



STATE BY-LAWS

April 2009

STATE BY-LAWS

ARTICLE 1 DEFINITION

The Assemblies of God in Australia is a National Movement, governed according to its United Constitution. State Conferences are established according to ARTICLE 2.4 and Article 9 of the National Constitution and are under the authority of the National Conference of the Assemblies of God in Australia.

ARTICLE 2 CORPORATE ENTITY

State Conferences shall have the right to establish corporate entities for the purpose of holding property, conducting business and undertaking financial transactions on behalf of the State Conference. The corporate entity shall be established consistent with ARTICLE 12 of these By-Laws.

ARTICLE 3 BY-LAWS

These By-Laws are set forth for the guidance of constituents, ministers and officers for the orderly conduct of the business of the movement within each state and territory of Australia. The United Constitution of the Assemblies of God in Australia takes precedence over these By-laws should any conflict of provisions appear at any time.

ARTICLE 4 STATE CONFERENCE

4.1 Purpose

It shall be the function of the State Conference, within the state:

- 4.1.1 To promote possibilities for fellowship between local churches.
- 4.1.2 To make whatever decisions may be necessary in the interests of the Assemblies of God in Australia.
- 4.1.3 To carry out elections to office in accordance with the State By-Laws ARTICLE 6 and to appoint committees for special work as occasion may arise.
- 4.1.4 To receive and consider reports from the states, departments, officers and committees and, where appropriate, make any decisions or recommendations arising therefrom.

4.2 Constituents

The voting Constituents of the State Conference of Assemblies of God in Australia shall be:

- 4.2.1 Those churches which at the date of adopting the United Constitution hold a current Certificate of Fellowship and located in the appropriate State.
- 4.2.2 Such registered churches, located in the State, as shall thereafter be received into the movement by the granting of a Certificate of Fellowship
- 4.2.3 Those individuals, resident in the State, who hold a current Ordained Minister's Credential (OMC) or Provisional Minister's

Credential (PMC) at the time of commencement of a State Conference

4.2.4 Churches will cease to be voting constituents of the State Conference at such a time as they no longer hold a current Certificate of Fellowship, and individuals will cease to be a voting constituent when, and from the time, an Ordained Minister's Credential is withdrawn or when they become resident outside of the State.

4.3 Sessions

The State Conference shall be held biennially, at a time and place determined by the State Executive.

4.4 Notice

The State Secretary shall send to all churches of the State Conference, and those credential holders entitled to vote, a notice in writing of the Conference, not later than four months before the commencement of Conference. All remits, which must be in the form of a resolution, shall be in the hands of the State Secretary three months prior to the commencement of conference.

Remits may be submitted by the State Executive, churches holding a Certificate of Fellowship, and by ordained ministers. All nominations and remits shall be submitted to churches and ordained ministers six weeks prior to the commencement of conference.

4.5 Membership

4.5.1 The State Conference shall comprise of all churches, located in the state that hold a current Certificate of Fellowship (not a Provisional Certificate of Fellowship) and who are in financial standing, represented by one delegate for every two hundred and fifty (250) adults in regular attendance (18 years and over) or part thereof.

4.5.2 Every Ordained or Provisional Minister resident in the state shall be eligible to attend as a voting member.

4.5.3 Missionaries holding an Ordained Minister's Credential, whose Australian residential address is in that state, are entitled to attend and to vote.

4.5.4 In the event that the name of a church delegate is not received by the State Secretary fourteen days prior to the commencement of the State Conference, the State Executive may, in its absolute discretion, veto the voting power of such delegate, who shall have no voting rights but may attend as an observer.

4.6 Special Conference

Special State Conferences may be called by the State Executive at its discretion, or at the request of not less than one third of the registered churches in the state. A written notification of the conference shall be distributed to churches with current Certificates of Fellowship (not a Provisional Certificate of Fellowship) and those holding Ordained Minister's Credential, not less than three weeks prior to the commencement of the Special State Conference, which shall consider the matters raised but no other business, except as provided for in Article 10 of these By-Laws.

4.7 Chairman

The State President, and in his/her absence the State Vice President, shall preside over all meetings of the State Conference. In the event of the State President and the State Vice President being absent or in cases where it is deemed beneficial or in the interests of the Conference, the Conference shall be presided over by a member of the State or National Executive appointed by the Conference at that meeting.

4.8 Business

4.8.1 The State Conference may discuss any business not on the agenda but brought forward by the State Executive. General remits received less than three months prior to conference may be placed on the agenda at the absolute discretion of the State Executive.

4.8.2 The State Executive shall prepare the agenda.

4.8.3 The only persons eligible to vote are members of the State Conference attending in person.

4.8.4 In the normal course of business, all resolutions shall be decided by a show of hands. However, the chairman may require that a secret ballot be taken.

4.8.5 All resolutions shall require a 55% majority of the voting strength to be carried except where different percentages are specified in the United Constitution or the State By-Laws.

4.8.6 Quorum: Provided that notice has been given, consistent with ARTICLE 4.4, the voting constituents present at a conference business session shall constitute a quorum. To be clear, there is no minimum number of voting constituents whose presence is necessary to validate the transactions of the State Conference.

ARTICLE 5 STATE OFFICERS

5.1 The officers shall consist of the State President, State Vice President(s), State Secretary, State Treasurer or State Secretary/Treasurer, together with such other officers as shall be appointed from time to time.

- 5.2 The State President and State Vice President(s) shall only be chosen from the ordained ministers, and shall be persons of mature experience and ability, who shall have been ordained for at least three years.
- 5.3 The State Secretary and the State Treasurer or State Secretary/Treasurer may be chosen from the ordained ministers or from individuals in fellowship and good standing with any church forming part of the movement and shall be of mature experience and ability. If the State Secretary and/or State Treasurer are not holders of an Ordained Minister's Credential, they shall be ex officio members of the State Executive without voting rights.
- 5.4 The State Secretary, State Treasurer or State Secretary/Treasurer shall be ex officio delegates to State Conferences with full voting powers.
- 5.5 The roles and job descriptions of the State Officers shall be set and modified by the State Executive.

ARTICLE 6 STATE EXECUTIVE

6.1 Membership

The State Executive shall consist of not less than five, or more than seven members of the conference and shall include the State President, State Vice President, State Secretary and State Treasurer or State Secretary/Treasurer. Persons nominated for the State Executive shall have been ordained for at least two years. Persons nominated for the position of State President shall have been ordained for at least three years, and two years for other officers, except a State Treasurer, or a State Secretary/Treasurer who is not the holder of an OMC.

6.2 Term of Office

The term of office shall be from the conclusion of the State Conference at which elected, until the conclusion of the State Conference next following.

6.3 Vacancies

In the event of a vacancy or vacancies occurring on the State Executive, the same shall be filled by the State Executive, from those who have been members of the conference for at least two years. In the event of any member being incapacitated through illness or any other cause, the State Executive may likewise appoint any other eligible person to act in place of that member so incapacitated.

6.4 Meetings

The State Executive shall meet at such times and places as it may from time to time decide. Meetings shall be convened by the State Secretary at the request of the State President or a simple majority of the State Executive.

6.5 Quorum

The quorum necessary for the transaction of the business of the State Executive shall be a majority or such greater numbers as it shall fix from time to time.

6.6 Technology Meetings

For meetings other than those held in person after written notice, a majority of the State Executive shall be deemed to hold or be present at a meeting when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting. A resolution passed at a meeting under this sub-clause must be ratified at the next State Executive meeting where notice has been given to all members.

If a majority of the State Executive shall have advised the State Secretary in writing by fax or email that they are in favour of a resolution in particular terms such resolution shall be deemed to be passed at a meeting of the State Executive provided it shall be ratified at the next State Executive meeting where notice has been given to all members.

6.7 Powers and Duties

The powers and duties of the State Executive shall be to do all those acts and things, which in its opinion, are necessary and beneficial to further the aims of the Assemblies of God in Australia within the state. Such acts shall be consistent with the United Constitution of the Assemblies of God in Australia and the State By-Laws.

6.8 Nominations

Nominations may be made by the State Executive, the State Conference, or voting constituents.

6.9 Election

Elections to office shall be conducted in harmony with the United Constitution.

ARTICLE 7 CREDENTIALS

The State Executive shall work, under the direction of the National Executive to facilitate the granting, reviewing and withdrawal of credentials as required in the United Constitution.

ARTICLE 8 STATE DEPARTMENTS AND MINISTRIES

The State Executive may establish departments and ministries that function at a State level, to facilitate the objectives of the Assemblies of God in Australia. Such ministries shall have the right to operate under their own constitutions and by-laws, approved by the State Executive. The ministries are subject to the direction of the State Executive and must present a report to the biennial State Conference. The leaders of all state departments and ministries shall be appointed by the State Executive. In the event that a state department is incorporated, the provisions of Article 12 of these By-Laws shall apply.

ARTICLE 9 INDEMNITY

9.1 Indemnity

Subject to the terms of this Article 9, the State movement indemnifies:
(a) any person who holds or who has held any elected or appointed office within the movement whether or not validly appointed to occupy such a position;
(b) any executive officers; and
(c) any employees

from any loss suffered in respect of any wrongful act asserted against such person while acting in their individual or collective capacities as office bearers within the movement.

9.2 Exclusions

The Movement will not indemnify any person for any claim arising from or attributable to:

- 9.2.1** A wilful breach of duty, the dishonest, fraudulent or malicious act or omission committed with criminal intent;
- 9.2.2** Sexual abuse claims, which means any actual, alleged or attempted assault or abuse of a sexual nature or any other lewd conduct.

9.3 Limits To Indemnity

9.3.1 The Movement's liability in respect of this indemnity is limited to the greater of:

- 9.3.1.1** The value of assets held in trust on behalf of the Movement; and
- 9.3.1.2** To the extent the claim made against a person is covered by a policy of insurance, whether or not that policy is held by or for the benefit of the Movement or not, the sum insured under that policy .

9.3.2 This indemnity is limited to office bearers, officers or employees, of the State Conference.

9.4 Advancement of Defence Costs

The Movement will pay all reasonable defence costs incurred in defending any civil or criminal proceedings commenced in respect of any wrongful act asserted against such a person while acting in their individual or collective capabilities on an on-going basis as they are incurred prior to the final payment or settlement of any claim provided that:

- 9.4.1** Such defence costs are incurred with the written consent of the movement, such consent not to be unreasonably withheld; and
- 9.4.2** Such advance payments by the movement shall be repaid to the movement in the event that the person is not entitled to payment of any loss under this indemnity."

ARTICLE 10 SUSPENSION OF BY-LAWS

To allow members to bring forward business, which is of a special and urgent nature, which is not on the agenda, the requirements of these By-Laws, in relation to business, may be suspended without notice by a motion carried by a 65% majority of the delegates present and eligible to vote. On the carrying of such motion, the State Secretary will place the said business on the agenda.

ARTICLE 11 AMENDMENTS

Amendments to these By-laws may be made at any meeting of the National Conference, and shall be considered carried when carried by a 65% majority of the delegates present and eligible to vote.

ARTICLE 12 INCORPORATION PROVISIONS

12.1 In circumstances where the State Executive is of the view that it is necessary to legally incorporate any aspects, initiatives or functions of the Movement it may approve such incorporation provided the following principles are adopted –

12.2 Except in circumstances where the State Executive deems it to be otherwise necessary the constituent documentation of such incorporated bodies must provide:

12.2.1 Acceptance of the Doctrinal Basis set out in the United Constitution;

12.2.2 The voting constituency must consist of either the State Company or the individual members of the State Executive where it is not possible for the State Company to do so because of legal requirements of the jurisdiction where the incorporated body is to be formed and;

12.2.3 The controlling directorship or committee must only be eligible for election or re-election with the prior written approval of the State President or State Secretary.

12.2.4 Annual financial reports be provided to the State Treasurer without demand.