

Explanatory notes for the MODEL CONSTITUTION FOR CONGREGATIONS

The Church through its Standing Committee on Constitutions offers these explanatory notes to congregations 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 congregation incorporated?**
- **Is it part of a 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 congregation 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:

<http://www.cbs.sa.gov.au/wcm/associations-and-charities/incorporated-associations/advantages-of-incorporation/>

For the Northern Territory:

<http://www.dob.nt.gov.au/gambling-licensing/business/business-licensing/incorporated-associations/Pages/default.aspx>

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 SA.
 - a. South Australian Associations Incorporations Act 1985.

http://www.austlii.edu.au/au/legis/sa/consol_act/aia1985307/

http://www.austlii.edu.au/au/legis/nt/consol_act/aa153/

If the congregation is a member of the Lutheran Church of Australia Incorporated or if the intent is to establish a new congregation 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 congregations 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 congregation **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 congregation may wish to operate in the future even if it seems appropriate now.
- If things are left out, the congregation may not have a sound workable constitution and it may subject it to **unnecessary risks**.

This model is the approved Model Constitution for Congregations and is the template for congregations 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 14.	ALTERATIONS TO THE CONSTITUTION

It is desirable, for the sake of uniformity, that the Articles in the following list be adopted unaltered by the congregations except where indicated with suggested options. In such optional cases, the congregation 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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MODEL CONSTITUTION FOR A CONGREGATION¹

CONSTITUTION

ARTICLE 1. NAME AND INTERPRETATION²

- 1.1 The name of this Congregation is³ LUTHERAN CHURCH,
.....⁴, INCORPORATED.⁵
- 1.2 In this Constitution and any By-laws made thereunder, unless the context or subject matter otherwise requires:
- 1.2.1 'the Church' means the Lutheran Church of Australia Incorporated;
 - 1.2.2 'the District' means the Lutheran Church of Australia, South Australia and Northern Territory District Incorporated;
 - 1.2.3 'the Parish' means Lutheran Parish;⁶
 - 1.2.4 'the Congregation' means⁷ Lutheran Church
.....⁸ Incorporated;⁹
 - 1.2.5 '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;
 - 1.2.6 'the Pastor' means the Pastor of the Congregation;
 - 1.2.7 'the Church Council' means the elected committee of the Congregation to administer the affairs of the Congregation;
 - 1.2.8 'the Act' means the Associations Incorporation Act,¹⁰ 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;
 - 1.2.9 'financial year' means the year ending December 31;¹¹
 - 1.2.10 words importing the singular number shall be deemed to include the plural number and vice versa where appropriate;

¹ This whole line needs to be removed when a constitution is prepared for a particular congregation. 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 congregation.

² Good clear '**Interpretations**' ensure the terms used in the constitution are clearly understood and minimise wordy repetition.

³ Insert the name of your **Congregation**. **Remember:** This is the official **legal** name of the Congregation and needs to be **EXACTLY** the name, including apostrophes and full stops, used in the original incorporation.

⁴ Insert the **town** or **suburb**.

⁵ If the congregation is not incorporated - Delete '**Incorporated**'

⁶ Insert the name of the **Parish** or delete this sub-clause if there is no parish and renumber the remaining sub-clauses.

⁷ Insert the correct name of the **congregation in full**.

⁸ Insert the **town** or **suburb**.

⁹ *If the congregation is not incorporated, delete '**Incorporated**'*

¹⁰ Insert correct name for the relevant Act to suit the location you are in. Delete this interpretation sub-clause if the congregation is not incorporated and renumber the remaining subclauses.

¹¹ It is best to use this financial year to link in with the Church financial year and reporting requirements.

- 1.2.11 words importing the masculine gender shall be deemed to include the feminine gender where appropriate;
- 1.2.12 'auditor' means a person having appropriate qualifications to examine and verify financial accounts and records.

ARTICLE 2. CONFESSION¹²

- 2.1 The Congregation 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 Congregation requires that all instruction and practice shall conform to the doctrinal basis laid down in the preceding Article 2.1 of this constitution.

ARTICLE 3. RELATIONSHIP TO THE CHURCH¹³

- 3.1 The Congregation, as a member 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 Article 4.1 of the Constitution of the Church.
- 3.2 In common with the Church, the Congregation regards unity in doctrine and its application in practice as the necessary prerequisite for church fellowship, and it rejects all forms of religious syncretism¹⁴ or unionism¹⁵ which are not in accord with the confessional position of the Church. It therefore adheres to the following principles:

¹² If you wish to be a congregation of the Church the **Confession** article must remain unchanged.

¹³ As a congregation of the Church the **Relationships** article must be included unchanged.

¹⁴ **Syncretism** means the attempted reconciliation or union of different or opposing principles, practices or parties without distinction between variance of doctrine and belief.

For more information see Theses of Agreement 11, 2, and V. 14,15)

- 3.2.1 Lutheran pulpits are for Lutheran pastors only and in determining any exception the consent of the Bishop of the Church must be obtained.¹⁶
- 3.2.2 Lutheran altars are for Lutheran communicants only and in determining any exceptions the Pastor shall exercise conscientious judgment consistent with the confession of the Church and its pastoral guidelines.
- 3.3 In common with the Church, the Congregation regards as anti-christian any organisation or society, secret or open, which while practising forms of religion does not confess faith in the Triune God and in the Lord Jesus Christ as the only Saviour from sin, and which in teaching or in practice substitutes salvation by works for salvation in Christ.

ARTICLE 4. OBJECTS¹⁷

- 4.1 The Objects of the Congregation are to
 - 4.1.1 glorify the Triune God in its worship and in its work;
 - 4.1.2 bear witness to the Lord Jesus Christ through the proclamation of the Gospel in accordance with the Confession and practice of the Church;
 - 4.1.3 gather into the Congregation such persons as are, or desire to become, members of the Church for their edification through the Word and the Sacraments;
 - 4.1.4 help the members to dedicate their God-given spiritual, material and physical gifts to the service of their Lord;
 - 4.1.5 enable the members to reach out into the community in their daily lives and in their congregational activities as bearers of the Gospel;
 - 4.1.6 exercise discipline over its members in conformity with the Scriptures and the Confession of the Congregation;
 - 4.1.7 join with the Church and the District in building and extending the Kingdom of God; and
 - 4.1.8 acquire, dispose of or otherwise deal with real and personal property in the interest of the work of the Church and the Congregation.

<http://www.lca.org.au/doctrinal-statements--theological-opinions-2.html>

¹⁵ **'unionism'** means 'the combination of different systems of philosophical or religious belief or practice' Characteristics of unionism are:

- (a) failure to confess the whole truth of the Divine Word (in statu confessionis);
- (b) failure to reject and denounce every opposing error;
- (c) assigning to error equal right with the truth;
- (d) creating the impression of unity in faith or of church fellowship, where it does not exist.

For more information see Theses of Agreement 11, 2, and V. 14,15)

<http://www.lca.org.au/doctrinal-statements--theological-opinions-2.html>

¹⁶ **Lutheran pulpits are for Lutheran pastors only and Lutheran altars are for Lutheran communicants only** are basic principles of the Church. Exceptions include 'Cooperating Congregations' where there is a formal approved arrangement with any other denomination approved by the Bishop of the Church.

For more information see *Doctrinal Statements & Theological Opinions E. The Sacraments V. 2*

SOME PASTORAL GUIDELINES FOR RESPONSIBLE COMMUNION PRACTICE

<http://www.lca.org.au/doctrinal-statements--theological-opinions-2.html>

¹⁷ The **Objects** as written form the core purpose of congregations of the Church.

ARTICLE 5. MEMBERSHIP¹⁸

5.1 The Congregation shall consist of baptised, confirmed, communing, guest and voting members.

5.1.1 BAPTISED MEMBERS are all those who

5.1.1.1 have been baptised in the Congregation; or

5.1.1.2 have been received as baptised members by transfer from another Congregation of the Church; or

5.1.1.3 have been baptised in accordance with the institution of Christ and have placed themselves or have been placed under the spiritual care of the Congregation; or

5.1.1.4 after instruction in the Christian faith and acceptance of it have been received into the Congregation by adult reception according to the rites and practice of the Evangelical Lutheran Church.

Towards these the Congregation recognises a continuing spiritual ministry so long as they remain in the community of the Congregation.

5.1.2 CONFIRMED MEMBERS are all those baptised members who

5.1.2.1 have been confirmed in the Congregation; or

5.1.2.2 have been received as confirmed members by transfer from another Congregation of the Church; or

5.1.2.3 after instruction in the Christian faith and acceptance of it have been received into the Congregation by adult reception according to the rites and practice of the Evangelical Lutheran Church.

5.1.3 COMMUNING MEMBERS are all those baptised members who

5.1.3.1 are defined as confirmed members in the preceding Article 5.1.2 and who commune at least twice a year; or

5.1.3.2 after instruction in the Sacrament of Holy Communion have been admitted to communion prior to confirmation and who commune at least twice a year.

5.1.4 GUEST MEMBERS are those who, while absent from their home Congregation, regularly worship in the Congregation.

5.1.5 VOTING MEMBERS¹⁹ shall be persons who

5.1.5.1 are both confirmed and communing members;

5.1.5.2 accept the Constitution of the Congregation;²⁰ and

5.1.5.3 have reached the age of 18 years.

It shall be the duty of voting members to attend the meetings of the Congregation, and there shall be no voting by proxy. Any voting member whose right to partake

¹⁸ As a congregation of the Church consistency in the practice and understanding of what 'membership' means is critical. For ease of communication, uniformity of records and statistics throughout the Church, the use of common names used in this Model to designate membership is **essential** so that there is no confusion. Good record keeping is also essential for sound pastoral care, which is a helpful tool in understanding, caring for and building up the Church.

¹⁹ To be consistent with the age for voting members at Synod, it is recommended that Voting Members be those who have reached the age of 18 years.

²⁰ It is recommended that a register (a book) of the voting members is maintained and kept up to date. This provides a specific opportunity to give new voting members a copy of the constitution of the congregation and to talk to them about its purpose. New voting members need to sign the register to acknowledge receipt of a copy of the constitution of the congregation and a willingness to accept it. **Such a register is most important when it becomes necessary to determine and confirm a quorum at meetings.**

- of the Lord's Supper has been suspended by the Congregation as an act of church discipline is not entitled to exercise the right to vote while under such suspension.
- 5.1.6 The Congregation shall maintain a register of members and retain such records for preservation as the property of the Congregation and the Church.
- 5.2 UNDER SPIRITUAL CARE PEOPLE are those people with whom the Congregation is in contact and who are not defined in any of the above categories. Towards these, the Congregation recognises a duty of spiritual care.
- 5.3 The duties of members shall be to
- 5.3.1 strive to remain true to the baptismal covenant;
 - 5.3.2 make diligent use of the Means of Grace, joining regularly in hearing the Word of God and partaking of the Lord's Supper;
 - 5.3.3 lead a Christian life in love, humility and peace, endeavouring through admonition, consolation and encouragement to edify one another;
 - 5.3.4 present their children for Holy Baptism in early infancy and diligently nurture them in the Christian faith in the home and in the schools provided by the Congregation;
 - 5.3.5 study the Scriptures in private and family devotions in the home;
 - 5.3.6 promote the unity and welfare of the Congregation as a family of God;
 - 5.3.7 express their gratitude to God for his material gifts and blessings by contributing regularly towards the financial support of the Congregation and of the Church as the Lord has prospered them;
 - 5.3.8 recognise and carry out their mission to the community in their daily lives and in the activities of the Congregation;
 - 5.3.9 minister to human need in the name of Jesus Christ our Lord in the spirit of Christian love and service;
 - 5.3.10 support the Pastor in all work in the Congregation and community through prayer and personal concern for the Pastor's spiritual and material welfare; and
 - 5.3.11 avoid holding membership in anti-christian societies.
- 5.4 Membership in the Congregation shall terminate when
- 5.4.1 persons are received into membership in another congregation of the Evangelical Lutheran Church after having obtained a Letter of Transfer from the Congregation;
 - 5.4.2 persons join another church outside the fellowship of the Evangelical Lutheran Church;
 - 5.4.3 the whereabouts of persons are unknown and cannot be established, in which case the names of such persons shall be removed from the list of members by action of the congregational meeting;
 - 5.4.4 persons are excommunicated or exclude themselves.
- 5.5 Any action involving excommunication shall be determined according to the principles of Scripture contained in Matthew 18:15-20 and related passages. Persons who refuse to accept Christian admonition and to discuss their case with the Congregation or its representatives thereby exclude themselves.
- 5.6 Upon termination of membership such members' right, title, interest or claim in, to, and upon any property of the Congregation shall cease and they shall have no claim to compensation for contributions made by them.
- 5.7 Responsibilities and Rights of Members

- 5.7.1 Notwithstanding the responsibilities of members referred to in Article 5.3, members have responsibilities as required by the Act.²¹
- 5.7.2 Membership of the Congregation does not confer on a member any right, title or interest in any real or personal property of the Congregation.

ARTICLE 6. THE MINISTRY²²

- 6.1 The Congregation 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 Congregation 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 Congregation as prescribed in Article 2;
 - 6.3.2 comfort, instruct, reprove, admonish, and warn, both publicly and privately, the members of the Congregation 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 Congregation;
 - 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 Congregation;
 - 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 Congregation;
 - 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 Congregation; and
 - 6.3.11 submit a written pastoral report to the annual meeting of the Congregation.
- 6.4 The right of the Congregation to call a pastor shall be exercised, where applicable in association with other congregations
 - 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.

²¹ Delete this clause if the congregation is not incorporated. The remaining clause 5.7.2 then simply becomes 5.7.

²² This article describes the ministry of the congregation in broad terms consistent with the ministry of the Church. Where further specifics are required, these can be detailed in a separate mission statement.

ARTICLE 7. AUTHORITY AND POWERS²³

- 7.1 The Congregation 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 in any security in which trust monies may, by Act of Parliament, be invested, or in any other manner approved by the Congregation;
 - 7.1.1.5 borrow money upon such terms and conditions as the Congregation shall think fit;
 - 7.1.1.6 give such security for the discharge of liabilities incurred by the Congregation as the Congregation shall think fit;
 - 7.1.1.7 appoint agents to transact any business of the Congregation 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 Congregation, however, shall not be empowered to decide anything contrary to the Word of God and the Confession of the Congregation in Article 2, and any such decision shall be null and void. In matters of doctrine a decision shall be made only after careful study of the Word of God in accordance with Article 2.1.
- 7.2 The Congregation 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 Congregation, 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 Congregation.
- 7.4 Any pastor, teacher or officer may be removed from office by the Congregation in Christian and lawful order in accordance with the rules 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.
- 7.6 The establishment and conduct of all institutions and societies within the Congregation shall at all times be subject to the approval and supervision of the Congregation.

²³ All Congregations of the Church have the same basic authorities and powers. Adding more specific detail or deleting items should not be necessary.

ARTICLE 8. MEETINGS²⁴

- 8.1 Annual General Meeting
 - 8.1.1 The Annual General Meeting of the Congregation shall be held within five [5] months 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 and auxiliaries of the Congregation;
 - 8.1.2.4 the presentation and adoption of the audited financial statements of the Congregation for the previous financial year; and
 - 8.1.2.5 any other matters listed on the Agenda.
- 8.2 Budget and Elections General Meeting ²⁵
 - 8.2.1 The Budget and Elections General Meeting of the Congregation shall be held prior to the end of the financial year.
 - 8.2.2 The business to be conducted at the meeting shall include
 - 8.2.2.1 the election of the officers and committees of the Congregation for the following year;
 - 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.
- 8.3 General Meetings
 - 8.3.1 The Congregation may conduct other general meetings as determined by the Congregation 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 Committee of Pastoral Assistants; or
 - 8.4.1.3 the Church Council.
 - 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 Congregation.
- 8.5 Notice of Meetings
 - 8.5.1 Subject to any other provisions in this Constitution, notice of a meeting of the Congregation shall be given at any duly convened meeting of the Congregation, or by spoken, printed or electronic announcement to the Congregation at two [2]

²⁴ Good meeting procedure is important for doing things "in good order", that is, to enable good governance and management. This may seem tedious at times but it will assist avoiding conflict and disputes if the rules for running the business are known.

An 'Annual General Meeting' is required by 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'.

²⁵ A **Budget / Election** meeting needs to be held prior to the start of the financial year so that the congregation has its approved budget and office bearers in place for the start of the year. This allows the offices bearers and employees to have the authority to run the business on behalf of the congregation.

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.

8.6 Quorums²⁶

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 Congregation in excess of five percent [5%] of the annual budget.²⁷

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 Congregation, 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 special 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 Congregation unless unable to do so.

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

²⁶ **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 proportion ($\frac{1}{4}$, $\frac{1}{7}$, $\frac{2}{3}$ etc) rather than a specified number of the voting members so that when the size of the congregation changes it does not require changes to the constitution or by-laws.

²⁷ **Major unbudgeted financial commitments** The figure of 5% of the annual budget is suggested as appropriate. The Congregation should consider if this figure suits its situation.

- 8.7.5 All resolutions carried at a duly convened meeting of the Congregation shall be binding upon all members of the Congregation, 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 regular meeting of the Congregation by
 - 8.8.1.1 any voting member;
 - 8.8.1.2 any committee appointed by the Congregation;
 - 8.8.1.3 any organisation of the Congregation; 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 Congregation are kept and signed as a true and correct record of the meeting.
 - 8.9.2 All minute books, records, and correspondence of the Congregation, its officers and committees shall remain the property of the Congregation.

ARTICLE 9. OFFICERS AND ADMINISTRATION²⁸

- 9.1 Officers of the Congregation
 - 9.1.1 The Congregation shall elect annually
 - 9.1.1.1 a Chairperson;
 - 9.1.1.2 a Vice-Chairperson;
 - 9.1.1.3 a Secretary; and
 - 9.1.1.4 a Treasurer
 and such other officers and standing committees as it may from time to time determine.
 - 9.1.2 The Congregation shall elect Synod Delegates according to the rules of the District who shall serve at the convention of the Synod of the District and for the period of the synodical term.
- 9.2 Duties
 - 9.2.1 The Chairperson shall
 - 9.2.1.1 preside at meetings of the Church Council and the Congregation;

²⁸ The office of the ordained ministry is the only office ordained by Christ for his Church, but the Christian Congregation has authority to establish auxiliary offices (pastoral assistants, teachers, lay readers, Sunday School superintendents, wardens, trustees, etc.). These auxiliary offices, together with any committees that the Congregation decides to put in place, are to support not replace the office of Word and Sacrament ministry. When appointing people to the various positions or establishing standing committees, it is preferable to use the titles commonly used in the Church as listed to minimize any confusion to the role or purpose. Larger congregations may consider the addition of clauses limiting the number of offices held by one person, and providing for a maximum period of service. This assists with training, leadership succession and minimizing individuals being over committed and assists in more members being involved in the governance and management of the congregation.

However, as the congregation changes in size and composition, the need for specific committees and auxiliary offices should be reviewed in the light of the aims and objectives of the Congregation.

- 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 Church Council and the Congregation; and
 - 9.2.1.4 submit a report to the Annual General Meeting of the Congregation.
- 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 Church Council and the Congregation;
 - 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 and members of the Congregation at least two [2] weeks before any general meeting of the Congregation;
 - 9.2.3.4 prepare an agenda for each meeting of the Congregation and Church 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 Congregation in accordance with the requirement in Article 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 Congregation;
 - 9.2.4.2 all accounts authorised by the Church Council or the Congregation 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 Congregation for meetings of the Church Council and the Congregation are prepared;
 - 9.2.4.5 a budget is prepared for the following financial year for presentation to the Congregation for adoption; and
 - 9.2.4.6 financial records of the Congregation are submitted for audit as required by the Congregation.
- 9.3 Church Council
 - 9.3.1 The Congregation shall appoint a committee of management, called the Church Council, which shall consist of
 - 9.3.1.1 the Chairperson of the Congregation;
 - 9.3.1.2 the Vice-Chairperson of the Congregation;
 - 9.3.1.3 the Secretary of the Congregation;
 - 9.3.1.4 the Treasurer of the Congregation; and
 - 9.3.1.5 representatives as determined from time to time, from pastoral assistants, committees, auxiliaries and other organisations of the Congregation.

The Pastor, by virtue of his office, shall attend all meetings of the Church Council.²⁹

9.4 Duties of the Church Council

9.4.1 The Church Council shall

- 9.4.1.1 generally meet every three [3] months or more regularly as required;
- 9.4.1.2 be responsible to the Congregation in all matters, including the interpretation of policy established by the Congregation;
- 9.4.1.3 consider the general welfare of the Congregation and its program of activities and respond as required;
- 9.4.1.4 supervise the management and operation of any committees, auxiliaries and other organisations of the Congregation to ensure their compliance with the Objects of the Congregation;
- 9.4.1.5 receive reports from committees, auxiliaries and other organisations and make recommendations to the Congregation;
- 9.4.1.6 act between meetings of the Congregation in cases of emergency; and
- 9.4.1.7 fill casual vacancies until the next annual meeting.

9.5 Auditor³⁰

- 9.5.1 The Congregation 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 Congregation's finances.

9.6 Officers and Committees³¹

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

- 9.6.1 The Congregation shall appoint a Nominations Committee which shall consist of the Pastor, the Chairperson of the Congregation, a pastoral assistant and one [1] other person appointed by the Church Council.
- 9.6.2 The Nominations Committee shall
 - 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 Congregation for all offices and committees of the Congregation;

²⁹ 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 congregation.

³⁰ **Auditor** The use of this term implies an independent, legally qualified professional but is commonly used more broadly. Based on the annual financial revenue of the congregation, if the congregation 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 congregation as a volunteer position, two people should be appointed.

³¹ **Other committees** may be added as the Congregation may determine. While they could be added as By-laws, (and this model constitution makes provisions for By-laws to be added) 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 congregation and committee are met. Such duty statements can be easily amended from time to time without having to make constitutional changes.

Examples may be a picnic committee, altar guild, ushers, stewards, café management, etc. The critical functions for administration, worship, care of members and the community, must be included in the constitution.

- 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 Congregation at which the elections are to be conducted.
 - 9.6.3 Additional nominations, except for the position of pastoral assistant, 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(s), an election by ballot shall be conducted.
 - 9.6.5 The newly elected officers and committee members shall assume their duties at the beginning of the new financial year of the Congregation.
 - 9.6.6 All voting members of the Congregation 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 Congregation may determine from time to time.
 - 9.6.8 Unless otherwise specifically provided for in these rules, one-half or as near as possible to one-half of the members on standing committees or other designated committees shall retire annually, but shall be eligible for re-election.
 - 9.6.9 Other appointees shall be elected annually.
 - 9.6.10 No person shall ordinarily be a chairperson of more than one [1] standing committee at the same time.
 - 9.6.11 The office of pastoral assistant is restricted to voting members over the age of ... (twenty five [25]) years.
 - 9.6.12 The Congregation shall appoint such other officers, committees and persons and establish auxiliaries as need and occasion require for the proper conduct of its worship and the management of its affairs as prescribed or as determined from time to time by resolution of the Congregation.
 - 9.6.13 All minute books, records, and correspondence of the Congregation, its officers and committees, shall remain the property of the Congregation.
 - 9.6.14 The Pastor, by virtue of his office, shall have the right to attend all meetings of the committees.
- 9.7 Layreaders
- 9.7.1 The Congregation shall appoint annually two [2] layreaders.
- 9.8 The Sunday School Superintendent
- 9.8.1 The Sunday School teachers, in meeting, shall have the right to submit nominations for the position of Sunday School Superintendent to the Nominations Committee.
 - 9.8.2 The Superintendent shall be elected by the Congregation.
 - 9.8.3 The Sunday School teachers may appoint one [1] of their number to be the Deputy Superintendent to act in the absence or inability of the Superintendent.

9.9 The Committee of Pastoral Assistants³²

- 9.9.1 The Congregation shall elect at least ... (one [1]) pastoral assistant for every ... (fifty [50]) confirmed members.
- 9.9.2 A nomination for the position of pastoral assistant must be submitted in writing by any two [2] voting members to the Nominations Committee at least one [1] week before the meeting at which the elections are to be conducted. All nominations shall be submitted to the meeting together with any nominations by the Nominations Committee.
- 9.9.3 Approximately ... (one-half / one-third) of the pastoral assistants shall retire annually.
- 9.9.4 A pastoral assistant who is elected for a first term of office shall be installed in office at a divine service.
- 9.9.5 The pastoral assistants shall assist the Pastor in his ministry and for this purpose they shall concern themselves with the spiritual life of the Congregation and its members by
 - 9.9.5.1 praying for and encouraging the Pastor, and caring for the spiritual, emotional, and physical health and welfare of the Pastor and the Pastor's family;
 - 9.9.5.2 visiting members and encouraging them in regular attendance at services, in the use of the Sacraments, in the support of the Congregation and the Church with their means and talents, in prayer, and in involvement in the mission of the Church;
 - 9.9.5.3 notifying the Pastor of sick and spiritually distressed members;
 - 9.9.5.4 assisting the Pastor in arranging for pulpit assistance, special services and guest speakers and helping to ensure that an attitude conducive to worship is maintained in the services; and
 - 9.9.5.5 being an example of Christian conduct and conversation, and observing confidentiality regarding all private matters.

9.10. The Property Committee

- 9.10.1 The Congregation shall elect a Property Committee which shall consist of ... (three [3] / five [5]) members.
- 9.10.2 The Property Committee shall
 - 9.10.2.1 ensure that the property, buildings and possessions of the Congregation are kept in good order;
 - 9.10.2.2 undertake minor repairs as necessary and report on actions taken to the Congregation;
 - 9.10.2.3 report major needs to the Congregation with recommended action;

³² **The Committee of Pastoral Assistants** The age limit is an indication that it is important for those who are appointed to these positions have a reasonable amount of life experience and spiritual maturity.

It is reasonable to expect a pastoral assistant to show a special interest in and/or care for up to 4-5 families (20 people). The use of a system of care groups may assist in providing additional care for members and friends of the congregation. Pastoral assistants could be assigned a number of such groups.

This model uses the term "pastoral assistant" as the recommended title. The term 'Elder' has normally been used to imply a position of authority and therefore historically reserved for men. Therefore the advice of the Church is that it should **NOT** be used where women are appointed to the role of pastoral assistant to avoid misunderstanding and confusion.

For more information see lca.org.au/doctrinal-statements

- 9.10.2.4 make annual inspections of all Congregation-owned property and buildings including the manse and its facilities and report its findings to the Congregation; and
- 9.10.2.5 establish and maintain an up-to-date inventory of all Congregation-owned equipment.

9.11 Public Officer³³ and Sealholders³⁴

- 9.11.1 The Congregation shall appoint a Public Officer who shall hold office for such time as the Congregation decides.
- 9.11.2 The Public Officer shall not be eligible for the position of auditor of the Congregation.
- 9.11.3 The Congregation shall appoint three [3] voting members to be the Sealholders of the Congregation.
- 9.11.4 The Seal may only be affixed to a document by resolution of the Congregation.
- 9.11.5 All documents requiring the affixing of the Seal shall be signed by the Chairperson or the Secretary of the Congregation and two [2] Sealholders.
- 9.11.6 The Seal shall be kept in the Congregation/Parish Office.

ARTICLE 10. CHURCH DISCIPLINE³⁵

- 10.1 The Congregation shall exercise church discipline in an evangelical manner in accordance with the procedure laid down in Matthew 18:15-17.
- 10.2 The stages of discipline are:
 - 10.2.1 In an endeavour to convince the erring member at fault, there shall be
 - 10.2.1.1 personal admonition; and, if necessary,
 - 10.2.1.2 admonition in the presence of witnesses; and, if necessary,
 - 10.2.1.3 admonition by the Congregation.
 - 10.2.2 Any member who is evidently impenitent and unheeding of the admonition, shall be excluded from membership in the Congregation, through excommunication, pronounced by the Pastor as the called and ordained servant of the Word.
- 10.3 The purpose of all church discipline is to achieve reconciliation and restoration. This purpose is to be observed at all stages of the procedure.
- 10.4 If the stages of discipline cannot be carried out because the erring member refuses to submit to the discipline of the Congregation, self-exclusion shall be declared to have taken place.

³³ **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.

For more information see http://www.cbs.sa.gov.au/assets/files/03_po_responsibilities.pdf

³⁴ **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.

³⁵ This clause should not be altered as it has been carefully prepared by the Church. It is critical that the **Reconciliation process** of the Church be followed in any case that may lead to the need for discipline. It is also wise to consult with the District Bishop in the early stages of discipline.

- 10.5 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. DISSOLUTION³⁶

- 11.1 Any resolution for dissolution shall be made according to the following procedure:
- 11.1.1 Notice of a motion to dissolve the Congregation shall be given to the members of the Congregation.
 - 11.1.2 The motion shall be presented to the Congregation 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 Congregation.
 - 11.1.4 The motion shall require a majority of three-quarters of all the voting members of the Congregation.
 - 11.1.5 The decision shall only become operative after the sanction of the Church Council of the District has been obtained.
 - 11.1.6 Once the decision has been made to dissolve the Congregation 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 Congregation being effected according to law.
- 11.2 In the event of such dissolution, the Congregation may give indication regarding the use of its assets by the District and/or the Church. Where no such indication is given, if any surplus remains following the winding up of the Congregation, the surplus shall not be paid to or distributed amongst members, but be transferred to the District absolutely.

³⁶ 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.

ARTICLE 12. BY-LAWS³⁷

- 12.1 The Congregation 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 these or any amended rules for the regulation of its proceedings and the management of its business and affairs and for giving effect to the rules.
- 12.2 Notice of the proposed amendment, alteration, addition or repeal shall either be given at a duly called meeting of the Congregation held at least seven [7] days earlier or be published to the Congregation on the two [2] immediately preceding Sundays.
- 12.3 The quorum for such a meeting is as prescribed for ordinary business.

ARTICLE 13. ALTERATIONS TO THE CONSTITUTION³⁸

- 13.1 The Congregation shall have power by a two-thirds majority of those voting members casting a vote at a duly convened meeting, to amend, alter, add to or repeal these rules, except as hereinafter provided in Article 13. 4 and subject to the preceding Article 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 Congregation at a duly called meeting of the Congregation held at least fourteen [14] days earlier or be published to the Congregation on the two [2] immediately preceding Sundays.
- 13.3 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 Article 2. and Article 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.

³⁷ **By-Laws**

The Model Constitution for a Congregation 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 Congregation'. Such Duty Statements should list the critical functions required of such committees of the congregation and may be altered to suit your local situation.

Names or titles are sometimes changed, but even if the governance and management structure is rearranged it is important that the critical functions are not left out, e.g. the Church Council may be called the Board but the function is still the governance of the congregation and ensures it is managed well. The Sunday School may be called Kids Church but the purpose and management of it will still be the same.

- ³⁸ 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.

Accepted by the Congregation on:

Signed:

Chairperson

.....

Secretary

Accepted by the Lutheran Church of Australia, South Australia and Northern Territory District
Incorporated:

on.....

Signed:

Bishop

.....

District Administrator/Secretary

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

Two 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 one copy is to be returned to the Congregation.

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

When all changes have been approved, if incorporated, the congregation will need to lodge the documents with the State Government authority. The District Office will be able to assist congregations with this information.

A copy of the final signed constitution should be made and retained by the Congregation before it is submitted to the State Government Authority.