



***VICTORIAN COUNCIL OF
CHURCHES, INC***

CONSTITUTION

Constitution – adopted 1 June 2019

Constitution of the Victorian Council of Churches, Inc

1. NAME

- (a) The name of the organisation is the "Victorian Council of Churches, Inc" (hereinafter referred to as "the Council").

2. BASIS

- 2.1 The Council gathers together in pilgrimage Churches which confess the Lord Jesus Christ as God and Saviour according to the Scriptures; seeks to fulfil together their common calling to the glory of the one God, Father, Son and Holy Spirit; and commit themselves
- (a) to deepen their relationship with each other in order to express more visibly the unity willed by Christ for his church, and
- (b) to work together towards the fulfilment of their common mission of witness, proclamation and service.
- 2.2 The principal purposes of the churches working as the Council are:
- (a) to assist Victorian Churches to follow Jesus Christ, their Lord and Saviour;
- (b) to bear witness to Jesus Christ in the community in mission and service;
- (c) to assist Victorian Churches to live out Christ's prayer, that all who believe in his word may be one, so that the world may believe (John 17:20-25);
- (d) to confer together as those marked by the Cross and Resurrection, sharing one another's joys and sufferings (1 Corinthians 12:26) and bearing one another's burdens to fulfil the law of Christ (Galatians 6:2).
- 2.3 The Victorian Council of Churches expresses these purposes by
- (a) engaging in ways which respect our diverse responses to God,
- (b) being perceptive to Member Churches' different perspectives with, so far as possible, resolution in unity with one another, and
- (c) giving and receiving those gifts of our Christian faith which may enrich each other.
- 2.4 The Victorian Council of Churches expresses these purposes to others by
- (a) sharing and promoting Christian perspectives on public issues;
- (b) being a point of contact through which, governments and other public bodies may consult Member Churches together, and a support for church leaders in their engagement with governments and other public bodies;
- (c) determining common action on, and being a voice for Member Churches to speak in unison about, matters concerning the faith they hold in common; and
- (d) being a forum where those of other faiths and world views may engage in dialogue with Christian Churches on a basis of respect and honesty.

3. THE CHURCH, THE CHURCHES AND THE COUNCIL

- 3.1 The Council is not a church. Rather, by bringing its Member Churches into a living contact with each other it desires to give expression to the significant bonds which already exist between them: what they share with each other as Christians because of their union (often called communion or koinonia) with God in Christ Jesus through the Holy Spirit. It recognises that each Member Church brings to the Council its own understanding of the nature of the Church.
- 3.2 No Member Church is being asked to forsake or compromise its own ecclesiology. Rather, the Council provides a framework within which Member Churches are encouraged to enter into dialogue, at all levels, about the understanding of "church" which each Church holds.

- 3.3 While some Member Churches may not be able to recognise each other as churches in the full and true sense, they nevertheless acknowledge in each other important elements of both doctrine and practice that belong to the church which Christ founded. It is hoped that through further dialogue the Member Churches will broaden their knowledge of each other, extend their recognition of each other, find ways of giving greater expression to what they hold in common, and move towards a more visible expression of the unity Christ has given to his church.

4. DEFINITIONS

In these Rules, unless the contrary appears:

- 4.1 "Association" means the Victorian Council of Churches, Inc.
- 4.2 "Annual Conference" means the annual general meeting of the Council held in accordance with section 30 of the Act.
- 4.3 "Conference" means a general meeting convened in accordance with Rule 9.
- 4.4 "Financial year" means the year ending 31 December.
- 4.5 "Member Churches" means churches that have agreed to relate with each other through the Council and are included as Member Churches in accordance with these Rules.
- 4.6 "Representative" means a representative of a Member Church who is appointed in accordance with these Rules.
- 4.7 "Office bearer" means the President, immediate Past President, Deputy President, or Treasurer.
- 4.8 "Standing Committee" means the committee of the Council established in accordance with Rule 10.
- 4.9 "Ordinary member of Standing Committee" means a member of the Standing Committee who is not the President, Deputy President, or Treasurer of the Council.
- 4.10 "the Act" means the Associations Incorporation Reform Act 2012 and includes regulations made under the Act.
- 4.11 "special resolution" means a special resolution passed in accordance with section 39 of the Act.
- 4.12 "the Regulations" means Regulations properly made and in effect, and contained in the Appendices.
- 4.13 "these Rules", or reference to a particular Rule, includes Regulations duly made under the Rules.
- 4.14 Words or expressions contained in these Rules are interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

5. OBJECTIVES

- 5.1 The objectives of the Council are:
- (a) to enable the Member Churches to develop their existing relationships by
 - i) raising awareness among their members of Christ's gift of unity and of his call to express that unity through prayer, dialogue and shared engagement in mission; and
 - ii) coming to know each other better in all respects, including the areas of spirituality, liturgy, theology, history, sociology and culture;
 - (b) to encourage and enable the Member Churches in the light of the Gospel to be a prophetic voice to each other and the community by
 - i) developing a deeper understanding of evangelism/evangelisation in Australia's cultural context;

- ii) addressing moral issues;
 - iii) speaking out on behalf of oppressed people;
 - iv) acting in solidarity with Aboriginal and Torres Strait Islander People; and
 - v) responding to human need and acting on issues of justice, peace and creation;
- (c) to promote relationships
- i) with non-member Churches, particularly through the Victorian Church Leaders' Meeting,
 - ii) with other ecumenical bodies within Australia, and
 - iii) with people of other living faiths; and
- (d) to support the management of initiatives and programs which provide direct service to persons in need of relief of poverty, sickness, suffering, distress, misfortune and helplessness resulting from emergencies and disasters
- (e) to undertake such initiatives as determined from time to time by the Conference or at the request of Member Churches, and help to build resilience in the Community.

6. MEMBERSHIP

- 6.1 Membership is open to those Churches which accept the Basis of the Council as set out in Section 2.1.
- 6.2 A Church may at any time express interest in becoming a Member Church. Upon the recommendation of the Standing Committee, election to membership shall be by resolution passed by a majority of not less than three quarters of the Members of Conference present and voting at a meeting of the Conference.
- 6.3 A Church which does not have credal statements within its tradition and therefore finds it difficult to subscribe formally to what appears to it to be a written credal statement in the Basis may apply for and be elected to membership provided that the Church demonstrates by its life and conduct that it upholds the spirit of the Basis.
- 6.4 A Member Church may resign from membership by giving not less than three (3) calendar months' written notice of resignation to the Executive Officer. The notice will take effect at the expiry of the period of notice unless it is withdrawn in the meantime.
- 6.5 The Executive Officer will maintain a register of the Member Churches, with their date of inclusion and cessation.

7. STRUCTURE

- 7.1 The Council is part of a statewide ecumenical movement of prayer, reflection and relationship in Victoria.
- 7.2 The components of the Council's structure are:
- o the Conference
 - o the Standing Committee of the Council
 - o Commissions, committees and working groups established by the Conference or Standing Committee
 - o Programs conducted by the Council, and
 - o Staff of the Council

8. THE CONFERENCE

8.1 The Conference is the general meeting of the Council. The Conference's responsibility is to enable Member Churches to deliberate on the work of the Council, and to establish and review the overall policies and programs of the Council.

8.2 The participants at the Conference will be:

- (a) the representatives (whether in person or their alternate) as appointed by the Member Churches, as detailed in Appendix 1;
- (b) the President, immediate Past President, Deputy President, and Treasurer where the office bearer is not otherwise a representative of a Member Church;

Each representative shall have the right to attend and vote at the Conference.

The following will be invited to attend the Conference, and be entitled to participate in debate (but not to vote unless the person is otherwise a representative of a Member Church)

- chairs and members of Commissions, Networks or Working Groups
- program staff
- delegates of Associate Member organisations
- delegates of Inter Church Councils affiliated with the Council.

8.3 The Standing Committee shall from time to time determine the number of representatives which each Member Church may appoint for the purpose of Clause 8.2. In making its determination, the Standing Committee shall have regard to the relative size of each Member Church, and such other criteria as the Standing Committee considers relevant.

8.4 If the leader of a Member Church is unable to attend a meeting or part of a meeting of the Conference, the leader may appoint an alternate to attend and vote on his/her behalf.

9. MEETINGS OF THE CONFERENCE

- 9.1
- (a) There will be an annual conference, which will be the Annual General Meeting. This should be held within 5 months of end of financial year, to comply with Consumer Affairs Victoria regulations.
 - (b) The Council will hold other meetings at such times and for such purposes as the Standing Committee determines.
 - (c) The Standing Committee shall, on the requisition in writing of not less than ten percent (10%) of the representatives of Member Churches, convene a special meeting of the Conference.
 - (d) Not less than 21 days' notice of an ordinary meeting of the Conference and not less than 21 days' notice of a special meeting of the Conference shall be given to the representatives of Member Churches.
 - (e) The notice must specify the date, time and place of the meeting; and indicate the general nature of each item of business to be considered at the meeting; and, if a special resolution is to be proposed, state in full the proposed resolution; and state the intention to propose the resolution as a special resolution.
 - (f) Minutes of meetings of the Conference will be taken and kept, recording the business considered at the meeting, any resolution on which a vote is taken and the result of that vote, plus any declaration of conflict of interest. In addition, the Minutes will include the names of those attending the Conference. Copies of Minutes will also be sent to the nominated Alternates.

- 9.2 In addition to any other business which may be transacted at a meeting of the Conference the business of the ordinary meeting shall be:
- (a) to receive from the Standing Committee reports upon the activities of the Council since the last ordinary meeting;
 - (b) to receive and consider financial statements;
 - (c) to determine policy;
 - (d) at the Annual Conference,
 - i conduct separately those elections necessary to fill the positions of President, Deputy President and Members of the Standing Committee (see Regulations in Appendix II);
 - ii receive the audited financial Statements for the preceding financial year, and the certificate signed by two Standing Committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association;
 - iii receive the budget.
- 9.3 At a meeting of the Conference:
- (a) the President of the Council will be the chairperson of the Conference, or
 - (b) if the President is absent, the Deputy President; or
 - (c) if neither the President nor Deputy President is able or willing to act, the representatives of Member Churches present may choose another member of the Standing Committee to preside at the meeting.
- 9.4 The Executive Officer of the Council will be the secretary of the Conference.
- 9.5 Use of technology
- (a) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
 - (b) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
- 9.6
- (a) No business shall be transacted at any meeting of the Conference unless a quorum of representatives is present at the time when the meeting proceeds to business nor shall a meeting proceed if the chairperson determines by a count that a quorum is not present.
 - (b) A quorum shall consist of not fewer than twenty representatives (whether in person or their alternate) from not fewer than five Member Churches.
- 9.7 Voting at meetings of the Conference:
- (a) on any question arising at a Conference, each representative (OR their designated Alternate in the representative's absence) entitled to vote has one vote, and except in the case of a special resolution, the question must be decided by a majority of votes;
 - (b) if the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote;
 - (c) if the question is whether or not to confirm the minutes of a previous meeting, only representatives who were present at that meeting may vote;
 - (d) a special resolution is passed if not less than 66% of the members voting at a general meeting (whether in person or their alternate) vote in favour of the resolution.

10. THE STANDING COMMITTEE

- 10.1 (a) The Standing Committee will be responsible for implementing the policies of the Council, monitoring its work, and making policy recommendations to the Conference.
- (b) The Standing Committee will act on behalf of the Council between meetings of the Conference in respect of any of the responsibilities of the Council and may determine policy which is not inconsistent with policy determined or directions given by the Conference and act on any matter which does not require a resolution to be passed by more than a simple majority of those present and voting at a meeting of the Conference.
- (c) The Standing Committee will review and set member church contributions.
- (d) The Standing Committee will prepare and ratify the budget prior to the commencement of the following financial year.
- 10.2 The Standing Committee will consist of
- (a) the President,
- (b) the Deputy President,
- (c) the immediate past President,
- (d) the Executive Officer (*ex officio*),
- (e) the Treasurer,
- (f) seven (7) members elected by the Conference pursuant to Clause 9.2 (d. *i*), and
- (g) up to four (4) members co-opted by the Standing Committee to ensure representation from the various traditions among the Member Churches.
- 10.3 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 10.4 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 10.5 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 10.6 Committee members must exercise their powers and discharge their duties—
- (a) in good faith in the best interests of the Council; and
- (b) for a proper purpose.
- 10.7 Committee members and former committee members must not make improper use of—
- (a) their position; or
- (b) information acquired by virtue of holding their position—
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 10.8 A quorum shall consist of not less than six (6) members from five (5) member churches.
- 10.9 If, as the result of a failure of the grievance procedures, it is necessary to remove a Standing Committee member from office, this can be done at a general meeting of the Conference by special resolution.
- 10.10 The President will hold office for a period of two (2) years from the conclusion of the Annual Conference at which he or she is elected. The President may be re-appointed for one (1) further term of two (2) years.
- 10.11 The Deputy President will normally succeed the President.

- 10.12 The Treasurer shall be appointed by the Standing Committee, and will hold office for a term of two years. The Treasurer may be re-appointed for further terms.
- 10.13 The elected and co-opted members will serve for a two (2) year term.
- 10.14 A Standing Committee member may resign from the Committee by a written notice addressed to the Standing Committee. In the event of a casual vacancy occurring in the elected membership of the Standing Committee, the Standing Committee may fill the vacancy, and it shall be confirmed at the next ordinary Conference of the Council. Standing Committee. Members cease to be a member of the Committee if they fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence.
- 10.15 At a meeting of the Standing Committee
- (a) the President shall preside, or
 - (b) if the President is absent, unable or unwilling to act, the Deputy President;
 - (c) if neither the President nor Deputy President is able or willing to act, the members present may choose another member of the Standing Committee to preside at the meeting.
- 10.16 Subject to this Constitution the Standing Committee may meet and adjourn or otherwise regulate its meetings as it thinks fit.
- 10.17 The Standing Committee shall meet not less frequently than six (6) times in each calendar year.
- 10.18 Written notice of Standing Committee meetings will be given to each member in reasonable time before the meeting, and will include date and location of the meeting.
- 10.19 The President may at any time, and the Executive Officer shall, on the requisition of not less than six (6) members of the Standing Committee, convene a Special meeting of the Standing Committee. If a Special meeting is convened, written notice will be given to each member in reasonable time for the meeting, and the notice will include the general nature of the business to be conducted, as well as the date and location of the meeting.
- 10.20 Questions arising at a meeting of the Standing Committee shall be decided by a majority of votes of members present and voting.
- 10.21 Any matter put to a vote at a meeting of the Standing Committee will be decided by a simple majority. In the case of a tied vote, the motion will be deemed to be lost.
- 10.22 Minutes of meetings of the Standing Committee will be taken and kept, and these Minutes will record
- (i) the names of those attending the meeting,
 - (ii) the business considered at the meeting,
 - (iii) any resolution on which a vote is taken and the result of that vote,
 - (iv) any matter on which a member has disclosed a personal interest.

11 ASSOCIATE MEMBER ORGANISATIONS

- 11.1 Any ecumenical body active in Victoria may apply to become associated with the Council. The Standing Committee, on receiving an expression of interest for such association may recommend to the next meeting of the Conference that the organisation be recognised as an Associate Member.
- 11.2 The Executive Officer will maintain a register of Associate Members.

12 LOCAL INTER CHURCH COUNCILS

- 12.1 The Council may foster the establishment of local Inter Church Councils (ICC), and any ICC may seek affiliation with the Council.

Upon the recommendation of the Executive Officer to the Standing Committee, ICCs may be admitted as affiliated members of the VCC.

The Executive Officer will maintain a register of affiliated ICCs.

13 COMMISSIONS, COMMITTEES, PROGRAMS AND WORKING GROUPS

- 13.1 Commissions, committees, programs or working groups may be established to assist the Council to fulfil its objectives. They may be established by the Conference or the Standing Committee.
- 13.2 The mandate, size, membership and duration of office of such Commissions, committees or working groups will be determined by the Conference or the Standing Committee as necessary.
- 13.3 Membership of Commissions, committees, programs and working groups is open to people from non-Member Churches with a view to a balance of gender and lay or ordained members.
- 13.4 Commissions, committees, programs and working groups will be responsible to the Conference through the Standing Committee.
- 13.5 Programs requiring employed staff will be responsible, in the first instance, to the Standing Committee through the Executive Officer.
- 13.6 The Standing Committee may delegate to Commissions, committees, programs and working groups such matters as will facilitate the business of the Council.

14 PUBLIC STATEMENTS

- 14.1 In furthering its objectives, the Council will seek to resource Member Churches to help them, together or separately, speak publicly on significant issues facing the community.
- 14.2 In order that the voice of the churches may have a greater impact on issues of public importance, Member Churches may authorise the Council to make public statements on their behalf. Where a majority of Member Churches agree but unanimity is not reached, the names of Member Churches supporting the statement should be attached and the Council may offer its facilities to issue the statement on their behalf.
- 14.3 The Standing Committee may issue statements on its own initiative, having due regard to the interests and sensitivities of the Member Churches. Such statements must clearly state that they are issued by the Standing Committee acting on its own initiative.
- 14.4 Publishing public statements may not be held to imply that the Council has, or can have, any authority over the Member Churches.
- 14.5 The Council will be advised by such Programs, Commissions, Committees and Working Groups as it may establish, and at times that advice may take the form of recommendations regarding public statements. While Programs, Commissions, Committees and Working Groups may not themselves make public statements without the authority of the Standing Committee, they may in the course of their work publish research, educational and promotional material.

15 RELATIONSHIPS WITH OTHER ECUMENICAL BODIES

In this constitution the expression "ecumenical body" refers to those bodies, whether corporate or unincorporated, which the Council, through the Conference or its Standing Committee, recognises and with which it seeks a relationship of fellowship and mutual support. These include the national and state ecumenical councils in Australia.

16 THE NATURE OF REPRESENTATION

- 16.1 Representatives of Member Churches on Council bodies have a dual responsibility - to the Church and to the Council. Within the Council they are responsible for representing the views of their Church and for contributing to the life and work of the Council, and within their Church they have a responsibility to represent the life and work of the Council.
- 16.2 Each Member Church may appoint representatives to the Conference as set out in Appendix 1. The term of office of these representatives will be determined by the Member Church. A representative may resign from that position by writing and advising their Church Leader, at which time the Church Leader would appoint a new representative and advise the Council. The resignation and the new appointment will be noted in the List of Representatives.

17 FINANCE

- 17.1 The Association does not charge fees.
- 17.2 The Member Churches will have responsibility for ensuring that normal running costs of the Council are adequately funded.
- 17.3 Each Member Church shall make financial contributions to the Council according to guidelines approved by the Standing Committee.
- 17.4 The Association may obtain and raise funds by donations, bequests and sale of publications and in such other manner as the Standing Committee may from time to time determine.
- 17.5 The Standing Committee may, from time to time, invite Associate Member organisations and Affiliated ICCs to make a financial contribution.
- 17.6 The Standing Committee may authorise the borrowing of funds for the purposes of the Council.
- 17.7 All money received by the Council and its constituent programs shall be deposited as soon as practicable to the credit of the Council in a bank or such other financial institutions as may from time to time be approved by the Standing Committee.
- 17.8 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Standing Committee or employees of the Council being members or employees authorised to do so by the Standing Committee.
- 17.9 The Council shall have power to establish trust funds.
- 17.10 The Executive Officer shall have power to authorise accounts to be established and operated with any bank, or other financial institution approved by the Standing Committee for the purposes of any Commission or any activity of or associated with the Council.
- 17.11 Financial reports for the Council and its constituent programs shall be prepared for presentation to meetings of the Standing Committee not less than quarterly and the annual financial statements, duly audited, shall be presented to the Annual General Meeting of the Conference.

- 17.12 The Standing Committee shall supervise the investment of the funds of the Council and may make grants, donations, loans, arrange conferences and consultations, employ or engage persons for specific projects or activities and do all other things which it may consider in accordance with the objectives of the Council and the policies from time to time determined by the Conference.
- 17.13 The Conference shall appoint the auditor(s) of the Council. The auditor shall not be a member of the Standing Committee nor of any Commission, Committee, Program or Working Group or other body whose accounts are to be audited. An auditor may be appointed to audit the accounts of a particular body or bodies within or related to the Council.
- 17.14 The assets and income of the Council shall be applied solely towards the promotion of the objects and principles of the Council and no portion shall be paid or distributed, directly or indirectly, except as bona fide compensation for services rendered or expenses incurred on behalf of the Council.

18 STAFF

- 18.1 The staff of the Council will be managed by the Executive Officer who will have ex officio membership of the Conference, Standing Committee all Commissions, Committees, Programs and Working Groups.
- 18.2 The Executive Officer of the Council will be appointed by the Standing Committee, which will also decide the terms and conditions on which the appointment is made. The Executive Officer is accountable to the Conference through the Standing Committee. Any grievance procedure between the Executive Officer and the Standing Committee shall be processed according to staff procedures.
- 18.3 Other Council staff, including staff of constituent programs of the Council, will be appointed by the Standing Committee in consultation with the Executive Officer. Staff will be accountable to the Executive Officer.

19 CORPORATE ENTITY

- 19.1 The Victorian Council of Churches is an Incorporated Association under the Associations Incorporation Reform Act 2012 ("the Act"). The Standing Committee shall have power from time to time to incorporate, secure and maintain other corporate entities where it thinks fit, for the purposes of the Council.
- 19.2 The Council has the powers conferred on it by the Act. Subject to the Act and any additions, exclusions or modifications below, the Council may do all things necessary or convenient for or incidental to carrying out its purposes.

20 AMENDMENTS

- 20.1 These Rules and the Statement of Purposes may be amended by a special resolution. At least 42 days' notice (equal to twice the notice period of actual amendments) of the proposed amendment must be given by the Executive Officer to Member Churches and their representatives.
- 20.2 The Regulations may be altered by a resolution of the Conference which is agreed to by special resolution. At least 21 days' notice of the proposed amendment must be given to Member Churches and their representatives.
- 20.3 A motion to amend the Rules, Statement of Purposes or Regulations must be passed by at least 66% of those present and voting at the Conference to which the motion is put.

- 20.4 If quorum at the Conference is not met within 30 minutes after the notified commencement time, then the Standing Committee is empowered to provisionally approve the amendments to this Constitution. At least seven (7) member churches must agree to the amendments and the amendments are to then be ratified at a future Conference.

21 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

- 21.1 If the Council is wound up or dissolved in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed amongst the Members but must be given or transferred to some other body or association,
- (i) having purposes which are charitable and which are similar to the purposes of the Association;
 - (ii) which prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Association by virtue of this clause; and
 - (iii) which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution to which tax deductible gifts can be made.
- 21.2 Such body or association is to be determined in accordance with a special resolution of the Conference or, in the absence of such a special resolution, by the person winding up the Association's affairs.
- 21.3 If any endorsement of the association as a deductible gift recipient is revoked, the following assets shall be transferred to a fund, authority or institution having purposes which are charitable and which are similar to the purposes of the Association and to which income tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the association;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the association;
 - (c) money received by the association because of such gifts and contributions.

22 DISCIPLINE OF MEMBERS

As the Association is constituted of Member Churches, there is no discipline of members. If issues arise for/with representatives of Member Churches, then those matters will be dealt with under the grievance procedure as set out in Disputes and Mediation.

23 DISPUTES AND MEDIATION

- 23.1 The grievance procedure set out in this rule applies to disputes under these Rules between—
- (a) representatives of Member Churches; or
 - (b) a representative of a Member Church and the Association; or
 - (c) a representative of a Member Church and a member of the Standing Committee.
- 23.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 23.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 23.4 The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between representatives, a person appointed by the Standing Committee of the Association; or
 - (ii) in the case of a dispute between a representative and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- 23.5 A representative of a Member Church of the Association can be a mediator.
- 23.6 The mediator cannot be a member who is a party to the dispute.
- 23.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 23.8 The mediator, in conducting the mediation, must—
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 23.9 The mediator must not determine the dispute.
- 23.10 If the mediation process does not result in the dispute being resolved, the matter will be referred to the Standing Committee for further action.

24 NOTICES

- 24.1 Unless otherwise provided in these Rules a Notice may be served by or on behalf of the Council upon any Member Church or their representative either personally or by sending it by post to the member at that member's address which is shown in the register of members or by sending it by electronic mail (e-mail) to the e-mail address shown in the register of members.
- 24.2 It is the obligation of each Member Church and their representatives to notify the Executive Officer in writing of every change in that Member Church's or representative's address or e-mail address. The Executive Officer must promptly record every such change so notified to him or her in the register of members.
- 24.3 Notices to the Council or Standing Committee should be sent to the Executive Officer.

25 KEEPING AND INSPECTION OF RECORDS

- 25.1 Except as otherwise provided in the Rules and Regulations, the Executive Officer has custody or control of all books, documents and securities of the Council. These include all membership records, financial statements, minutes of general meetings and Standing Committee, documents and records relating to dealings, business or property of the Association. A refusal to permit access to records may apply if such records relate to confidential issues, personal employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

Appendix 1: Member Church representation in the Conference

Membership of the Conference is based on the number of local places of worship of each Member Church, thus -

- (a) each church with between 1 and 39 local places of worship, the Church Leader and two (2) other people;
- (b) each church with between 40 and 99 local places of worship, the Church Leader and three (3) other people;
- (c) each church with between 100 and 199 local places of worship, the Church Leader and five (5) other people;
- (d) each church with more than 200 local places of worship, the Church Leader and eleven (11) other people.

For the purposes of this section, and this section only: the four Roman Catholic Dioceses will be regarded as one Member Church and entitled to appoint a total of 12 people including at least one Diocesan Bishop; the five Anglican Dioceses will be regarded as one Member Church and entitled to appoint a total of 12 people, including at least one Diocesan Bishop.

Appendix II: Regulations

- 1.** To be eligible for these positions, a person must be a representative of a Member Church and over 18 years of age. If the number nominated exceeds the number to be elected, a ballot must be held;
- 2.** Each nomination of a person for election as an Office Bearer or Member of the Standing Committee shall be in writing, signed by the Member who makes the nomination, shall specify the Church to which the person nominated belongs, and shall carry the assurance of the nominator that consent to nomination has been given by the nominee.
- 3.** Written nominations shall be in the hands of the Executive Officer not later than 14 clear days before the date of the Meeting at which the election is to be made.
- 4.** Before the date of the meeting the Executive Officer shall give notice in writing to all Members of the names and the Church of each person nominated and of each office or position for election to which the person has been nominated.
- 5.**
 - 5.1 Proceedings at the Annual General Meeting for the election of office-bearers shall be taken and completed in the following order
 - Election of President (when/as required)
 - Election of Deputy President (when/as required)
 - 5.2 After the election of office bearers has been completed, proceedings for the election of Members of the Standing Committee shall commence.
- 6.** Upon a person's being elected to an office that person shall be deemed not to have been nominated for election to any other office or position.
- 7.** If the number of persons nominated for election to an office or position is equal to, or less than, the number to be elected, there must be an affirmation of the Conference that each nomination is accepted. This can be, but is not limited to a ballot.