act in accordance with that decision.
 - c A person disciplined under this article has the right to appeal the decision.
- 10.6. A decision by the BoD in relation to membership or discipline, including the removal of a member of the BoD or the CLC, may be appealed by the disciplined or removed members to the next regular Congregational Meeting. The decision of the Congregational Meeting is final.
 - a The request for an appeal shall be submitted to the Secretary of the BoD within thirty (30) days following their decision.
 - b The BoD may consider the appeal and overturn its earlier decision without taking the matter to the Congregational Meeting.
 - c Should the BoD affirm its earlier decision and the affected person wishes the review to continue, the request shall be included as an agenda item for the next Congregational Meeting.

- d Until the Congregational Meeting votes to consider the appeal, the BoD may appoint another person to fill any position held by the disciplined member. Pending the outcome of the appeal, the affected person is not eligible to vote at any business meeting of the church.
- 10.7. When there are conflicts or difficulties within the church that cannot be resolved in accordance with this Article, including conflicts between the Pastor and Congregation, the BoD, the Pastor, or a petition signed by a minimum of thirty-three percent (33%) of the Members in good standing may invite intervention by MCC to resolve the conflict, in accordance with MCC By-laws.

Article 11. Lay Delegate/s

- 11.1. In accordance with MCC By-Laws the church shall elect one (1) lay person for every one hundred (100) Members in good standing, or part thereof, to serve as Lay Delegate. The Lay Delegate/s shall be a member/s in good standing of this church. The term of office of any Lay Delegate shall be three (3) years.
- 11.2. **Election** - The Lay Delegate/s shall be elected at the next regular Congregational Meeting following each General Conference. A simple majority of the votes cast shall be required to be elected.
- 11.3. **Duties** - The duties of the Lay Delegate shall be to represent the Congregation at General Conferences, to communicate with the Congregation, Pastor, and BoD regarding MCC concerns and policies.
- 11.4. **Funding** - To the best of its ability, the Congregation shall fund the Lay Delegate's transportation, registration, and "pay a per diem rate" at Network Gatherings and/or General Conferences.
- 11.5. **Alternate Lay Delegate** - If there are two or more lay delegates the congregation shall elect one of those lay delegates as a board member. The church may elect two (2) Alternate Lay Delegates. The election, term of office, and funding shall be the same as for Lay Delegates.
- a When a Lay Delegate is unable or unwilling to perform the duties of Lay Delegate; the Lay Delegate shall immediately inform the Secretary of the BoD. The BoD shall select which of the Alternate Lay Delegates shall serve in the absence of the Lay Delegate. If the Alternate Lay Delegate is unable to serve, the BoD shall appoint another person to serve in the absence of the Lay Delegate
 - b Duties – The duties of the Alternate Lay Delegate shall be to stay informed of MCC concerns and policies and to be prepared to assume the duties of any Lay Delegate who is unable or unwilling to perform the duties of Lay Delegate, including but not limited to representing the Congregation at General and Regional Conferences.

Article 12. Church Finances

- 12.1. All income and property of the Church shall be applied solely to the objects of the Church, and no amount shall be paid by way of dividend to the members of the Church. This does not prevent the payment of the church of remuneration in good faith to a member of the Church for services rendered or goods supplied as authorised by the BoD within the financial provisions of this constitution.

Authorised Signatures - Any church bank or other financial accounts shall require two signatures for withdrawals, one of which shall be that of a church officer. All members of the BoD and designated staff members may have signature authority, as determined by the BoD.

- 12.2. **Limit on Expenditures** - The Pastor shall have the authority to commit church funds within the approved budget in any amount not to exceed five percent (5%) of the annual budget; any expenditure that is greater than that amount requires the approval of the BoD.
- 12.3. The BoD shall have the authority to commit church funds within the approved budget in any amount not to exceed ten percent (10%) of the annual budget; any expenditure greater than that amount requires Congregational approval.
- 12.4. **Fiscal Year** - For the purpose of reporting to MCC, the fiscal year of the church shall be from July 1st to June 30th. The annual budget of the church shall cover the period from July 1st through June 30th.
- 12.5. **Church Budget** - The BoD shall be responsible for presenting to the Bi Annual Meeting for approval an annual operating budget that reflects anticipated receipts and disbursements. The approved budget may be amended, as needed, by a two-thirds (66.6%) vote of the BoD which shall immediately notify the members of the Church that such amendment, has been made. Any amendment to the budget beyond 10% will require a vote of the congregation.
- 12.6. The BoD shall oversee all matters of fund raising within the Church.
- 12.7. The BoD shall report all church receipts each month to the MCC, and with that report shall remit a percentage of the funds reported. The percentage of funds to be remitted shall be determined by General Conference.

Article 13. Power to Make By-laws

- 13.1. The church may adopt such by-laws as are considered necessary for the proper administration of the church, by a resolution passed at a congregational meeting.
- 13.2. By-laws may be amended or repealed at any duly convened Congregational Meeting.

- 13.3. Proposed amendments or repeals to the by-laws shall be submitted in writing to the BoD no later than thirty (30) days prior to the Congregational Meeting at which the proposal is to be considered.
- 13.4. A notice must be sent to all members at least 21 days before the meeting advising that a congregational meeting is to be held to consider the resolution and providing details of the resolution.
- 13.5. Such a resolution must be passed in the following manner:
 - a A quorum must be present at the meeting; and
 - b At least two thirds of those present and eligible to vote must vote in favour of the special resolution
- 13.6. The amended by-laws shall become effective immediately upon adoption by the Congregational Meeting and approval by MCC.
- 13.7. A special resolution shall be of no effect until approved by MCC.
- 13.8. Amendments that are necessitated by amendments made to the MCC By-laws shall not require approval by the Congregation.

Article 14. Winding up Provision

- 14.1. The liability of the members is limited.
- 14.2. In the event of the Church being wound up and there being insufficient assets to meet the liabilities of the Church, every member of the Church undertakes to be limited by guarantee to the amount of \$50.
- 14.3. In the event that the Church is wound up and there is a surplus of property after all debts and liabilities have been met, the remaining property shall be given or transferred to MCC provided that its Constitution prevents the distribution of property among its members.

Appendix MCC Sydney Constitution: Glossary of Terms

Appeal	To apply to an organisation for a reversal of a decision
Affiliation	Officially attached or connected to an organisation
Assessment	Set value. To evaluate.
BoD	Board of Directors of MCC Sydney Ltd
Conflict of Interest	A material personal interest in a matter that relates to the affairs of the Church
Church	Metropolitan Community Church of Sydney Limited, (ACN 002 553 184) (M.C.C Sydney)
CLC	Church Life Council
Congregational	A group of people assembled for religious worship, group of people obeying a common religious rule.
Covenant	Solemn agreement, contract.
Elder	An Elder of MCC
Fiscal year	Financial year 1 st July to June30th
Indemnity	Security or protection against a loss or other financial burden.
Lay Delegate/s	Not ordained. Representative for the laity of the Church
Limitation of Liability	Condition of being legally responsible for the debt, up to the extent each member's share or contribution.
Media	Any form of mass communication
Member in good standing	Member who has accepted and complied with the Churches requirements.
MCC	Universal Fellowship of Metropolitan Community Churches
MCC By-laws	The By-laws of the Universal Fellowship of Metropolitan Community Churches
MCC Sydney	Metropolitan Community Church of Sydney Limited, (ACN 002 553 184)
MCC Sydney By-laws	By-laws of MCC Sydney developed in accordance with Article 13 of this Constitution
Nomination	Put forward as a candidate for election
Officers	Person holding a position of authority, holder of a post
Pastor	Minister of a Christian congregation.
Quorum	The minimum number of members of an assembly that must be present.
Review	A formal assessment- critical appraisal by an authority.
Term of office	Duration of position
Termination	Bring to an end. End of employment
Vacancy/ies	A position or job that is not filled.