



# **CONSTITUTION**

6 September 2022

## PREAMBLE

FIEC is a fellowship of likeminded churches drawn together by our common commitment to the reformed evangelical faith, which we believe most clearly expresses the heart of biblical Christianity: that Jesus Christ is Lord and the one who saves sinners.

We are also united in our fervent desire to see this powerful gospel grow throughout our nation and beyond, so that 'the grace that is reaching more and more people may cause thanksgiving to overflow to the glory of God' (2 Corinthians 4:15).

We come together, therefore, not simply to provide resources or support or a formal tie (important as these are), but especially to stir each member church and its leadership to remain faithful to the biblical gospel, and to pursue the spiritual and numerical growth that is the gospel's fruit, so that we might see this nation won for Christ.

The life of our fellowship is not therefore contained within the pages of this Constitution. This document establishes an agreed set of operating principles to help us work together towards our common ends. It also establishes a legal entity to facilitate appropriate interaction with governing authorities.

Although FIEC is a fellowship of churches, this fellowship grows and is maintained chiefly through the Senior Pastors who lead each member church. FIEC's formal organisational life is shaped around the Senior Pastors of the member churches.

The reasons for this grow out of the principles that govern the constituted life of FIEC.

### Principles

1. Each member church is independent. Under the headship of Jesus Christ, each church has the ability and responsibility to govern itself and shape its own patterns of congregational life. Each church is governed by its own recognised and appointed leaders, and not by any external authority, either civil or ecclesiastical. The only formal power FIEC has is the power to include or exclude a church or its Senior Pastor from the membership of FIEC.
2. Given this first principle, FIEC will ordinarily function by gathering together the leadership of member churches. It is this fellowship of leaders that will enable us to encourage and influence one another to remain faithful to the theology and purposes of FIEC. This is why attendance at our annual FIEC conference is regarded as obligatory for senior pastors. We would urge and encourage regular and consistent attendance at FIEC conferences, not only by senior pastors but also as many of a church's leadership team as is possible. This will also ensure that FIEC remains a genuine fellowship and not merely a service provider.
3. Given the first and second principles, the role of the General Committee of FIEC, and particularly the Executive and the National Director, is to protect and shape the culture and future direction of FIEC. Care needs to be taken in appointments to the Executive. We expect the Executive to be comprised of men of godly character and proven leadership ability, who have demonstrated over a significant period of time their thorough alignment with the purposes of FIEC.

## PART 1 – PRELIMINARY

### 1. Interpretation

In this Constitution:

**“Associate”** means a person who is an Associate of FIEC.

**“Chairman”** means the Chairman of FIEC.

**“church”** means the legal entity of a local church body.

**“Code of Conduct”** means the Code of Conduct as determined by FIEC from time to time.

**“Executive”** means the Executive Council of FIEC.

**“FIEC”** means the Fellowship of Independent Evangelical Churches.

**“FIEC Church”** means a church that is a member of FIEC.

**“financial year”** means the year ending on 31 December.

**“General Committee”** means the General Committee of FIEC.

**“general meeting”** means a general meeting of FIEC.

**“governing body”** means the group of persons nominated as such by the church to FIEC from year to year.

**“independent evangelical church”** means a church determined from time to time by the Executive to be an independent evangelical church for the purposes of this Constitution.

**“National Director”** means the National Director of FIEC.

**“Representative”** means the Representative of an FIEC Church.

**“Secretary”** means the person appointed as the Secretary of FIEC or authorised to act on their behalf.

**“Senior Pastor”** means the person recognised as Senior Pastor of the church by the governing body of the church.

**“relevant policies and procedures”** means those policies and procedures that are determined from time to time by a special resolution at a general meeting as relevant for the specific purposes set out in this Constitution.

**“special resolution”** has the meaning given by clause 39(2).

**“statement of beliefs”** means the beliefs set out in clause 3.

**“Treasurer”** means the person appointed as the Treasurer of FIEC or authorised to act on their behalf.

### 2. Statement of purpose

FIEC exists:

- (1) to encourage and provide support for the continued planting of FIEC Churches for the evangelisation of Australia;
- (2) to encourage FIEC Churches to ongoing growth in conversions and spiritual maturity, through faithful evangelical ministry;
- (3) to encourage and facilitate regular fellowship, and mutual support, between FIEC Churches;
- (4) to facilitate access to and enable the sharing of resources employed in planting, managing and operating FIEC Churches;
- (5) to facilitate the recruiting, training and employment of ministry leaders in FIEC Churches;
- (6) to facilitate movement of ministry leaders between FIEC Churches and other evangelical churches; and
- (7) to promote the ministries of FIEC Churches.

### 3. Statement of beliefs

The fundamental beliefs of FIEC are:

#### (1) *About God*

There is one unique and eternal God, who exists in an everlasting loving relationship of Father, Son and Spirit - one God in three persons.

God is sovereign in all things: including creation, revelation, redemption, judgement and the establishing of his kingdom.

As sovereign loving creator and redeemer, he is worthy of all glory, honour and praise.

#### (2) *About humanity*

Men and women together are created in the image of God, and therefore enjoy a unique dignity in creation and a unique relationship with God.

Men and women together have dominion over the created order.

Marriage is a gift of God and is modelled on the union of Christ and his church. It is the union of one man and one woman voluntarily entered into for life.

Tragically, human nature is universally sinful since the Fall and all are guilty before God. This leaves us under the wrath and condemnation of God.

We are unable, without the prior regenerative work of God's Spirit, to turn ourselves to God.

#### (3) *About the Bible*

There is no other way to know God except that he reveals himself to us. The Bible is God's revelation to us. The words of the Bible are divinely inspired and infallible, as originally given, and have supreme authority in all matters of faith, conduct and experience.

The Bible is sufficient for knowing God. It is not only central to the wellbeing of the church but is able to thoroughly equip the Christian community for life and godliness.

#### (4) *About Jesus Christ*

Jesus Christ was conceived by the Holy Spirit and born of the virgin Mary.

He is both fully God and truly human. He entered fully into human experience. He endured temptation and he suffered and died. He was perfectly obedient to God his Father.

Jesus took on himself the consequences of human sin. He died and was buried. On the third day he rose from the dead bodily. He ascended to the right hand of God the Father and is now exalted as ruler over all.

He will come again in glory to judge the living and the dead.

**(5) *About salvation***

There is only one name under heaven by which people can be brought into relationship with God: the name 'Jesus Christ'.

It is only through the sacrificial death of Jesus Christ, as our representative and substitute, that the guilt, penalty and power of sin can be removed. In that death, God demonstrates his love to us most perfectly and establishes his victory over Satan and all his foes.

The work of the Holy Spirit is necessary to make the death of Jesus effective in an individual's life. This work is only applied to those 'appointed to eternal life' by the Father; an appointment that occurred before the creation of the world and not based on foreseen virtue, merit, or faith in those appointed.

The Spirit irresistibly enables the sinner to repent and put their faith in Jesus Christ, and persevere in that faith, so that salvation is entirely of God's grace and not of human merit or works.

We enjoy now the blessing of union with Christ and secure relationship with God, while we await the final consummation of our hope with the return of Christ, the resurrection of our bodies and life with him eternally. God has destined that there be only one people of God (Jew and Gentile) united by faith in Jesus for all time.

**(6) *About the Spirit in the believer's life***

The Holy Spirit is co-equal with the Father and the Son, and indwells all true believers.

His role is to bring glory to Jesus Christ, thus making Jesus Christ central in all things.

The Spirit works to illuminate believers' minds to grasp the truth of the Bible, producing in them his fruit, granting them his gifts and empowering them for service.

He grants his gifts for the purpose of service, not self-indulgence. Their use is determined—not by personal desire for fulfilment, or satisfaction—but by the principle of building the church. Not every gift of the Spirit is given to the church at every moment of its life, only those necessary for building Christ's body.

**(7) *About church***

The visible church is the gathering of believers around Christ in his word.

The people of God who gather are intended by God to bear witness to him and actively seek the extension of his rule.

Within the church community both men and women are to seek proper expression of their gifts as they work to build the church in love.

In church, as in marriage, the roles of men and women are not interchangeable. The differences between men and women are to be expressed within relationships of mutual dependence and service. Only biblically qualified men are to take on the role of elder or to preach in the regular public assembly.

**4. Not-for-profit association**

- (1) FIEC is not carried on for the object of trading or securing pecuniary gain for FIEC Churches, Representatives, Associates or the National Director.
- (2) The assets and income of FIEC shall be applied solely in furtherance of the purposes of FIEC and no portion shall be distributed directly or indirectly to FIEC Churches, Representatives, Associates or the National Director, except as bona fide compensation for services rendered and expenses incurred on behalf of FIEC.

**5. Dissolution of FIEC**

In the event of FIEC being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members.

**PART 2 – MEMBERSHIP**

**Division 1 - FIEC Churches**

**6. Criteria for FIEC Churches**

An FIEC Church must, at all times:

- (1) be an independent (not belonging to another denomination) evangelical church;
- (2) be an incorporated body, where the form of incorporation is determined by the governing body of the church;
- (3) assent to the statement of purposes of FIEC;
- (4) assent to the statement of beliefs of FIEC;
- (5) assent to be represented in all matters relating to FIEC by the Senior Pastor of the church (unless a proxy is appointed); and
- (6) meet any additional requirements and comply with any relevant policies and procedures that are determined from time to time by a special resolution at a general meeting.

**7. Application for membership**

- (1) An application by a church for membership of FIEC should be made to the Secretary by the governing body of the church and should be supported by a recommendation from the National Director or the Representative of an FIEC Church.
- (2) The Executive will assess and determine the application according to assessment criteria determined by the Executive from time to time.
- (3) The Secretary shall be responsible for the management of applications and communication with the applicant church.

**8. Resignation and removal of FIEC Churches**

- (1) An FIEC Church may resign its membership at any time by giving notice in writing to the Secretary from the governing body of the church and include the assent of the Senior Pastor of the church.

- (2) The Executive may remove an FIEC Church from membership if that church refuses to satisfy the criteria for membership or comply with any relevant policies and procedures when called upon to do so by the National Director or the Executive.
- (3) If a church ceases to be an FIEC Church, the Secretary is to notify or seek to notify the governing body of the church and the members of the General Committee.

## **9. Register of FIEC Churches and their Representatives**

- (1) The Secretary must establish and maintain a register of FIEC Churches specifying the name and address of each church together with the date on which the church became, or ceased to be a member and the names and history of service of their nominated Representative(s).
- (2) The register of FIEC Churches is to be kept at the principal place of administration of FIEC and must be open for inspection, free of charge, by any Representative of an FIEC Church, Associate, or the National Director, at any reasonable time.

## **10. Fees**

Any entrance fee, annual membership fee, or annual contribution to FIEC, shall be determined by special resolution at a general meeting.

## **Division 2 - General Committee and Representatives**

### **11. General Committee**

The General Committee is comprised of the National Director and the Representatives or their proxies, and its meeting constitutes a formal meeting of the members of FIEC.

### **12. Criteria for Representatives**

- (1) The rights of an FIEC Church are to be exercised in all circumstances, including at any meeting of FIEC, by the Representative of the church or their proxy.
- (2) The Representative of an FIEC Church must, at all times:
  - (a) be the Senior Pastor of the FIEC Church;
  - (b) have a minimum of three years' full time (or equivalent) formal theological education;
  - (c) assent to the statement of purposes of FIEC;
  - (d) assent to the statement of beliefs of FIEC;
  - (e) comply with any relevant policies and procedures, including but not limited to, the Code of Conduct; and
  - (f) have satisfactorily completed FIEC's assessment process.
- (3) The requirement in clause 12(2)(b) may be waived by the Executive in exceptional circumstances at its sole discretion.

### **13. Application for Representative status**

- (1) An application from the governing body of a church to nominate their Representative should be made to the Secretary and include:
  - (a) confirmation that the nominee fulfils the criteria for a Representative; and
  - (b) the nominee's willingness to participate in FIEC's assessment process.
- (2) The Executive will assess and determine the application of the nominee and the Secretary will inform the FIEC Church of the determination.

- (3) Should the Executive accept the application of the nominee, the nominee becomes a Representative and member of the General Committee.
- (4) Each FIEC Church is entitled to one Representative.

#### **14. Nomination of Proxies and Deputy Representatives**

- (1) In circumstances where there is either no Representative of the FIEC Church or the Representative is unavailable to attend a meeting of the General Committee, a proxy may be appointed.
- (2) The proxy will have the full rights of a Representative no more than once in a three year period (unless otherwise approved by the Executive) provided they are:
  - (a) the Representative of another FIEC Church; or
  - (b) a man nominated as Deputy Representative by the Representative or by the governing body of the FIEC Church, provided that the Executive is satisfied that the nominee has given:
    - (i) assent to the statement of purposes of FIEC; and
    - (ii) assent to the statement of beliefs of FIEC.
- (3) An application to nominate a Deputy Representative shall be made by the Representative or governing body of the FIEC Church in writing and be submitted to the Secretary not later than 72 hours prior to the meeting of the General Committee.
- (4) The application shall detail:
  - (a) the name and address of the nominee;
  - (b) confirmation that the nominee is a member in good standing of the applicant FIEC Church;
  - (c) the period of attendance and details of any ministries undertaken by the nominee;
  - (d) assent by the nominee to the statement of purposes and the statement of beliefs of FIEC; and
  - (e) a reference from the Representative or the governing body of the applicant FIEC Church.

#### **15. Cessation of being a Representative**

- (1) A Representative ceases to be a Representative if:
  - (a) the Representative resigns from being a Representative;
  - (b) the church which they represent resigns or is removed from membership by the Executive;
  - (c) the Representative ceases to be Senior Pastor of the church which they represent;
  - (d) the Executive removes the Representative for refusing to comply with any relevant policies or procedures, including but not limited to, any substantiated breach of the Code of Conduct; or
  - (e) the Representative refuses to assent to the statement of purposes or the statement of beliefs of FIEC when called upon to do so by the Executive or the National Director.
- (2) When a Representative ceases to be a Representative but the church remains an FIEC Church, the church will have no voting rights until such time as a Representative is approved by the Executive or a proxy is appointed.

#### **16. Rights of Representatives**



Other than provided for by clause 14(2), a Representative has a non-transferrable right to:

- (1) attend any general meeting of FIEC;
- (2) participate in any discussion at the meeting;
- (3) vote on any question or other matter on which a vote is taken; and
- (4) appoint a proxy to represent them.

### **Division 3 – Associates**

#### **17. Associates**

- (1) Associates are non-voting interested people who are associated with FIEC and support its purpose and statement of beliefs.
- (2) An Associate must, at all times:
  - (a) assent to the statement of purposes of FIEC; and
  - (b) assent to the statement of beliefs of FIEC; and
  - (c) comply with any relevant policies or procedures.
- (3) An application to be an Associate of FIEC should be made to the Secretary detailing:
  - (a) the name and address of the applicant;
  - (b) the name of the church attended by the applicant, the period of attendance and details of any ministries undertaken by the person;
  - (c) assent to the statement of purposes and the statement of beliefs of FIEC; and
  - (d) a reference from the Representative of a current FIEC Church or the National Director.
- (4) The applicant must also meet any additional requirements as determined by a special resolution of the General Meeting from time to time.
- (5) On receipt of an application, the Secretary will be responsible for processing the application, notifying the applicant of the status of their application and, should the application be successful, completing the necessary documentation to confirm the applicant's acceptance into FIEC.
- (6) The application will be assessed and determined by the Executive.

#### **18. Register of Associates**

- (1) The Secretary must establish and maintain a register of Associates, specifying the name and address of each Associate together with the date on which the Associate became, or ceased to be an Associate.
- (2) The register of Associates is to be kept at the principal place of administration of FIEC and must be open for inspection, free of charge, by any Associate, or Representative, or the National Director, at any reasonable time.

#### **19. Resignation and removal of Associates**

- (1) An Associate may resign by giving notice in writing to the Secretary.
- (2) The Executive may remove an Associate if they refuse to satisfy the criteria for an Associate or comply with any relevant policies or procedures when called upon to do so by the National Director or the Executive.
- (3) An Associate ceases to be an Associate if they are accepted as the Representative of an FIEC Church.
- (4) An Associate ceases to be an Associate if they die.
- (5) If an Associate ceases to be an Associate, the Secretary is to notify or seek to notify the person, continuing Associates, and General Committee as soon as possible.

## 20. Rights of Associates

An Associate of FIEC has a non-transferrable right to:

- (1) attend any general meeting of FIEC, and
- (2) participate in any discussion at the meeting but has no right to vote on any question or other matter on which a vote is taken unless they are appointed as a proxy.

## Division 4 – National Director

### 21. National Director

- (1) The National Director must, at all times:
  - (a) be a man who qualifies as an overseer according to 1 Timothy 3:1-7 and be known for his maturity of faith and Christian character;
  - (b) have demonstrated by his life and teaching that he is well qualified to lead FIEC;
  - (c) agree to teach and uphold the statement of beliefs and statement of purposes of FIEC; and
  - (d) comply with any relevant policies and procedures, including but not limited to, the Code of Conduct.
- (2) The National Director is authorised and has responsibility to represent FIEC and to promote and direct ministries in accordance with the statement of beliefs and statement of purposes of FIEC.
- (3) The National Director by virtue of his office, shall be an ordinary member of the Executive and have the full rights of a Representative.
- (4) The National Director is authorised to appoint staff with the approval of the Executive, and to remove staff after consultation with the Executive.
- (5) The National Director is to be employed by FIEC for a fixed term as set by the Executive and as approved by the General Committee.
- (6) The National Director will report to the Executive.

### 22. Vacancy and engagement of National Director

For the purposes of this Constitution, a vacancy in the office of the National Director occurs if the National Director:

- (1) resigns from office;
- (2) is removed from office by the Executive in accordance with clause 24(2);
- (3) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
- (4) dies.

### 23. Functions of Executive in engaging a National Director

- (1) When the position of National Director is vacant, or the existing National Director has given notice of his resignation, or the Executive has notified the National Director that they will not be reappointing the National Director, the Executive is to seek the engagement of a new National Director.
- (2) The Executive:
  - (a) must notify the Representatives that they are seeking a new National Director;
  - (b) is to conduct whatever discussions, investigations and interviews are necessary until a majority of the Executive agree on one person to be approached; and

- (c) is to present their nomination for the position of National Director to the General Committee for approval by special resolution.

**24. Removal and retirement of National Director**

- (1) The grounds for removal of a National Director are:
  - (a) gross misconduct that brings the Christian faith and FIEC into disrepute;
  - (b) refusal to comply with any relevant policies or procedures, including but not limited to, any substantiated breach of the Code of Conduct;
  - (c) persistent and wilful teaching which is contrary to the statement of beliefs;
  - (d) persistent unwillingness to promote the purposes of FIEC;
  - (e) irreversible mental or physical incapacity leaving him incapable of fulfilling his responsibilities, as certified by two suitably qualified medical practitioners;
  - (f) loss of confidence in the National Director by the Executive for any other reason; or
  - (g) the decision by the Executive to not renew the contract of the National Director at the end of his term.
- (2) The National Director cannot be removed except by a majority vote of the remainder of the Executive, and only after there has been consultation between the Executive and the Representatives of the FIEC Churches.
- (3) If the National Director is removed according to clause 24(1)(e) or 24(1)(f), then the equivalent of at least 12 weeks' salary must be paid to the National Director.

**PART-3 - THE EXECUTIVE**

**25. Constitution and membership of the Executive of FIEC**

The Executive is to consist of:

- (1) the Chairman;
- (2) the Secretary;
- (3) the Treasurer;
- (4) at least one ordinary member as may be determined by the General Committee in a general meeting; and
- (5) the National Director as an ordinary member.

**26. Term of office**

- (1) An elected member of the Executive holds office, subject to this Constitution, until the conclusion of the third annual general meeting following the date of his approval or appointment as a member of the Executive and, if otherwise qualified, is eligible to hold office for subsequent terms.
- (2) In the event that a member of the Executive vacates office otherwise than by the completion of his term of office, the Executive may appoint another Representative to fill the vacancy. The Representative so appointed holds office, subject to this Constitution, until the conclusion of the annual general meeting following the date of his appointment.
- (3) The National Director is ex-officio a member of the Executive only for the duration of his employment as National Director.

## 27. Election of members of the Executive

- (1) At an annual general meeting at which an election to the office of:
  - (a) the President, Secretary or Treasurer, or
  - (b) an ordinary member of the Executive,is held, any Representative may nominate a Representative for election to the office.
- (2) If there is only one nomination for an office, the person nominated is taken to be elected.
- (3) If there is more than one nomination for an office, a vote of Representatives present at the annual general meeting is to be taken and the person who receives the higher or highest number of votes is elected.
- (4) If a vacancy in the office of any member of the Executive is not filled at the annual general meeting, the meeting is adjourned for one month.

## 28. Responsibilities of the Executive

- (1) The Executive is responsible for assessing and determining applications for membership of FIEC for churches, Representatives and Associates.
- (2) In assessing and determining the applications for acceptance or rejection, the Executive must give due consideration to the opinion of the Representatives by:
  - (a) circulating details of the application to the Representatives;
  - (b) allowing a period of three weeks following the circulation of the details for the Representatives to provide their comments regarding the application; and
  - (c) giving due consideration and investigation to the comments of the Representatives.
- (3) In assessing and determining an application, the Executive should ensure that:
  - (a) the applicant fulfils the relevant criteria; and
  - (b) in the case of an application to be a Representative, they have fulfilled the formal assessment process as approved by a special resolution at a general meeting.

The Executive is also responsible for:

- (4) disciplining and if necessary, removing a church, Representative or Associate from membership of FIEC for refusing to satisfy the criteria for membership or comply with any relevant policies and procedures, including but not limited to, any substantiated breach of the Code of Conduct;
- (5) running the affairs of FIEC with the authorisation and responsibility to:
  - (a) determine and administer the financial affairs of FIEC, including the setting of an annual budget;
  - (b) create and implement policies and procedures for the operation and management of FIEC;
  - (c) manage the property of FIEC; and
  - (d) perform all such acts and do all such things not elsewhere regulated by this Constitution as determined by the Executive to be necessary or desirable for the proper management of the affairs of FIEC;
- (6) authorising a Representative or an Associate to act as and perform the duties of Treasurer or Secretary at the request of the relevant office bearer;
- (7) maintaining and making available to Representatives, the documented policies and procedures applicable to Representatives and FIEC Churches as approved at a general meeting; and

- (8) setting the terms of any stipend or remuneration for the National Director and other FIEC staff.

**29. Minutes of Meetings**

- (1) The Secretary is to keep minutes of the meetings of the Executive and of the General Committee.
- (2) Minutes of a meeting must be approved at the next succeeding meeting and authorised accordingly.

**30. Treasurer and budget processes**

- (1) The Treasurer is:
  - (a) to collect and receive all money due to FIEC and make payments authorised by the Executive;
  - (b) to keep correct accounts and books showing the financial affairs of FIEC with full details of all receipts and expenditure connected with the activities of FIEC; and
  - (c) to prepare, for approval by the Executive, the annual budget of FIEC.
- (2) The Treasurer is to present a draft annual budget to the Executive and distribute it to the Representatives for comment.
- (3) All comments are to be provided to the Treasurer within two weeks of receiving the draft budget.
- (4) The Executive, after considering any comments provided to the Treasurer, is to approve a final budget.
- (5) The Treasurer will, upon approval of the final budget, distribute it to the Representatives.

**31. Vacancies**

- (1) For the purposes of this Constitution, a vacancy in the Executive occurs if a member of the Executive:
  - (a) is removed from being a Representative by the FIEC Church which they represent;
  - (b) resigns from office;
  - (c) is removed from office at a meeting of the General Committee by a majority of the votes of the Representatives present and voting at that meeting;
  - (d) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
  - (e) dies.
- (2) On attaining the age of 70 years, a member of the Executive must retire, but may remain in office from year to year, after that age, by annual vote of the General Committee.

**32. Executive meetings and quorum**

- (1) The Executive is to meet at such times and in such manner as the Executive may determine.
- (2) A simple majority of the members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.

**33. Voting and decisions**

- (1) Questions arising at a meeting of the Executive are to be determined by a simple majority of the votes of members of the Executive present and voting at the meeting.
- (2) Each member present at a meeting of the Executive (including the person chairing the meeting) is entitled to one vote, other than in the matter set out in clause 33(5).
- (3) The Executive may conduct any and all of its ordinary business set out in clause 28 despite any vacancy on the Executive.
- (4) Any act or thing done or suffered, or purported to have been done or suffered, by the Executive is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive.
- (5) The National Director shall not vote on the employment or the remuneration of the National Director.

#### **PART 4 - GENERAL MEETINGS**

##### **34. Holding of annual general meetings**

FIEC must, at least once in each calendar year, convene an annual general meeting.

##### **35. Calling of, and business at, annual general meetings**

- (1) The annual general meeting of FIEC is, to be convened on such date, in such manner and at such place and time as the Executive thinks fit.
- (2) The manner of a meeting includes both in person and online modes, and the place of a meeting includes both physical and virtual locations.
- (3) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
  - (a) to confirm the minutes of the last preceding annual general meeting and of the last general meeting held since that meeting;
  - (b) to receive reports from the Executive on the activities of FIEC during the last preceding financial year;
  - (c) to elect members to vacancies on the Executive;
  - (d) to receive and consider the financial statements of FIEC; and
  - (e) to receive the budget of FIEC for the current financial year, unless the budget has been received and approved at a previous general meeting.
- (4) An annual general meeting must be specified as such in the notice convening it in accordance with clause 37.
- (5) An annual general meeting is to be conducted in accordance with the provisions of this Part.

##### **36. Calling of general meetings**

- (1) The Executive may, whenever it thinks fit, convene a general meeting of FIEC at a time and in a manner of its choosing.
- (2) The Executive must, on the requisition in writing of not less than 20% of the total number of Representatives, convene a general meeting of FIEC within one month.
- (3) A requisition of Representatives for a general meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the Representatives making the requisition;
  - (c) must be lodged with the Secretary; and

- (d) may consist of several documents in a similar form, each signed by one or more of the Representatives making the requisition.

### **37. Notice**

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting notify the Representatives, and the Associates, of the place, manner, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, notify the Representatives, and the Associates, of the matters required in clause 37(1) specifying, in addition, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, where normal business that may be transacted.
- (4) A Representative or Associate who wishes to bring any business before a general meeting, must give details in writing of that business to the Executive, which may at its sole discretion include that business in the next notice calling a general meeting given after receipt of the notice from the Representative.

### **38. Procedure and quorum at general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Representatives is present during the time the meeting is considering that item.
- (2) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, 20% of the current Representatives on the register constitute a quorum for the transaction of the business of a general meeting.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, 50% of the current Representatives on the register, present, constitute a quorum.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Representatives given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the business to be dealt with at the meeting, except business requiring a special resolution, will be dealt with by the next Executive meeting.
- (6) An Associate is not to be counted in determining whether a quorum is present.

### **39. Resolutions at general meetings**

- (1) The following business requires a special resolution at a general meeting:
  - (a) a change in the name of FIEC;
  - (b) an alteration of this Constitution; and

(c) the appointment of a National Director.

- (2) A resolution is a special resolution if notice is given in accordance with clause 37(2) and it is passed by a majority of at least 75% of the votes cast by the Representatives at a general meeting subject to the quorum required by clause 38(3).
- (3) Any other business at a general meeting does not require a special resolution.
- (4) The Executive, or the person presiding at a general meeting, may determine other business requiring resolution by Representatives at a general meeting if the business has been specified in the notice convening the general meeting.

#### **40. Chairing meetings**

- (1) If the Chairman or his nominee is absent from the general meeting, the Secretary is to chair the meeting.
- (2) If neither the Chairman or his nominee, or the Secretary is present, the meeting is adjourned.

#### **41. Adjournment**

The person chairing a general meeting at which a quorum is present may, with the consent of the majority of Representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

#### **42. Voting and making of decisions**

- (1) A Representative has one vote only on any question arising at a general meeting of FIEC, subject to clause 42(2).
- (2) In the case of an equality of votes on a question at a general meeting, the person chairing the meeting is entitled to exercise a second or casting vote.
- (3) A question requiring resolution, at a general meeting of FIEC is, except as provided by clause 42(4), to be determined on a show of hands and unless a ballot is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of FIEC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (4) At a general meeting of FIEC, a ballot may be demanded by the person chairing the meeting or by not less than three Representatives present at the meeting.
- (5) If a ballot is demanded at a general meeting, the ballot is to be taken in such manner and at such time before the close of the meeting as the person chairing the meeting directs, and the resolution of the ballot on the matter is taken to be the resolution of the meeting on that matter.

#### **43. Proxy voting**

- (1) No proxy voting is permitted other than pursuant to clauses 14(1) to 14(2) or unless otherwise determined by the Executive.
- (2) If proxy voting is permitted, each Representative is entitled to appoint an existing Representative to exercise their rights as proxy voter by notice given to the Secretary no later than 24 hours before the time of the meeting in respect



of which the proxy is appointed, or to appoint a Deputy Representative pursuant to the terms of clauses 14(3) to 14(4).

- (3) The notice appointing the proxy voter is to be in the form set out in Appendix 1.

#### **44. Postal or electronic ballots**

- (1) Despite any other provision in this Constitution, the Executive may determine that any of the following matters may be decided by a postal or electronic ballot of the Representatives instead of by a vote of the Representatives at a general meeting of FIEC:
  - (a) election of a member of the Executive;
  - (b) removal of a member of the Executive; or
  - (c) a change to this Constitution.
- (2) If a postal or electronic ballot is held in respect of a resolution that, under this Constitution, is required to be passed by a majority of at least 70% of the Representatives who are present and voting at a general meeting, the resolution is taken to be passed:
  - (a) if at least 50% of the Representatives cast a vote (formally or informally) in the postal or electronic ballot; and
  - (b) if it receives at least 75% of the votes cast (formally or informally) in the postal or electronic ballot.
- (3) Voting by postal ballot is to be conducted in accordance with Appendix 2.

### **PART 5 – MISCELLANEOUS**

#### **45. Compliance with policies and procedures**

- (1) In addition to the terms set out in this Constitution and other terms required to be observed by law, the policies and procedures implemented by FIEC are relevant to the membership of churches, Representatives and Associates.
- (2) FIEC Churches, Representatives and Associates are required to comply with all policies and procedures where they impose obligations on those parties.
- (3) An FIEC Church, Representative or Associate cannot be removed from membership of FIEC under clauses 8(2), 15(1)(d) or 19(2) for failing to comply with a policy or procedure that does not expressly include the removal of membership as a penalty for non-compliance.
- (4) Notwithstanding the above, all policies and procedures do not form part of this Constitution.

#### **46. Funds**

- (1) The funds of FIEC are to be derived from donations and, subject to any resolution passed by FIEC in general meeting, such other sources as the Executive determines.
- (2) All money received by FIEC must be deposited as soon as practicable and without deduction to FIEC's bank account.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Representatives of FIEC who have been authorised to do so by the Executive.
- (4) The funds of FIEC must be used for the purposes of FIEC in such a manner as the Executive determines.

#### **47. Liabilities**

No FIEC Church, Representative, Associate, National Director or FIEC employee is liable to contribute towards the payment of debts and liabilities of FIEC or the costs, charges and expenses of the winding up of FIEC.

**48. Custody of books**

Except as otherwise provided by this Constitution, the Secretary must keep in his custody or under his control all records, books and other documents relating to FIEC.

**49. Inspection of books**

The financial records, register of FIEC Churches, register of Representatives, register of Associates, register of National Directors, and minutes of general meetings of FIEC must be open to inspection by or on behalf of a Representative, an Associate or the National Director, without cost at any reasonable hour.

**50. Service of notices**

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of FIEC on a Representative or an Associate, or the National Director by:
  - (a) sending it by pre-paid post to the address of the person;
  - (b) sending it by email or some other form of electronic transmission to an address shown in the register; or
  - (c) delivering it to the person personally.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
  - (b) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and
  - (c) in the case of a notice given or served personally, on the date on which it is received by the addressee.

**APPENDIX 1**

**FELLOWSHIP OF INDEPENDENT EVANGELICAL CHURCHES  
FORM OF APPOINTMENT OF PROXY VOTER  
(Rule 43)**

\_\_\_\_\_ (Name of Representative)  
being a Representative of an FIEC Church, hereby appoints

\_\_\_\_\_ of \_\_\_\_\_,

being a Representative of an FIEC Church, as its proxy to vote for it on its behalf at the general meeting of FIEC (annual general meeting or special general meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment of that meeting.

*(Add, if desired)*

The proxy voter is authorised to vote in favour of/against *(delete as appropriate)* the motion *(insert details)*

Signature of the Representative providing the authority to the proxy voter as provided for in the Constitution

\_\_\_\_\_

Date \_\_\_\_\_

## **APPENDIX 2**

### **POSTAL OR ELECTRONIC BALLOT**

(Rule 44)

1. The Executive is to determine:
  - (a) the form of a ballot paper; and
  - (b) the form of any question to be determined by a postal or electronic ballot; and
  - (c) whether any information (in addition to the instructions necessary to enable a Representative to cast a valid postal or electronic vote) is to accompany a ballot paper and, if so, the nature and content of the information.
2. The Secretary is to send to each Representative, not less than 14 days before the close of the ballot:
  - (a) a ballot paper, initialled by the Secretary; and
  - (b) the instructions necessary to enable a Representative to cast a valid postal or electronic vote; and
  - (c) the physical or electronic address to which, and the date and time by which, the ballot paper is to be returned to the Secretary.
3. A vote is informal if it is not made in accordance with the instructions necessary to enable a Representative to cast a valid postal or electronic vote.
4. At a contested election, each candidate is entitled to appoint a scrutineer.
5. The Secretary is to send notice of the result of a postal or electronic ballot to each Representative and Associate, and to the National Director as soon as practicable after the close of the ballot.



**FELLOWSHIP OF INDEPENDENT EVANGELICAL CHURCHES**

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