

Explanatory notes for the

MODEL CONSTITUTION FOR PARISHES

The Church through its Standing Committee on Constitutions offers these explanatory notes to parishes of the church to support them as they revise their existing constitution. This document should be used in conjunction with a Word copy of the model. **DO NOT ATTEMPT TO COPY FROM THIS DOCUMENT.** To do so will cause too many formatting issues.

It is recommended that the model be followed as closely as possible while having the flexibility to adapt it to suit local contexts. Following the model closely will help congregations to formulate an appropriate framework for establishing good order and practice in the local context while at the same time providing consistency across the Church.

Before you start, select the model that suits the situation

- Is the parish incorporated?
- Is it a single point parish?

The relevant Act of State or Territory in which the Congregation is located may determine whether you need to be incorporated or not.

Without incorporation, a parish has no separate legal existence. Incorporation protects members and committee members from most personal liability but leaves them with the responsibility to act honestly and prudently.

Incorporation is a voluntary, simple and inexpensive means of establishing a legal entity, separate from the individual members. In other words, the association is considered by law to have a distinct identity that continues despite changes to its membership. Incorporated Associations are not profit organizations. Any profits made need to be retained by the association and not distributed to members for personal gain.

For more information see:

<https://www.qld.gov.au/law/laws-regulated-industries-and-accountability/queensland-laws-and-regulations/associations-charities-and-non-for-profits>

Your attention is directed to the relevant State or Territory legislation in which the congregation is based.

1. This model constitution complies with the rules for an Incorporated Association in Queensland:

a. Queensland Associations Incorporation Act 1981.

http://www.austlii.edu.au/au/legis/qld/consol_act/aia1981307/

If the parish is a member of the Lutheran Church of Australia Incorporated or if the intent is to establish a new parish of the Church, a constitution shows that it is in keeping with everything that the Church is and confesses.

It is important to have as much in common in the constitutions of the parishes throughout the Church for the sake of the unity of the Church, for simplicity and to minimize the risk of changes causing unintended consequences.

- The Constitution is a **legal document** required by law and is the unifying framework by which the members of the parish **agree to operate**.
- The constitution provides clarity and focus when divergent views arise.
- If unnecessary and additional things are included, it will restrict the **flexibility** in the way the parish may wish to operate in the future even if it seems appropriate now.
- If things are left out, the parish may not have a sound workable constitution and it may subject it to **unnecessary risks**.

This model is the approved Model Constitution for Parishes and is the template for parishes of the Church in the preparation or updating of their Constitutions.

The General Church Council and the Standing Committee on Constitutions advise that the following two Articles **cannot** be altered

ARTICLE 2.	CONFESSION
ARTICLE 13.	ALTERATIONS TO THE CONSTITUTION

It is desirable, for the sake of uniformity, that the Articles in the following list be adopted unaltered by the parishes except where indicated with suggested options. In such optional cases, the parish should determine what fits its situation the best:

ARTICLE 1.	NAME AND INTERPRETATION
ARTICLE 3.	RELATIONSHIP TO THE CHURCH
ARTICLE 4.	OBJECTS
ARTICLE 5.	MEMBERSHIP
ARTICLE 6.	THE MINISTRY
ARTICLE 7.	AUTHORITY AND POWERS
ARTICLE 8.	MEETINGS
ARTICLE 10.	CHURCH DISCIPLINE
ARTICLE 11.	DISSOLUTION
ARTICLE 12.	BY-LAWS

The following Article does not need to be changed unless it is necessary to suit the requirements of the local situation.

ARTICLE 9.	OFFICERS AND ADMINISTRATION
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CONSTITUTION

{Name of Parish}

A parish of the Lutheran Church of Australia Incorporated

Accepted by the Parish on:

Printed: Signed:
Chairperson

Printed: Signed:
Secretary

Accepted by the **Lutheran Church of Australia Queensland District**,

on:

Printed: Signed:
Bishop

Printed: Signed:
District Administrator

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¹ This contents section is manually paginated and is not accurate in its number detail. It will need to adjusted when the final copy is done. The constitution has not been prepared with automatic numbering because, while it may seem an easy method when it comes to adding and removing sections, experience has shown that all too often, automatic numbering reverts to default settings for such things as tabs particularly and the result then is a document where levels of paragraphs do not line up in a neat manner. Right justification has also been avoided as it actually makes it harder to read a document.

CONSTITUTION ²

ARTICLE 1. NAME AND INTERPRETATION ³

- 1.1 The name of this Parish is ⁴ LUTHERAN PARISH,
..... ⁵, INCORPORATED. ⁶
- 1.2 In this Constitution and any By-laws made thereunder, unless the context or subject matter otherwise requires:
- 1.2.1 **'Act'** means the Associations Incorporation Act, 1981 ⁷ as amended from time to time and includes any replacement of that Act or any provisions substituted for, and all regulations and statutory instruments issued under, that Act;
- 1.2.2 **'auditor'** means a person having appropriate qualifications to examine and verify financial accounts and records;
- 1.2.3 **'Church'** means the Lutheran Church of Australia Incorporated;
- 1.2.4 **'congregation'** means any congregation of the Church which is not specifically named;
- 1.2.5 **'District'** means the Lutheran Church of Australia, South Australian and Northern Territory District Incorporated;

² This whole line needs to be removed when a constitution is prepared for a particular parish. A separate title page and a table of contents could be included at the beginning prior to this page. If reference is made to the Church or the District in the title page, please ensure that this reference is distinct in order to ensure that it is not seen as a part of the name of the parish.

A **Parish** is several congregations agreeing to work together. Technically an individual Congregation is referred to as a single point parish but this model is for several congregations whose purpose is to form a parish to make best use of the resources available both human and material. Two or more congregations can form a parish if the congregations:

- need a pastor but cannot support or require a pastor full time
- are within a reasonable geographical area
- need the support of other local congregations to allow sustainable ministries such as Study groups, Youth, Women's and Mens groups, etc.

Typically, divine services would still continue in each of the congregations at a frequency that is organized and managed as a parish decision.

It is expected that there will be more interaction between members of the various congregations and joint activities will be common so as to not put unrealistic expectations on the pastor and leadership.

Individual congregations should expect to have the services of the pastor and his time relative to the number of members in the congregation compared to the total number of members in all the congregations in the parish.

Each congregation will still have its own constitution and elect its own officials and manage its own finances and properties. The Parish constitution shall not be inconsistent with the individual congregation constitutions. Refer to the notes for a Model congregations for more information.

- ³ Good clear **'Interpretations'** ensure the terms used in the constitution are clearly understood and minimise wordy repetition.
- ⁴ Insert the name of your **Parish**. **Remember:** This is the official **legal** name of the Parish and needs to be **EXACTLY** the name, including apostrophes and full stops, used in the original incorporation.
- ⁵ Insert the **town, suburb or area**.
- ⁶ *If the parish is not incorporated - Delete **'Incorporated'***
- ⁷ Delete this interpretation sub-clause if the parish is not incorporated and renumber the remaining subclauses.

- 1.2.6 **‘Evangelical Lutheran Church’** is a generic reference to churches throughout the world which proclaim the Gospel of Jesus Christ as understood and confessed in the Book of Concord of 1580; ⁸
- 1.2.7 **‘financial year’** means the year ending 31 December; ⁹
- 1.2.8 **‘member’** means a member of any congregation that is a member of the Parish;
- 1.2.9 **‘member-congregation’** means any congregation that is a member of the Parish;
- 1.2.10 **‘parish’** means any parish of the Church which is not specifically named;
- 1.2.11 **‘Parish’** means Lutheran Parish ... (Incorporated); ¹⁰
- 1.2.12 **‘Parish Council’** means the elected committee of the Parish to administer the affairs of the Parish;
- 1.2.13 **‘pastor’** means any individual who is on the roll of pastors of the Church as defined in Article 5 of the Constitution of the Church;
- 1.2.14 **‘Pastor’** means the Pastor of the Parish;
- 1.2.15 **‘special resolution’** means a resolution that is passed, after due notice has been given to all voting members and processed in accordance with the requirements of a special resolution, and which has been declared as having been passed as a special resolution;
- 1.2.16 **‘voting member’** means a member who is eligible to vote in any member-congregation of the Parish;
- 1.2.17 words importing the singular number shall be deemed to include the plural number and vice versa where appropriate; and
- 1.2.18 words importing the masculine gender shall be deemed to include the feminine gender where appropriate;

ARTICLE 2. CONFESSION ¹¹

- 2.1 The Parish, consisting of congregations which are members of the Church, declares that it
 - 2.1.1 accepts without reservation the Holy Scriptures of the Old and New Testaments, as a whole and in all their parts, as the divinely inspired, written and inerrant Word of God, and as the only infallible source and norm for all matters of faith, doctrine and life; and
 - 2.1.2 acknowledges and accepts as true expositions of the Word of God and as its own confession all the Symbolical Books of the Evangelical Lutheran Church contained in the Book of Concord of 1580, namely, the three Ecumenical Creeds: the Apostles' Creed, the Nicene Creed, and the Athanasian Creed; the Unaltered Augsburg Confession; the Apology of the Augsburg Confession; the Smalcald Articles; the Small Catechism of Luther; the Large Catechism of Luther; and the Formula of Concord.
- 2.2 The Parish requires that all instruction and practice shall conform to the doctrinal basis laid down in the preceding clause 2.1 of this Constitution.

⁸ This reference to the Lutheran Church is a broad reference which is not to be confused with the name of any specific individual Lutheran Church body.

⁹ It is best to use this financial year to link in with the Church financial year and reporting requirements. Ultimately, however, there is choice in this matter.

¹⁰ Insert the name of the **Parish**.

¹¹ As a parish of the Church the **Confessions** article must be included unchanged.

ARTICLE 3. RELATIONSHIP TO THE CHURCH ¹²

- 3.1 The Parish, consisting of congregations which are members of the Church and of the District,
- 3.1.1 accepts the Constitution and By-laws of the Church and of the District;
 - 3.1.2 undertakes to participate in the work of the Church and of the District and to promote their Objects;
 - 3.1.3 agrees that where it cannot reach an amicable settlement on a question of ownership or control of any of its property, it shall in keeping with 1 Corinthians 6 make every effort to avoid action in the civil courts by first seriously seeking to settle any differences through the mediation and adjudication of the judicial system of the Church; and
 - 3.1.4 agrees to submit to the Bishop of the District any amendment, alteration, addition, or repeal which it may make from time to time to its Constitution and By-laws for determination by the Church Council of the District that the amended Constitution and By-laws remain in conformity with clause 4.1 of the Constitution of the Church.

ARTICLE 4. OBJECTS ¹³

- 4.1 The Parish, consisting of congregations which are members of the Church, has as its objects to
- 4.1.1 assist its member-congregations in promoting their objects and to this end to
 - 4.1.1.1 call a pastor or pastors or church workers for the benefit of the Parish and the Church, and to determine the terms under which they shall serve with the Parish;
 - 4.1.1.2 hold, purchase or take on lease real and personal property, and to sell, exchange, mortgage, borrow, lease or build, and otherwise deal with all property as may from time to time be determined upon by the members of the Parish in accordance with the rules of the Parish;
 - 4.1.1.3 appoint such office-bearers and representatives as the Parish may desire from time to time; and
 - 4.1.2 promote the objects of the Church within its sphere.
- 4.2 Not-for-Profit
- 4.2.1 The property and income of the Parish shall be applied solely towards the promotion of the objects or purposes of the Church and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the member-congregations of the Parish, except in good faith in the promotion of those objects or purposes.
 - 4.2.2 A payment may be made to a member out of the funds of the Parish only if it is authorised under the following clause 4.2.3.
 - 4.2.3 A payment to a member out of the funds of the Parish is authorised if it is
 - 4.2.3.1 the payment in good faith to the member as reasonable remuneration for any services provided to the Parish, or for goods supplied to the Parish, in the ordinary course of business; or

¹² As a parish of the Church the **Relationships** article must be included unchanged.

¹³ The **Objects** as written form the core purpose of parishes of the Church.

- 4.2.3.2 the payment of interest, on money borrowed by the Parish from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- 4.2.3.3 the payment of reasonable rent to the member for premises leased by the member to the Parish; or
- 4.2.3.4 the reimbursement of reasonable expenses properly incurred by the member on behalf of the Parish.

ARTICLE 5. MEMBERSHIP

- 5.1 The Parish shall consist of the following congregations and others admitted according to the procedure in the following clause 5.2 and the voting members of member-congregations shall be the voting members of the Parish:
- 5.1.1 *(Names of congregations inserted here)* ¹⁴
- 5.2 Any other congregation which is a member of both the Church and the District may apply for membership in the Parish and shall require a majority of not less than two-thirds [2/3] of those voting members present at a duly constituted meeting of the Parish provided that at least one [1] calendar month's notice of application for such membership shall have been given to all member-congregations of the Parish.
- 5.3 In the event of a projected withdrawal of a member-congregation from the Parish, a peaceful dismissal may be given only after the following steps have been taken:
- 5.3.1 The advice and guidance of the District Bishop and/or District Church Council shall be sought.
 - 5.3.2 The position of the Pastor shall be clarified and resolved.
 - 5.3.3 All mutual obligations and any claim of the withdrawing member-congregation in respect of any property of whatsoever nature shall be given due consideration, and agreement on such obligations and/or claim shall be sought according to the principles of Christian love, and as determined at a duly constituted meeting of the Parish. If no satisfactory agreement is reached, the matter shall be referred for final decision according to the judicial system of the Church.
- Unless otherwise determined the withdrawal shall take effect three [3] months after the peaceful dismissal has been granted.
- 5.4 If the Parish, or a member-congregation of the Parish, proposes to withdraw from membership in the Church, the procedure set out in the By-laws of the Church shall be followed.
- 5.5 A voting member shall be deemed to have commenced voting membership upon becoming a voting member of a member-congregation of the Parish and there shall not be any further requirements such as entrance fees, membership or subscription fees of any kind.
- 5.6 The Parish shall maintain a register of members and retain such records for preservation as the property of the Parish and the Church and make the register available for inspection by members upon request.
- 5.7 Responsibilities and Rights of Voting Members

¹⁴ Insert the legal **Names of the member-congregations**. The name must be spelt correctly, including any commas.

- 5.7.1 Voting members of member-congregations have responsibilities as required by the Act.¹⁵
- 5.7.2 Membership of the Parish does not confer on a voting member any right, title or interest in any real or personal property of the Parish.

ARTICLE 6. THE MINISTRY¹⁶

- 6.1 The Parish recognises and upholds the Office of the Ministry as the office divinely instituted for the public administration of the Means of Grace.
- 6.2 The Pastor of the Parish shall be a man whose soundness in faith, aptness to teach, and other qualifications for office have been examined and approved by the Church in accordance with the Scriptures and Confessions of the Church regarding the public office of the ministry.
- 6.3 Unless otherwise stated, the duties of the Pastor shall be as contained in the Letter of Call and shall include the duty to
 - 6.3.1 preach the Word of God and administer the Holy Sacraments according to the Confession of the Parish as prescribed in Article 2 of this Constitution;
 - 6.3.2 comfort, instruct, reprove, admonish, and warn, both publicly and privately, the members of the Parish as the Word of God directs in 2 Timothy 4:1-5;
 - 6.3.3 exercise pastoral oversight over all organisations and activities of the Parish;
 - 6.3.4 live an exemplary life;
 - 6.3.5 visit the sick, the infirm, the destitute, and the afflicted, and to exercise pastoral care among the members of the Parish;
 - 6.3.6 diligently instruct and train the young;
 - 6.3.7 equip and help the members to fulfil their Christian ministry for the edifying of the body of Christ and for outreach into the community;
 - 6.3.8 be mindful of the calling as a winner of souls, both within and without the Parish;
 - 6.3.9 be responsible for ensuring the keeping and preservation of accurate congregational records;
 - 6.3.10 exercise as much as possible the right to attend the meetings of all committees and organisations of the Parish; and
 - 6.3.11 submit a written pastoral report to the annual meeting of the Parish.
- 6.4 The right of the Parish to call a pastor shall be exercised
 - 6.4.1 in consultation with the Bishop of the District or the Bishop's deputy, and with regard to the regulations of the Church and of the District; and
 - 6.4.2 only at a meeting duly convened for this purpose and conducted according to the rules of the Church concerning calls and transfers.
- 6.5 All calls shall be in writing, signed by at least two representatives from each member-congregation, duly appointed by that member-congregation, and attested by the Bishop of the District. Notification of the call and the forwarding of the Letter of Call are the responsibility of the Bishop of the District.

¹⁵ Delete this clause if the parish is not incorporated. The remaining clause 5.7.2 then simply becomes 5.7.

¹⁶ This article describes the ministry of the Parish and member-congregations in broad terms consistent with the ministry of the Church. Where further specifics are required, these can be detailed in a separate mission statement.

- 6.6 The Pastor shall have the pastoral oversight of all activities of any committee or organisation within the Parish.

ARTICLE 7. AUTHORITY AND POWERS ¹⁷

- 7.1 The Parish as a body shall have power, as conferred by Section 25 of the Act, to administer and manage all its affairs by a majority of those voting members casting a vote unless otherwise specified by the Constitution.
- 7.1.1 These powers shall include without limitation the power to
- 7.1.1.1 acquire, hold, deal with and dispose of any real or personal property;
 - 7.1.1.2 administer any property on trust;
 - 7.1.1.3 open and operate bank accounts;
 - 7.1.1.4 invest its monies
 - 7.1.1.4.1 in a manner in which trust monies may, by Act of Parliament, be invested; or
 - 7.1.1.4.2 in any other manner approved by the Parish;
 - 7.1.1.5 borrow money upon such terms and conditions as the Parish shall think fit;
 - 7.1.1.6 give such security for the discharge of liabilities incurred by the Parish as the Parish shall think fit;
 - 7.1.1.7 appoint agents to transact any business of the Parish on its behalf; and
 - 7.1.1.8 enter into any other contract, arrangement or understanding it considers necessary or desirable.
- 7.1.2 The Parish, however, shall not be empowered to decide anything contrary to the Word of God and the Confession of the Parish in the preceding Article 2 of this Constitution, and any such decision shall be null and void.
- 7.2 The Parish shall have the right to appoint teachers and other helpers and employ staff. It shall exercise this right, where applicable, in association with other congregations, in accordance with the regulations of the Church and of the District.
- 7.3 Officers or committees, whether elected or appointed by the Parish, shall have no authority beyond that which has been conferred upon them, and whatever power may have been delegated to them may at any time be varied or revoked by the Parish.
- 7.4 Any pastor, teacher or officer may be removed from office by the Parish in Christian and lawful order in accordance with the Constitution of the Church, for any one [1] of the following causes:
- 7.4.1 persistent adherence to false doctrine; or
 - 7.4.2 scandalous life; or
 - 7.4.3 wilful and persistent neglect of official duties.
- In any such procedure voting shall be by ballot.
- 7.5 A staff member employed under the conditions of a particular employment arrangement may only be dismissed in accordance with the terms and conditions of that arrangement.

¹⁷ All Parishes of the Church have the same basic authorities and powers. Adding more specific detail or deleting items should not be necessary.

- 7.6 The establishment and conduct of all institutions and societies within the Parish shall at all times be subject to the approval and supervision of the Parish.
- 7.7 Nothing herein contained shall affect the present ownership by individual member-congregations of any property.
- 7.8 The Parish shall endeavour to assist any member-congregation to carry out any program approved by the Parish or by the Church. It shall not have any power over any purely internal administration, conduct of worship or local ministry program of its member-congregations.

ARTICLE 8. MEETINGS ¹⁸

- 8.1 Annual General Meeting
- 8.1.1 The Annual General Meeting of the Parish shall be held within five [5] months ¹⁹ after the end of the financial year.
- 8.1.2 The business to be conducted at the meeting shall include
- 8.1.2.1 the presentation and receipt of the Chairperson's report;
- 8.1.2.2 the presentation and receipt of the Pastor's report;
- 8.1.2.3 the presentation and receipt of reports of any committees, auxiliaries, institutions and other organisations of the Parish;
- 8.1.2.4 the presentation and adoption of the audited financial statements of the Parish for the previous financial year;
- 8.1.2.5 the presentation and adoption of the budget for the current year, if this has not already been done at an earlier meeting;
- 8.1.2.6 the election of the officers and committees of the Parish for the next term; and
- 8.1.2.7 any other matters listed on the Agenda.
- 8.2 Budget and Nominations General Meeting ²⁰
- 8.2.1 The Budget and Nominations General Meeting of the Parish may be held prior to the end of the financial year.
- 8.2.2 The business to be conducted at the meeting may include
- 8.2.2.1 the nomination of the officers and committees of the Parish for election at the next Annual General Meeting;
- 8.2.2.2 the presentation and adoption of the budget for the next financial year; and
- 8.2.2.3 any other matters listed on the Agenda.

¹⁸ Good meeting procedure is important for doing things "in good order", that is, to enable good governance and management. It may seem tedious at times but it will often be able to avoid conflict and disputes if the rules for running the business are known.

An 'Annual General Meeting' is required by the laws governing incorporated bodies.

For more helpful information on meeting procedure refer to the 'Meeting Guidelines for Synod' in the Synod Book of Reports and the book 'Joske's Law & Procedures at Meetings in Australia 11e'.

¹⁹ The legal requirement is "within 5 months". The time period may be shortened, but it cannot be extended.

²⁰ A **Budget / Election** meeting should ideally be held prior to the start of the financial year so that the parish has an approved budget and office bearers in place. This allows the offices bearers and employees to have the authority to run the business on behalf of the parish. In WA, elections must take place at the AGM, but a meeting such as this could determine nominations. Even if it is contemplated that such a meeting would not be scheduled, the clause could be left in as it is written in an optional way.

8.3 General Meetings

- 8.3.1 The Parish may conduct other general meetings as determined by the Parish from time to time.

8.4 Special Meetings

- 8.4.1 Special meetings may be called by
- 8.4.1.1 the Pastor; or
 - 8.4.1.2 the Parish Council; or
 - 8.4.1.3 a member-congregation upon a resolution passed at a duly convened meeting of that member-congregation.
- 8.4.2 A special meeting shall be called by the Chairperson upon the written request of any ten [10] voting members.
- 8.4.3 Details of the reason for the request for a Special Meeting must be made available in writing to the Chairperson of the Parish.

8.5 Notice of Meetings

- 8.5.1 Subject to any other provisions in this Constitution, notice of a meeting of the Parish shall be given at any duly convened meeting of the Parish, or by spoken, printed or electronic announcement to the member-congregations at two [2] divine services preceding the meeting, the first announcement being at least one [1] week before the date of the meeting.
- 8.5.2 The chief business to come before the meeting shall be announced at the same time that notice of such meeting is given.
- 8.5.3 The scheduling of a special meeting shall not exceed one [1] calendar month from the date on which the initial request was received by the Chairperson.
- 8.5.4 If a special resolution is to be considered at a general meeting
- 8.5.4.1 at least twenty one [21] days' written notice of the meeting must be given to each member-congregation; and
 - 8.5.4.2 the meeting notice must
 - 8.5.4.2.1 set out the wording of the proposed resolution; and
 - 8.5.4.2.2 state that the resolution is intended to be proposed as a special resolution.

8.6 Quorums ²¹

In addition to any other specific provisions concerning a quorum laid down in the Constitution, the following provisions shall apply:

- 8.6.1 A quorum of one-seventh [1/7] of all voting members shall be required for the transaction of ordinary business.
- 8.6.2 A quorum of one-quarter [1/4] of all voting members shall be required for the
- 8.6.2.1 calling of a pastor;
 - 8.6.2.2 calling or appointing a teacher or other salaried church worker;
 - 8.6.2.3 removal from office of a pastor, salaried church worker or officer;
 - 8.6.2.4 buying or selling of property; or
 - 8.6.2.5 undertaking of an unbudgeted financial commitment by the Parish in excess of five percent [5%] of the annual budget. ²²

²¹ **Quorums** need to be high enough to safeguard the organization but not too high to restrict getting business done. It needs to be expressed as a specific portion ($\frac{1}{4}$, $\frac{1}{7}$, $\frac{2}{3}$ etc) rather than a specified number of the voting members so that when the size of the parish changes it does not require changes to the constitution or by-laws.

²² **Major unbudgeted financial commitments** The figure of 5% of the annual budget is suggested as appropriate. The Parish should consider if this figure suits its situation.

8.6.3 In the event of there not being a quorum within thirty [30] minutes of the appointed starting time of a meeting of the Parish, the meeting shall lapse and be rescheduled to occur within one [1] calendar month at a day, time and a venue decided upon by the voting members present.

8.6.4 If within thirty [30] minutes of the time appointed for the rescheduled meeting a quorum is not present, the members who are present may proceed only with the business on the Agenda of that general meeting as if a quorum was present.

8.7 Voting at Meetings

8.7.1 The Chairperson may determine when a vote is to be taken.

8.7.1.1 During a debate the Chairperson may seek an indication of readiness to vote. If there is an indication of a significant or high number of possible abstentions from voting by reason of indecision or by absence from the meeting, the Chairperson may decide to continue the discussion or defer the motion.

8.7.1.2 Unless otherwise stipulated a majority of those voting members casting a vote shall decide the motion and, in the event of an equality of votes, the Chairperson shall in addition to a deliberative vote have a casting vote, or refer the motion for further discussion.

8.7.2 Unless otherwise stipulated, the Chairperson shall ordinarily decide the manner of voting, whether by show of hands or by ballot, but the meeting may itself decide by a resolution the manner of voting to be adopted.

8.7.3 It shall be the duty of every member entitled to vote to attend the meetings of the Parish unless unable to do so.

8.7.4 There shall be no voting by proxy at any meeting of the Parish.

8.7.5 All resolutions carried at a duly convened meeting of the Parish shall be binding upon all members of the Parish, whether present or absent, or refraining from voting, provided always that the required quorum was present.

8.7.6 The conduct of the meetings shall, where applicable, be in accordance with the rules for transacting business adopted by the Church.

8.8 Agenda

8.8.1 Items may be placed on the Agenda of any meeting of the Parish by

8.8.1.1 any member-congregation of the Parish;

8.8.1.2 any committee appointed by the Parish;

8.8.1.3 any organisation of the Parish; and

8.8.1.4 the Pastor(s).

8.9 Minutes of Meetings

8.9.1 The Chairperson shall ensure that minutes of all resolutions and proceedings of any general meeting of the Parish are kept and signed as a true and correct record of the meeting.

8.9.2 All minute books, records, and correspondence of the Parish, its officers and committees shall remain the property of the Parish.

ARTICLE 9. OFFICERS AND ADMINISTRATION

9.1 Officers of the Parish

9.1.1 The Parish shall elect from its voting membership at each annual general meeting

9.1.1.1 the Chairperson;

9.1.1.2 the Vice-Chairperson;

- 9.1.1.3 the Secretary;
 - 9.1.1.4 the Treasurer; and
 - 9.1.1.5 such other officers and standing committees as it may from time to time determine.
 - 9.1.2 The Parish shall elect Synod Delegates according to the Constitution of the Church who shall serve at the convention of the Synod of the Church and for the period of the synodical term.
 - 9.1.3 The term of office of an officer, Parish Council member or member of a committee of the Parish begins at the conclusion of the annual general meeting at which the member is elected, or when appointed to fill a casual vacancy under the following clause 9.4.1.6, and continues until the position is declared vacant at the next annual general meeting, or until the person resigns, dies, or is removed from the position in accordance with this Constitution.
- 9.2 Duties
- 9.2.1 The Chairperson shall
 - 9.2.1.1 preside at meetings of the Parish Council and the Parish;
 - 9.2.1.2 ensure that all elected and appointed officers and committees effectively carry out their assigned duties and generally encourage and cooperate with all office bearers;
 - 9.2.1.3 ensure that an agenda is prepared for the meetings of the Parish Council and the Parish; and
 - 9.2.1.4 submit a report to the Annual General Meeting of the Parish.
 - 9.2.2 The Vice-Chairperson shall
 - 9.2.2.1 serve as chairperson in the absence or inability of the Chairperson to act, or at the request of the Chairperson; and
 - 9.2.2.2 assume the office of Chairperson, when a vacancy occurs.
 - 9.2.3 The Secretary shall
 - 9.2.3.1 keep an accurate record of all proceedings of the Parish Council and the Parish;
 - 9.2.3.2 attend to all correspondence unless it be delegated to another person;
 - 9.2.3.3 receive all items and motions for the Agenda from the committees, auxiliaries, institutions, other organisations and member-congregations of the Parish at least two [2] weeks before any general meeting of the Parish;
 - 9.2.3.4 prepare an agenda for each meeting of the Parish and the Parish Council and ensure that it is distributed in time for the meeting;
 - 9.2.3.5 ensure that a notice signifying the purpose and date of any special meeting is given to the Parish in accordance with the requirement in the preceding clause 8.5.1; and
 - 9.2.3.6 ensure that officers and committees are informed of any resolutions which affect their functions.
 - 9.2.4 The Treasurer shall ensure that
 - 9.2.4.1 an accurate record of receipts and payments is kept in the form required by the Parish;
 - 9.2.4.2 all accounts authorised by the Parish Council or the Parish are paid promptly;
 - 9.2.4.3 all monies for Church and Parish purposes are remitted regularly;
 - 9.2.4.4 progress reports on the finances of the Parish for meetings of the Parish Council and the Parish are prepared;

- 9.2.4.5 a budget is prepared for the following financial year for presentation to the Parish for adoption; and
- 9.2.4.6 financial records of the Parish are submitted for audit as required by the Parish.

9.3 Parish Council

- 9.3.1 The Parish shall appoint a committee of management, called the Parish Council, which shall manage the affairs of the Parish and shall consist of
 - 9.3.1.1 the elected Chairperson of the Parish;
 - 9.3.1.2 the elected Vice-Chairperson of the Parish;
 - 9.3.1.3 the elected Secretary of the Parish;
 - 9.3.1.4 the elected Treasurer of the Parish;
 - 9.3.1.5 one [1] additional representative from each member-congregation of the Parish elected annually by the respective member-congregation; and
 - 9.3.1.6 representatives as determined from time to time, from the committees, auxiliaries, institutions and other organisations of the Parish.

The Pastor, by virtue of his office, shall attend all meetings of the Parish Council.²³
- 9.3.2 The Parish Council may invite other persons to be present at meetings of the Parish Council from time to time, as the need arises.

9.4 Duties of the Parish Council

- 9.4.1 The Parish Council shall
 - 9.4.1.1 be responsible to the Parish in all matters, including the interpretation of policy established by the Parish;
 - 9.4.1.2 consider the general welfare of the Parish and its program of activities and respond as required;
 - 9.4.1.3 supervise the management and operation of any committees, auxiliaries and other organisations of the Parish to ensure their compliance with the Objects of the Parish;
 - 9.4.1.4 receive reports from committees, auxiliaries and other organisations and make recommendations to the Parish;
 - 9.4.1.5 act between meetings of the Parish in cases of emergency; and
 - 9.4.1.6 fill casual vacancies until the next annual meeting, in accordance with the following:²⁴
 - 9.4.1.6.1 The Parish Council may appoint a member who is eligible under the preceding clause 5.1.5 to fill a position on the Parish Council that has become vacant under the preceding clause 9.1.3 or was not filled by election at the most recent annual general meeting.
 - 9.4.1.6.2 Subject to the requirement for a quorum under the following clause 9.4.6, the Parish Council may continue to act despite any vacancy in its membership.
 - 9.4.1.6.3 If there are fewer committee members than required for a quorum under the following clause 9.4.6, the Parish Council may act only for the purpose of appointing Parish Council members under this clause or convening a general meeting of the Parish.

²³ The church does not have a policy on the matter of whether a pastor can or cannot vote at meetings. Any action should only proceed with caution. If any action is contemplated, it should first be discussed with both the pastor and the parish.

²⁴ These three subclauses and the remainder of clause 9.4 that follows here has been added as requirements by the State. While it appears over-descriptive, it is wise to leave it in without changes so that the constitution will comply with State requirements.

- 9.4.2 Parish Council meetings
 - 9.4.2.1 The Parish Council shall meet at least three [3] times in each year on the dates and at the times and places determined by the Parish Council.
 - 9.4.2.2 The date, time and place of the first Parish Council meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the Parish Council members are elected.
 - 9.4.2.3 Special Parish Council meetings may be convened by the chairperson or any two [2] Parish Council members.
- 9.4.3 Notice of Parish Council meetings
 - 9.4.3.1 Notice of each Parish Council meeting must be given to each Parish Council member at least forty eight [48] hours before the time of the meeting.
 - 9.4.3.2 The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
 - 9.4.3.3 Subject to the following clause 9.4.3.4, the only business that may be conducted at the meeting is the business described in the notice.
 - 9.4.3.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Parish Council members at the meeting unanimously agree to treat that business as urgent.
- 9.4.4 Procedure and order of business
 - 9.4.4.1 The Chairperson or, in the Chairperson's absence, the Vice-Chairperson must preside as chairperson of each Parish Council meeting.
 - 9.4.4.2 If the Chairperson and Vice-Chairperson are absent or are unwilling to act as chairperson of a meeting, the Parish Council members at the meeting must choose one of them to act as the chairperson of the meeting.
 - 9.4.4.3 The procedure to be followed at a Parish Council meeting must be determined from time to time by the committee.
 - 9.4.4.4 The order of business at a Parish Council meeting may be determined by the Parish Council members at the meeting.
 - 9.4.4.5 A member or other person who is not a Parish Council member may attend a Parish Council meeting if invited to do so by the committee.
- 9.4.5 Use of technology to be present at Parish Council meetings
 - 9.4.5.1 The presence of a Parish Council member at a Parish Council meeting need not be by attendance in person but may be by that Parish Council member and each other Parish Council member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
 - 9.4.5.2 A member who participates in a Parish Council meeting according to the preceding clause 9.4.5.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 9.4.6 Quorum for Parish Council meetings
 - 9.4.6.1 A quorum for Parish Council meetings shall be a majority of its members.
 - 9.4.6.2 Subject to the preceding clause 9.4.1.6, no business is to be conducted at a Parish Council meeting unless a quorum is present.
 - 9.4.6.3 If a quorum is not present within thirty [30] minutes after the notified commencement time of a Parish Council meeting

- 9.4.6.3.1 in the case of a special meeting, the meeting lapses; or
- 9.4.6.3.2 otherwise, the meeting is adjourned to the same time, day and place in the following week.

9.4.7 Minutes of Parish Council meetings

- 9.4.7.1 The Parish Council must ensure that minutes are taken and kept of each Parish Council meeting.
- 9.4.7.2 The minutes must record the following:
 - 9.4.7.2.1 the names of the Parish Council members present at the meeting;
 - 9.4.7.2.2 the name of any other person attending the meeting;
 - 9.4.7.2.3 the business considered at the meeting; and
 - 9.4.7.2.4 any motion on which a vote is taken at the meeting and the result of the vote.
- 9.4.7.3 The minutes of a Parish Council meeting must be entered in the Parish's minute book within thirty [30] days after the meeting is held.
- 9.4.7.4 The chairperson must ensure that the minutes of a Parish Council meeting are reviewed and signed as correct by
 - 9.4.7.4.1 the chairperson of the meeting; or
 - 9.4.7.4.2 the chairperson of the next Parish Council meeting.
- 9.4.7.5 When the minutes of a Parish Council meeting have been signed as correct they are, until the contrary is proved, evidence that
 - 9.4.7.5.1 the meeting to which the minutes relate was duly convened and held; and
 - 9.4.7.5.2 the matters recorded as having taken place at the meeting took place as recorded; and
 - 9.4.7.5.3 any appointment purportedly made at the meeting was validly made.

9.5 Auditor ²⁵

- 9.5.1 The Parish shall elect ... (two [2]) auditors annually who shall examine thoroughly the books of the Treasurer and vouch for their correctness or otherwise and advise on aspects of the Parish's finances.

9.6 Officers and Committees ²⁶

The election of officers and committees shall be undertaken in the following manner:

- 9.6.1 The Parish shall appoint a Nominations Committee which shall consist of the Pastor, the Chairperson of the Parish and a representative from each member-congregation.
- 9.6.2 The Nominations Committee shall

²⁵ **Auditor** The use of this term implies an independent, legally qualified professional but is commonly used more broadly in a generic way. Based on the annual financial revenue of the parish, if the parish is incorporated, the Act determines the auditor's qualifications required. Where a professional auditor is appointed, a single appointment is appropriate. Where the auditing is done within the parish as a volunteer position, two people should be appointed as a further insurance of integrity.

²⁶ **Other committees** may be added as the Parish may determine. While they could be added as By-laws, they do not need to be included in the Constitution. The recommended alternative is to lay out their functions in Duty Statements to ensure the objects of the parish and committee are met. Examples may be Parish ministry committee, picnic committee, etc. The critical functions for administration, worship, care of members and the community, must be included in the member-congregation constitutions.

- 9.6.2.1 consult all committees in good time to learn of possible vacancies and to solicit from the respective committees their nominations;
- 9.6.2.2 receive from officers intending to decline re-election an indication of such intention in good time;
- 9.6.2.3 seek and receive nominations from members of the Parish for all offices and committees of the Parish;
- 9.6.2.4 nominate such persons as it considers suitable for the various offices and committees in addition to the nominations received but without the necessity of nominating more candidates than positions to be filled;
- 9.6.2.5 ensure that all nominees are eligible and willing to accept office; and
- 9.6.2.6 present a list of candidates for all positions to the meeting of the Parish at which the elections are to be conducted.
- 9.6.3 Additional nominations may be made by any voting member at the meeting, provided that the consent of the person nominated has been obtained.
- 9.6.4 Where there are more nominations for any position than the required number to fill such position, an election by ballot shall be conducted.
- 9.6.5 The newly elected officers and committee members shall assume their duties at the conclusion of the Annual General Meeting of the Parish.
- 9.6.6 All voting members of the Parish shall be eligible for positions on standing committees.
- 9.6.7 All members shall be eligible for appointment to such other committees and special duties as the Parish may determine from time to time.
- 9.6.8 Members of standing committees shall be elected annually.
- 9.6.9 No person shall ordinarily be a chairperson of more than one [1] standing committee at the same time.
- 9.6.10 The Parish shall appoint such other officers, committees and persons and establish auxiliaries as need and occasion require for the proper conduct and management of its affairs as prescribed or as determined from time to time by resolution of the Parish.
- 9.6.11 All minute books, records, and correspondence of the Parish, its officers and committees, shall remain the property of the Parish.
- 9.6.12 The Pastor, by virtue of his office, shall have the right to attend all meetings of the committees.
- 9.7 The Property Committee
 - 9.7.1 The Parish shall elect a Property Committee which shall consist of ... (three [3] / five [5]) members.
 - 9.7.2 The Property Committee shall
 - 9.7.2.1 ensure that the property, buildings and possessions of the Parish are kept in good order;
 - 9.7.2.2 undertake minor repairs as necessary and report on actions taken to the Parish;
 - 9.7.2.3 report major needs to the Parish with recommended action;
 - 9.7.2.4 make annual inspections of all Parish-owned property and buildings including the manse and its facilities and report its findings to the Parish; and
 - 9.7.2.5 establish and maintain an up-to-date inventory of all Parish-owned equipment.
- 9.8 Inspection of records and documents
 - 9.8.1 A member wishing to inspect the register of members, the record of the names and addresses of Parish Council members or any other record or document of the Parish

must contact the Secretary to make the necessary arrangements for the inspection and may do so free of charge.

9.8.2 If the member wants to inspect a document that records the minutes of a Parish Council meeting, the right to inspect that document is subject to any decision the Parish Council has made about minutes of Parish Council meetings generally, or the minutes of a specific Parish Council meeting, being available for inspection by members.

9.8.3 The member may make a copy of or take an extract from a record or document of the Parish but does not have a right to remove the record or document for that purpose and must not use or disclose information in such record or document except for a purpose

9.8.3.1 that is directly connected with the affairs of the Parish; or

9.8.3.2 that is related to complying with a requirement of the Act.

9.9 Public Officer ²⁷

9.9.1 The Parish shall appoint a Public Officer who shall hold office for such time as the Parish decides.

9.9.2 The Public Officer shall not be eligible for the position of auditor of the Parish.

9.10 Sealholders ²⁸

9.10.1 The Parish shall appoint three [3] voting members to be the Sealholders of the Parish.

9.10.2 The Seal may only be affixed to a document by resolution of the Parish.

9.10.3 All documents requiring the affixing of the Seal shall be signed by the Chairperson or the Secretary of the Parish and two [2] Sealholders.

9.10.4 The Seal shall be kept in the Parish/Parish Office.

ARTICLE 10. CHURCH DISCIPLINE ²⁹

10.1 The exercise of church discipline shall give due regard to the procedure adopted by the Church in its regulations in the Constitution of the Church under Article 10. Discipline, Adjudication and Appeals.

ARTICLE 11. DISSOLUTION ³⁰

11.1 A special resolution is required if it is proposed that the Parish dissolve and any such resolution for dissolution shall be made according to the following procedure:

²⁷ Public Officer **performs an important role as the central contact person for the general public and Consumer and Business Services or the relevant government authorities in your State.**

²⁸ **Sealholders** may be required to sign documents that have the Common Seal applied. A Common Seal is simply a stamp showing the association's name and incorporated number, which is used on legal documents. Its purpose is to indicate to people dealing with the association that those documents that feature the Common Seal have been approved by the association.

²⁹ This clause should not be altered as it reflects the process required by the Church.

³⁰ The **Dissolution** clause refers to the winding up of an organisation. Either term is appropriate and refers to the legal requirement for incorporated bodies and determines the distribution of assets to organizations with similar Objects.

- 11.1.1 Written notice of a motion to dissolve the Parish shall be given to the member-congregations of the Parish.
 - 11.1.2 The motion shall be presented to the member-congregations only after the Bishop of the District has been consulted.
 - 11.1.3 At least thirty [30] days written notice of a meeting, specifying the intention to dissolve as a special motion, shall be given to all the voting members of the Parish.
 - 11.1.4 The motion shall require a majority of not less than three-quarters [3/4] of all the voting members of the Parish for determination at a general meeting.
 - 11.1.5 The result, if carried by at least the required majority, shall be declared as being carried as a special resolution.
 - 11.1.6 The decision shall only become operative after the sanction of the Church Council of the District has been obtained.
 - 11.1.7 Once the decision has been made to dissolve the Parish according to the above procedure, a date for dissolution shall be set contingent upon all matters pertaining to dissolution and the transference of all titles and other assets of the Parish being effected according to law.
- 11.2 In the event of such dissolution, the Parish may give indication regarding the use of any Parish-owned assets by the District and/or the Church. Any surplus assets which remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to one or more Lutheran organisations with similar purposes, that are charitable at law and which are not carried on for the profit or gain of individual members. Where no such indication is given, if any surplus remains following the winding up of the Parish, the surplus shall not be paid to or distributed amongst members, but be transferred to the District absolutely. Any assets of the member-congregations are not subject to this clause.

ARTICLE 12. BY-LAWS ³¹

- 12.1 The Parish shall have power by a majority of those voting members casting a vote at a duly convened meeting, to make, amend, alter, add to or repeal, By-laws not inconsistent with this Constitution for the regulation of its proceedings, the management of its business and affairs and for giving effect to this Constitution.
- 12.2 Notice of the proposed amendment, alteration, addition or repeal shall either be given at a duly called meeting of the Parish held at least seven [7] days earlier or be published to the member-congregations on the two [2] immediately preceding Sundays.
- 12.3 The quorum for such a meeting is as prescribed for ordinary business.

³¹ By-Laws

The Model Constitution for a Parish has previously included By-laws. Various states require material that has previously been in By-Laws to now be in the constitution. For this reason, this model follows that concept. However, the power to make By-laws is still available by the retention of this Article.

It is, however, advised that other items that were previously in By-laws be now presented separately as a 'Management Document – Duty Statements for the Committees of the Parish'. Such Duty Statements should list the critical functions required of a Parish and may be altered to suit your local situation.

ARTICLE 13. ALTERATIONS TO THE CONSTITUTION ³²

- 13.1 The Parish may resolve, by a resolution requiring at least a two-thirds majority of not less than two-thirds [2/3] of the members present, amend, alter, add to or repeal its Constitution, including changing the name of the Parish, except as hereinafter provided in the following clause 13.4 and subject to the preceding clause 3.1.4.
- 13.2 Notice of the proposed amendment, alteration, addition or repeal shall be presented in writing and shall be read to the Parish at a duly called meeting of the Parish held at least twenty one [21] days earlier or be published to the member-congregations at least twenty one [21] days prior to the meeting.
- 13.3 In addition to any other requirement of this Constitution, the quorum for such a meeting shall be one-quarter [1/4] of the members entitled to vote and the result of such a ballot shall be recorded in the minutes.
- 13.4 Notwithstanding anything else in this Constitution, Article 2. and clause 13.4 of this Constitution shall be considered fundamental and shall not be amended, altered, added to or repealed so as to alter their intent and meaning

What do you do once you have made changes to your Constitution?

Three copies of the Constitution (and the By-laws if any) shall be forwarded to the District Office for approval. One copy is to be retained at the District Office and two copies are to be returned to the Parish.

Any subsequent changes to the Constitution (and the By-laws if any) shall require a similar submission.

When all changes have been approved, the Parish will need to lodge a copy of the revised constitution, together with the required forms with the State Government authority. The District office will be able to assist parishes with this information.

The remaining signed copy should be retained by the Parish and used to make copies on the local level.

When submitting the constitution to the State Government Authority, a statutory declaration may be required to be submitted with the constitution, in which case, the copy of the constitution will require the addition of an Annexure statement. This can be placed on the bottom of the front page.

³² Any alterations to the Constitution shall have no effect until they have been approved by the District Church Council which shall consider alterations on the advice of the District Constitutions Committee. This consideration will be based on the approved Model Constitution of the Church.