

CONSTITUTIONAL BY-LAWS  
OF  
Renew Church Ltd

Australian Company Number (ACN) 633 516 739  
Australian Business Number (ABN) 29 633 516 739

A company limited by guarantee

Version 4/11/2021

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## Preliminary

### 19. Relationship to constitution

- 19.1 These by-laws are to be treated as clauses in the constitution of Renew Ltd according to the constitution's clause 12. The numbering of clauses is unique across both documents.

### 20. Definitions

- 20.1 In these by-laws:

- (a) the term "**pastor**," refers to a person who fills the role referred to as either pastor or elder,
- (b) each **pastor** fills the role of a **director** of the **church** in these by-laws,
- (c) a **non-pastoral director** fills only the role of a **director** in these by-laws,
- (d) a **director** may therefore be either a pastor or a non-pastoral director,
- (e) a **deacon** is a **member** whose election, dismissal, responsibilities and privileges are outside these constitutional by-laws, apart from their role in dispute resolution in clause 30,
- (f) **church meeting** means a **general meeting** of the members as per clause 32 or 33,
- (g) **annual general meeting** means a **church meeting** as per clause 34,
- (h) **write to** and writing includes the meaning **email to**, and having sent email to a member's registered address will be considered as having **written to** the member,
- (i) **active participation** means participation in one or more **church** activities each month (participation may be via electronic means, live or otherwise, or physical presence; however, consumption of church media or streams is not considered participation),
- (j) **absent members** are members who are not actively participating and thus disallowed from voting in meetings, as defined in clause 10,
- (k) words and phrases have the meaning set out in the constitution's clauses 17 and 18, and these by-laws' clause 85,
- (l) these by-laws are interpreted in the context of the attached appendices.

## Statement of Faith

### 21. The following Statement of Faith represents the beliefs of the church and its members.

- 21.1 We aspire to biblical discipleship, gracious community, and to be a light to the world.
- 21.2 As per 2 Timothy 3:16-17, we hold that "All Scripture is inspired by God and is useful to teach us what is true and to make us realize what is wrong in our lives. It corrects us when we are wrong and teaches us to do what is right. God uses it to prepare and equip his people to do every good work."
- 21.3 We hold the beliefs of the ancient trinitarian Christian church, as expressed in the Nicene-Constantinopolitan Creed.
- 21.4 We hold to the orthodox protestant beliefs of the priesthood of all believers, and salvation by faith through Christ alone.

## Covenant of Membership

### 22. Members agree to aspire to uphold the following covenant between themselves and the church:

- 22.1 I will bear witness to the gospel of Christ and, because of the sinfulness of man, share in the evangelisation of my local community and all the world in order that the Holy Spirit may bring about the regeneration of mankind through the atoning death of Christ;

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- 22.2 I commit to active participation with the Holy Spirit, through the Word and the church, in the ongoing transformation of my own life into the image of Christ;
- 22.3 I will honour each member's gift and role in the church and commit to love and serve them as Christ has loved and served me;
- 22.4 I will take a practical interest in all the Church's mission work, both at home and abroad, through regular attendance, participation in prayer and active service in the life of the Church; and
- 22.5 I will contribute financially regularly, according to ability and with regard to the Biblical principles, to the support of the Church.

## Members

### 23. Membership and register of members

- 23.1 The members of the **church** are:
  - (a) **initial members**, and
  - (b) any other person that both the majority of **directors** and the majority in a church meeting allow to be a member, in accordance with this constitution.
- 23.2 The **church** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
  - (a) for each current member:
    - i. name
    - ii. contact details, and
    - iii. date the member was entered on to the register.
  - (b) for each person who stopped being a member in the last 7 years:
    - i. name
    - ii. contact details, and
    - iii. dates the membership started and ended.
- 23.3 The **church** must give current members access to the register of members.
- 23.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

### 24. Who can be a member

- 24.1 A person who meets the following requirements is eligible to apply to be a member of the **church** under clause 25:
  - (a) Have accepted and publicly professed their faith in Jesus Christ
  - (b) Have been baptised in a Christian church either:
    - i. As a confessing believer, or
    - ii. Having later confessed belief in a public service in a Christian church (often called "confirmation"),
  - (c) Do affirm the Statement of Faith (clause 21),
  - (d) Do affirm the covenant of membership (clause 22) and commit in writing to uphold it,
  - (e) Support the purpose of the church, as per clause 6 of the constitution.
- 24.2 In this clause, 'person' means an individual only.

### 25. How to apply to become a member

A person (as defined in clause 24.2) may apply to become a member of the **church** by informing the secretary that they:

- (a) want to become a member
- (b) meet the requirements of membership in clause 24.1, and

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- (c) agree to comply with the **church's** constitution and constitutional by-laws, including paying the guarantee under clause 4 if required.

### **26. Directors and general meeting decide whether to approve membership**

- 26.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 26.2 If the directors approve an application, the secretary must present the application to the next general meeting.
- 26.3 If the general meeting approves the application, the secretary must as soon as possible:
  - (a) enter the new member on the register of members, and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 27).
- 26.4 If the directors or general meeting reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

### **27. When a person becomes a member**

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

### **28. When a member is absent for an extended period**

- 28.1 If a member is not **actively participating** in the **church** for a period of more than six months, the following actions are performed:
  - (a) the secretary writes to the member requesting they confirm in writing that they want to remain a member,
  - (b) if they do not respond their membership is revoked as per clause 29 (d) below,
  - (c) if they respond in writing requesting placement on the **absent members** list, they are added to that list.
- 28.2 If a person temporarily moves away, they may request in writing to be placed on the **absent members** list until they return.
- 28.3 People on the **absent members** list:
  - (a) may not vote in any meetings,
  - (b) may not hold any positions in the church,
  - (c) are removed from all membership after five continuous years on the list,
  - (d) are returned to the active members list after they have resumed **active participation** for two months.

### **29. When a person stops being a member**

A person immediately stops being a member if they:

- (a) die
- (b) resign, by writing to the secretary
- (c) are expelled under clause 30, or
- (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

## Reconciliation and disciplinary procedures

### **30. Reconciliation process**

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- 30.1 The reconciliation process in this clause applies to cases where one member or pastor (the injured party) accuses another of sin according to specified New Testament tenets. The preferred goal of this process is not discipline but reconciliation.
- 30.2 A member or pastor must not start a reconciliation process in relation to a matter which is the subject of a disciplinary procedure under clause 30 until the disciplinary procedure is completed.
- 30.3 Those involved in the process must try to resolve it between themselves by either agreeing that no sin has occurred or by the sinner apologising and repenting within 14 days of knowing about it.
- 30.4 If no reconciliation is achieved under clause 30.3, they must within 14 days:
- (a) tell the pastors about the dispute in writing
  - (b) agree or request that one or two witnesses be appointed, and
  - (c) make a second attempt in good faith to achieve reconciliation.
- 30.5 The witnesses must:
- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree, witnesses are chosen by the **uninvolved leaders** of the church, where such are:
    - i. for disputes between members or deacons, the pastors, or
    - ii. for disputes involving pastors but not deacons, people chosen by the deacons,
    - iii. for disputes involving pastors and deacons, people chosen by the pastors and deacons not involved.
- 30.6 A witness chosen by the pastors or deacons under clause 30.5(b):
- (a) may be a member or former member of the **church**
  - (b) must not have a personal direct interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute,
  - (d) must be a person of trustworthy character.
- 30.7 When witnessing the second attempt at reconciliation, the witnesses must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that those involved are given natural justice, and
  - (d) pay attention to any apology and repentance or lack thereof.
- 30.8 If reconciliation is still not achieved after this second attempt, the accused party is disciplined as per clause 31.
- 30.9 If at any time during the reconciliation process of this clause either member involved leaves the church, this process is suspended. However, if a member returns the process may be reinitiated (with the hope that genuine reconciliation will be achieved).

### 31. Disciplining members

- 31.1 In accordance with this clause, the uninvolved leaders (as per clause 30.5(b)) may resolve to take a member before a **church disciplinary meeting** if they consider that:
- (a) the member has sinned against God, or
  - (b) the member has breached this constitution, or
  - (c) the member has broken the law of Queensland, or
  - (d) the member has refused to reconcile with an injured party under clause 30.
- 31.2 In the case where the uninvolved leaders decide to take a member before a **church disciplinary meeting**, they:
- (a) must inform the member of that in writing, at least 14 days before the meeting,
  - (b) need not write the details of the accusation in any communication,
  - (c) if reconciliation is achieved at any time before the meeting, then the process is considered complete and reconciliation achieved, and the meeting will be cancelled.
- 31.3 A **church disciplinary meeting** is a **general meeting** with the following requirements superseding or adding to the rules:

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- (a) To maximize personal privacy and minimise the potential of gossip, only church members may attend the meeting (no non-members are allowed to attend), and no auditor is allowed.
  - (b) Only the uninvolved leaders (as per clause 30.5(b)) can call such a meeting.
  - (c) The written notice of the meeting need not include specific details of the sin being evaluated, but:
    - i. Must include the parties involved and the nature of their involvement (including witnesses), and
    - ii. Must be given in the name of the uninvolved leaders.
  - (d) The agenda for such a meeting can only include the disciplinary matter under consideration.
  - (e) No representatives may be appointed, or proxy votes submitted (members must attend and vote in person).
  - (f) No technology may be used to hold the meeting—it must be held with all people in attendance in the same location.
  - (g) The chair must be chosen from one of the uninvolved leaders.
  - (h) The minutes are distributed only to members and held in private (not publicly accessible) storage.
  - (i) Any resolution from the meeting is distributed only to the members of the church.
- 31.4 The disciplinary process ends when either:
- (a) reconciliation is achieved, or
  - (b) the **church disciplinary meeting** resolves to expel the sinning member.
- 31.5 In the case in which a member is expelled, the following process must be followed:
- (a) The member is removed from the membership roll,
  - (b) The secretary must give written notice of the decision to the member as soon as possible.
  - (c) The uninvolved leaders must make a statement explaining the decision to all remaining members as soon as possible.
- 31.6 A member cannot be fined.
- 31.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 31.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## General meetings of members

### 32. General meetings called by the directors

- 32.1 The **directors** may call a **general meeting**.
- 32.2 If members with at least 10% of the votes that may be cast at a **general meeting** make a written request to the **church** for a **general meeting** to be held, the **directors** must:
- (a) within 14 days of the members' request, give all members notice of a **general meeting**, and
  - (b) hold the **general meeting** within 2 months of the members' request.
- 32.3 The percentage of votes that members have (in clause 32.2) is to be worked out as at midnight before the members request the meeting.
- 32.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
  - (b) sign the request, and
  - (c) give the request to the **church**.
- 32.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

### 33. General meetings called by members

- 33.1 If the **directors** do not call the meeting within 14 days of being requested under clause 32.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 33.2 To call and hold a meeting under clause 33.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
  - (b) call the meeting using the list of members on the **church's** member register, which the **church** must provide to the members making the request at no cost, and
  - (c) hold the **general meeting** within three months after the request was given to the **church**.

### 34. Annual general meeting

- 34.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **church**, and
  - (b) after the first annual **general meeting**, at least once in every calendar year.
- 34.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **church's** activities
  - (b) a review of the **church's** finances
  - (c) any auditor's report
  - (d) the election of pastors and directors, and
  - (e) the appointment and payment of auditors, if any.
- 34.3 Before or at the annual **general meeting**, the **directors** must give information to the members on the **church's** activities and finances during the period since the last annual **general meeting**.
- 34.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the leadership of the **church**.

### 35. Notice of general meetings

- 35.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
  - (b) each **director**, and
  - (c) the auditor (if any).
- 35.2 Notice of a **general meeting** must be provided in writing at least 14 days before the meeting.
- 35.3 Subject to clause 35.4, notice of a meeting may be provided less than 14 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
  - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 35.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a pastor or director
  - (b) appoint a pastor or director in order to replace a pastor or director who was removed, or
  - (c) remove an auditor.
- 35.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)

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- (b) the general nature of the meeting's business
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
  - i. the proxy does not need to be a member of the **church**
  - ii. the proxy form must be delivered to the **church** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
  - iii. the proxy form must be delivered to the **church** at least 48 hours before the meeting.

35.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

### 36. Quorum at general meetings

36.1 For a **general meeting** to be held, at least one third of the members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

36.2 No business may be conducted at a **general meeting** if a quorum is not present.

36.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week
- (b) if the time is not specified – the same time, and
- (c) if the place is not specified – the same place.

36.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

### 37. Auditor's right to attend meetings

37.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

37.2 The **church** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **church** is entitled to receive.

### 38. Representatives of members

38.1 An incorporated member may appoint as a representative:

- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 45.

38.2 The appointment of a representative by a member must:

- (a) be in writing
- (b) include the name of the representative
- (c) be signed (or electronically signed) on behalf of the member, and
- (d) be given to the **church** or, for representation at a meeting, be given to the chairperson before the meeting starts.

38.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.

38.4 The appointment may be standing (ongoing).

### 39. Using technology to hold meetings

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- 39.1 The **church** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 39.2 Anyone using this technology is taken to be present in person at the meeting.

### 40. Chairperson for general meetings

- 40.1 The **elected chairperson** is entitled to chair **general meetings**.
- 40.2 The members present and entitled to vote at a **general meeting** may choose a pastor, director or member to be the chairperson for that meeting if:
- there is no **elected chairperson**, or
  - the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
  - the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

### 41. Role of the chairperson

- 41.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 41.2 The chairperson does not have a casting vote.

### 42. Adjournment of meetings

- 42.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 42.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Members' resolutions and statements

### 43. Members' resolutions and statements

- 43.1 Members with at least 10% of the votes that may be cast on a resolution may give:
- written notice to the **church** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
  - a written request to the **church** that the **church** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 43.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 43.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 43.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 43.5 The percentage of votes that members have (as described in clause 43.1) is to be worked out as at midnight before the request or notice is given to the **church**.
- 43.6 If the **church** has been given notice of a members' resolution under clause 43.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 43.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

### 44. Church must give notice of proposed resolution or distribute statement

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- 44.1 The **church** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
  - (b) the **directors** consider it may be defamatory, or
  - (c) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

### 45. Circular resolutions of members

- 45.1 Subject to clause 45.3, the **directors** may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 45.2 The **directors** must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 45.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint or remove a pastor or director
  - (b) for passing a **special resolution**, or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 45.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 45.5 or clause 45.6.
- 45.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 45.6 The **church** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at general meetings

### 46. How many votes a member has

Each member has one vote.

### 47. Challenge to member's right to vote

- 47.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 47.2 If a challenge is made under clause 47.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 48. How voting is carried out

- 48.1 Voting must be conducted and decided by:
- (a) a show of hands
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 48.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 48.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 48.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

#### 49. When and how a vote in writing must be held

- 49.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
  - (b) **members present** with at least 10% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - (c) the chairperson.
- 49.2 A vote in writing must be taken when and how the chairperson directs, unless clause 49.3 applies.
- 49.3 A vote in writing must be held immediately if it is demanded under clause 49.1:
- (a) for the election of a chairperson under clause 40.2, or
  - (b) to decide whether to adjourn the meeting.
- 49.4 A demand for a vote in writing may be withdrawn.

#### 50. Appointment of proxy

- 50.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 50.2 A proxy does not need to be a member.
- 50.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
  - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
  - (c) join in to demand a vote in writing under clause 49.1.
- 50.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
  - (b) the **church's** name
  - (c) the proxy's name or the name of the office held by the proxy, and
  - (d) the meetings at which the appointment may be used.
- 50.5 A proxy appointment may be standing (ongoing).
- 50.6 Proxy forms must be received by the **church** at the address stated in the notice under clause 35.5(d) or at the **church's** registered address at least 48 hours before a meeting.
- 50.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 50.8 Unless the **church** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
  - (b) is mentally incapacitated
  - (c) revokes the proxy's appointment, or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 50.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

#### 51. Voting by proxy

- 51.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 51.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
  - (b) if the way they must vote is specified on the proxy form, must vote that way, and
  - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## Pastors and directors

### 52. Employment of pastors

- 52.1 As stated in the definitions in clause 20, all pastors of the **church** are directors. They receive no remuneration for their role as directors.
- 52.2 However, a pastor may be a paid employee of the **church** for their pastoral work as distinct from their directorship. Such employment makes no difference to their pastoral role except in matters of conflict of interest regarding their personal remuneration.

### 53. Non-pastoral directors

- 53.1 Non-pastoral directors (directors who are not also pastors) may only be appointed or elected if there are fewer pastors than the minimum allowed number of directors (three).

### 54. Election and appointment of pastors and directors

- 54.1 The initial pastors are the people who have agreed to act as pastors and who are named as proposed pastors in the application for registration of the **church**.
- 54.2 Apart from the initial pastors and pastors or directors appointed under clause 54.6, the members may elect a pastor or director by a resolution passed in a **general meeting**.
- 54.3 Each of the pastors and directors must be appointed by a separate resolution, unless:
- the members present have first passed a resolution that the appointments may be voted on together, and
  - no votes were cast against that resolution.
- 54.4 A person is eligible for election as a pastor of the **church** only if they:
- are nominated by a Pastoral Search Team as defined in clause 55,
  - give the **church** their signed consent to act as a pastor of the **church**, and
  - are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 54.5 A person is eligible for election as a director of the **church** if they:
- are a member of the **church**,
  - are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
  - give the **church** their signed consent to act as a director of the **church**, and
  - are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 54.6 The directors may appoint a person as a director to fill a casual vacancy if that person:
- is a member of the **church**,
  - gives the **church** their signed consent to act as a director of the **church**, and
  - is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 54.7 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

### 55. The Pastoral Search Team

- 55.1 The Pastoral Search Team is a committee of at least three people chosen by the unanimous agreement of existing pastors and deacons from:
- the existing pastors,
  - the existing deacons, or

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- (c) any member.
- 55.2 The team is responsible for advertising, shortlisting, interviewing, childsafe testing, reference checking, and negotiating terms and conditions with candidates for a pastoral vacancy.
- 55.3 Every pastoral nominee must be a person who:
- (a) is either
    - i. a member, or
    - ii. meets the requirements of church membership as defined in clause 24.1;
  - (b) fulfils the description of an overseer as described in 1 Tim 3:1-7, and explained in Appendix C—Requirements of an overseer (pastor); and
  - (c) has formal training in theology from a recognised tertiary institution.
- 55.4 The team will present any nomination in the form of a resolution to a **general meeting**. The resolution will detail the process the team carried out, the results of that process, and their evaluation of the results, along with their recommendations, including any proposed terms and conditions.

### 56. Election of chairperson

The directors must elect a director as the **church's elected chairperson**.

### 57. Term of office for pastors

- 57.1 At each annual **general meeting** any pastor whose term has expired must retire.
- 57.2 A pastor's term of office starts at the end of the annual **general meeting** at which they are affirmed and ends at the end of the annual **general meeting** at which they retire.
- 57.3 Each pastor must retire at least once every four years.
- 57.4 A pastor who retires under clause 57.1 may nominate for reaffirmation.

### 58. When a pastor stops being a pastor

A pastor stops being a pastor:

- (a) three months after they give written notice of resignation as a pastor to the **church**,
- (b) when they die,
- (c) immediately if they violate the requirements for a pastor found in clause 55.3, and a resolution of the members is passed to remove them,
- (d) three months after a resolution of the members is passed to remove them,
- (e) when they stop being a member of the **church**,
- (f) when they are absent for one month or 3 consecutive directors' meetings, whichever is longer, without approval from the other pastors, or
- (g) immediately when they become ineligible to be a director of the **church** under the **Corporations Act** or the **ACNC Act**.

### 59. Term of office for non-pastoral directors

- 59.1 At each annual **general meeting** any director appointed by the directors to fill a casual vacancy must retire.
- 59.2 Other than a director appointed under clause 54.6, a non-pastoral director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 59.3 Each non-pastoral director must retire at least once every three years.

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- 59.4 A non-pastoral director who retires may nominate for election or re-election, subject to clause 53.1.
- 59.5 A non-pastoral director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

### 60. When a non-pastoral director stops being a director

A non-pastoral director stops being a director if they:

- (a) give written notice of resignation as a director to the **church**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the **church**
- (e) are a representative of a member, and that member stops being a member
- (f) are a representative of a member, and the member notifies the **church** that the representative is no longer a representative
- (g) are absent for 6 consecutive directors' meetings or two months, whichever is longer, without approval from the directors, or
- (h) become ineligible to be a director of the **church** under the **Corporations Act** or the **ACNC Act**.

## Powers of directors (pastoral and non-pastoral)

### 61. Powers of directors

- 61.1 The directors are responsible for managing and directing the activities of the **church** to achieve the purposes set out in clause 6 of the constitution.
- 61.2 The directors may use all the powers of the **church** except for powers that, under the **Corporations Act** or the constitution and its by-laws, may only be used by members.
- 61.3 The directors must decide on the responsible financial management of the **church** including:
  - (a) any suitable written delegations of power under clause 62, and
  - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 61.4 The directors cannot remove a pastor, director or auditor. Pastors, directors and auditors may only be removed by a members' resolution at a **general meeting**.

### 62. Delegation of directors' powers

- 62.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **church** (such as a chief executive officer) or any other person, as they consider appropriate.
- 62.2 The delegation must be recorded in the **church's** minute book.

### 63. Execution of documents

The **church** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **church**, or
- (b) a director and the secretary.

## Duties of directors (pastoral and non-pastoral)

### 64. Duties of directors

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The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **church**
- (b) to act in good faith in the best interests of the **church** and to further the charitable purposes of the **church** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 65
- (f) to ensure that the financial affairs of the **church** are managed responsibly, and
- (g) not to allow the **church** to operate while it is insolvent.

### 65. Conflicts of interest

65.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

65.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

65.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 65.4:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

65.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the **church**, and the other members have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **church** (see clause 83)
- (c) their interest relates to a payment by the **church** under clause 82 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **church**, and
  - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

## Directors' meetings

### 66. Attendees of directors' meetings

- 66.1 Directors' meetings are attended by the pastors and non-pastoral directors (that is, all of the directors) of the church.
- 66.2 The directors may determine at any stage that the meeting is open to the public, or closed to the public, and a simple spoken announcement is sufficient notice.

### 67. When the directors meet

The directors may decide how often, where and when they meet.

### 68. Calling directors' meetings

- 68.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 68.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

### 69. Chairperson for directors' meetings

- 69.1 The **elected chairperson** is entitled to chair directors' meetings.
- 69.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
  - (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

### 70. Quorum at directors' meetings

- 70.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 70.2 A quorum must be present for the whole directors' meeting.

### 71. Using technology to hold directors' meetings

- 71.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 71.2 The directors' agreement may be a standing (ongoing) one.
- 71.3 A director may only withdraw their consent within a reasonable period before the meeting.

### 72. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

### 73. Circular resolutions of directors

- 73.1 The directors may pass a circular resolution without a directors' meeting being held.
- 73.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 73.3 or clause 73.4.
- 73.3 Each director may sign:
  - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

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- 73.4 The **church** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 73.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 73.3 or clause 73.4.

### Secretary

#### 74. Appointment and role of secretary

- 74.1 The **church** must have at least one secretary, who may also be a director.
- 74.2 A secretary must be appointed by the directors (after giving the **church** their signed consent to act as secretary of the **church**) and may be removed by the directors.
- 74.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 74.4 The role of the secretary includes:
- (a) maintaining a register of the **church's** members, and
  - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), **directors' meetings** and circular resolutions.

### Minutes and records

#### 75. Minutes and records

- 75.1 The **church** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
  - (b) minutes of circular resolutions of members
  - (c) a copy of a notice of each **general meeting**, and
  - (d) a copy of a members' statement distributed to members under clause 44.
- 75.2 The **church** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of directors.
- 75.3 To allow members to inspect the **church's** records:
- (a) the **church** must give a member access to the records set out in clause 75.1, and
  - (b) the **directors** may authorise a member to inspect other records of the **church**, including records referred to in clause 75.2 and clause 76.1.
- 75.4 The **directors** must ensure that minutes of a **general meeting** or a **directors' meeting** are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 75.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

#### 76. Financial and related records

- 76.1 The **church** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 76.2 The **church** must also keep written records that correctly record its operations.
- 76.3 The **church** must retain its records for at least 7 years.
- 76.4 The **directors** must take reasonable steps to ensure that the **church's** records are kept safe.

## Notice

### 77. What is notice

- 77.1 Anything written to or from the **church** under any clause in this constitution is written notice and is subject to clauses 78 to 80, unless specified otherwise.
- 77.2 Clauses 78 to 80 do not apply to a notice of proxy under clause 50.6.

### 78. Notice to the church

Written notice or any communication under this constitution may be given to the **church**, the **directors** or the secretary by:

- (a) delivering it to the **church's** registered office
- (b) posting it to the **church's** registered office or to another address chosen by the **church** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **church** to the members as the **church's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **church** to the members as the **church's** fax number.

### 79. Notice to members

- 79.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
  - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
  - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 79.2 If the **church** does not have an address for the member, the **church** is not required to give notice in person.

### 80. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

### 81. Church's financial year

The **church's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

## Indemnity, insurance and access

### 82. Indemnity

- 82.1 The **church** indemnifies each officer of the **church** out of the assets of the **church**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **church**.
- 82.2 In this clause, 'officer' means a pastor, director or secretary and includes a pastor, director or secretary after they have ceased to hold that office.
- 82.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **church** is not precluded by law (including the **Corporations Act**) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 82.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **church**.

### 83. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the **directors** consider it appropriate, the **church** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **church** against any liability incurred by the person as an officer of the **church**.

### 84. Directors' access to documents

- 84.1 A **director** has a right of access to the financial records of the **church** at all reasonable times.
- 84.2 If the **directors** agree, the **church** must give a **director** or former **director** access to:
- (a) certain documents, including documents provided for or available to the **directors**, and
  - (b) any other documents referred to in those documents.

## Definitions

### 85. Definitions

In these constitutional bylaws the definitions of the constitution's clause 16 applies, and:

**church** means the **company** referred to in clause 1

**elected chairperson** means a person elected by the directors to be the **church's** chairperson under clause 55

**general meeting** means a meeting of members and includes the annual **general meeting**, under clause 34.1

**initial member** means a person who is named in the application for registration of the **church**, with their consent, as a proposed member of the **church**

**member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

**signed** means either physically signed paper (including an electronic or physical copy) or digital communication signed in some form such as traceable origin or digital certificate

**minute book** means a record of the church's meetings, either electronic or physical

## Appendix A—The Nicene-Constantinopolitan Creed

I believe in one God, the Father Almighty, Maker of heaven and earth, and of all things visible and invisible.

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And in one Lord Jesus Christ, the only-begotten Son of God, begotten of the Father before all worlds; God of God, Light of Light, very God of very God; begotten, not made, being of one substance with the Father, by whom all things were made.

Who, for us for our salvation, came down from heaven, and was incarnate by the Holy Spirit of the virgin Mary, and was made man; and was crucified also for us under Pontius Pilate; He suffered and was buried; and the third day He rose again, according to the Scriptures; and ascended into heaven, and sits on the right hand of the Father; and He shall come again, with glory, to judge the living and the dead; whose kingdom shall have no end.

And I believe in the Holy Spirit, the Lord and Giver of Life; who proceeds from the Father and the Son; who with the Father and the Son together is worshipped and glorified; who spoke by the prophets.

And I believe in one holy universal and apostolic Church. I acknowledge one baptism for the remission of sins; and I look for the resurrection of the dead, and the life of the world to come.<sup>1</sup>

### Appendix B—Foundations and implementation of the reconciliation and disciplinary procedures

The Reconciliation and Disciplinary Procedures in this constitution are modelled on Matthew 18:15-20. The purpose is reconciliation, not discipline, although a lack of repentance may require discipline.

The need for such processes is not merely in order to protect the church from defilement (the real and visible loss of holiness), but also to protect the members of the church (including members who are the focus of discipline) from the mistake of not taking their own sins seriously enough.

This procedure therefore deals only with Biblical sins, not with personal offense or “cultural sins.” For example: Jesus explains that calling your brother a fool (also translated “idiot” or the like) is a sin akin to murder (Matthew 5:21-22), so that is a Biblical sin (however, saying something like “Don’t be a fool” is not calling someone a fool, but warning them against it). However, there is no Biblical evidence that failing to invite someone to dinner, for example, is a sin. It should be noted, however, that Christians are Biblically required to obey the law of the land, except where it conflicts with God’s commands (see Romans 13:1-7).

The apostle Paul demonstrates an application of this reconciliation and disciplinary process and explains the benefits it offers to the church and the one being disciplined in 1 Corinthians 5. Paul’s concern for the holiness of the church in a desecrated world and the soul of the sinner should always be uppermost in our minds through such a process.

These procedures differ from Jesus’ process in that they:

1. are written to suit a constitution (i.e. ready to be followed by the members and officers of the church), and

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<sup>1</sup> [\*Historic Creeds and Confessions\*](#), electronic ed. (Oak Harbor: Lexham Press, 1997).

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2. involve the pastors in a guidance role for pragmatic reasons.

The involvement of pastors in the procedures is simply to ensure that Jesus' recommendations are carried out and in a way that causes as little damage to people as possible. Pastors and deacons have no greater authority in the process than the rest of the members (it requires a members meeting to expel a sinner). However, pastors and deacons can use their wisdom in determining whether a dispute is really over a Biblical sin or whether offence has been taken where no sin exists. In this role, the spiritual maturity of pastors and deacons is required.

Finally, the question might be asked, how many times can a person be subjected to this process until they are summarily expelled? Jesus discusses just this issue with his disciples immediately after he presents his process, and we find this in Matthew 18:21-35. Jesus' answer is that we must forgive a genuinely repentant brother time and time, without any effective limit. Our hearts should have the same amount of mercy as God's, namely an infinite amount.

This raises the question of how we can tell whether repentance is genuine. The answer to that, of course, is that we cannot. Weak willed people, or those for whom their love of Christ is weak, and so they have a weak motivation to obey his commands (i.e. to live righteous lives), will fall back into sin easily regardless of how genuine their repentance is. But weak love or faith is different from a lack of repentance. Do we want to judge our brother's weakness when our own weaknesses are so great? (See Matthew 7:1-5, where Jesus speaks about hypocrisy.) So it seems we must simply accept a sinners repentance at face value.

This does not, of course, mean that we need to be ignorant of the weakness of their faith. It may be pastorally necessary to ensure that, as far as is possible within the church, such a person has limited exposure to the temptations which they find so hard to resist. For example, their ministry opportunities may need to be severely restricted. But they will nonetheless remain within the loving community of the church, where their faith may be encouraged and built up.

### Appendix C—Requirements of an overseer (pastor)

An Elder/Pastor (from here on, just Pastor) must be, as per 1 Timothy 3:1-7:

- A man with a clean record as a Christian (not someone who is struggling mightily with pride, anger, or sexual sin, for example). This is a responsibility to be a conqueror, as per Revelation 2 and 3.
- The husband of one wife. Given Jesus' teaching on divorce and God's view of its inapplicability (see Mt 19, Mk 10, Lk 16, especially the idea that remarriage is adultery), this excludes remarried men.
- Clear-minded and sensible, able to make wise decisions and avoid rash ones. This is a key attribute of any leader.
- Someone who knows themselves; able to manage their behaviour and their relationships rationally and reasonably. Emotionally mature. Self-controlled.
  - One practical expression of this is that he is never drunk, always sober (if he drinks, he must never drink to excess). Religious or cultural excuses provide no justification: he should be controlled by the Spirit at all times, never by spirits.
- Someone whose life is well-ordered, an external reality reflecting the inner reality of their self-control and self-knowledge. Respectable.

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- A practical expression is how he manages his household—it should be well-ordered.
- His children should be well managed (that doesn't mean that they have to be perfect, they are, after all, independent beings that even God doesn't control, but they should bear the marks of good parenting and his selfless love for them).
- Someone who welcomes and loves and cares for anyone and everyone, including strangers and guests (hospitality). Such behaviour should be evident in their home, in their work, and in the church.
  - A practical expression of this is his gentle nature—he must never be violent.
  - Another practical expression is that he is not quarrelsome—he does not start squabbles nor does he unnecessarily continue them, rather he always attempts to resolve conflict.
- A skilled teacher, able to disciple, develop and grow his family and the congregation to become more and more like Christ every day.
- A man who does not care for money, since we cannot have two masters—we either obey Christ or money.
- Mature in the faith: having been a Christian for a long time. A new Christian can easily fall prey to pride if they are promoted too quickly. A longer term Christian will be very much aware of the deadly snares of sin and pride, and won't take things for granted.
- A man of good reputation outside the church. If a Pastor has a bad reputation in the secular world (bad in terms a Christian would agree with, not bad *because* he's a Christian), then the church he leads will be inevitably compromised, and his leadership will undermine rather than build up the church. A bad reputation includes a criminal record which is not related to his Biblical Christian practice.