

# Rules of Redeemer Church West Christchurch Incorporated

Approved by AGM motion: 21 February 2021

## The Church

### 1. Name

- 1.1. The name of the church is Redeemer Church West Christchurch Incorporated ("the Church").
- 1.2. The Church is constituted by resolution dated 24th November, 2019.

### 2. Registered Office

- 2.1 The Registered Office of the Church is the address that is registered from time to time with the Companies Office

### 3. Purposes of Church

- 3.1. The purposes of the Church are to:
  - 3.1.1. Proclaim the Gospel of Jesus Christ as revealed through the Holy Scriptures, and all that accords with sound doctrine;
  - 3.1.2. Teach only the doctrine and interpretation of the Christian faith as found in the Holy Scriptures and expressed in:
    - 3.1.2.1. The 39 Articles of Religion;
    - 3.1.2.2. The Book of Common Prayer (1662);
    - 3.1.2.3. The Form and Manner of Making, Ordaining, and Consecrating Bishops, Priests, and Deacons ("The Ordinal");
    - 3.1.2.4. The Apostles' Creed, the Nicene Creed and the Athanasian Creed; and
    - 3.1.2.5. The Jerusalem Declaration (2008);
  - 3.1.3. To rightly administer the sacraments of Baptism and the Lord's Supper;
  - 3.1.4. To disciple Members to grow in faith and godly living by providing loving pastoral care of Members which on occasion may include discipline with a view to restoration.
  - 3.1.5. To organise weekly worship; and to pray for the church and world.
  - 3.1.6. To know Jesus and make Him known.
  - 3.1.7. Do anything necessary or helpful to the above purposes.
  - 3.1.8. Obtain and maintain charitable status.
- 3.2. The activities of the Church shall be carried out exclusively for Charitable Purposes and not for the private pecuniary profit of any individual.
- 3.3. To unite with CCAANZ as an Anglican Church under CCAANZ's Constitution and Canons and to uphold and promote the purposes of CCAANZ.

# Church of Confessing Anglicans Aotearoa New Zealand

## 4. Affiliation to CCAANZ

- 4.1. The Church is affiliated and united with CCAANZ.
- 4.2. The Church (including licensed clergy) and its Members are bound by the CCAANZ Rules, and these Rules apply subject to the CCAANZ Rules. For clarity, in the event of any conflict or inconsistency, CCAANZ Rules will take priority over these Rules.
- 4.3. The Church may not disaffiliate from CCAANZ except by unanimous Vestry approval and resolution passed by a 75% majority of all Voting Members present at a Church Meeting. For the avoidance of doubt "all Voting Members" refers to all Voting Members recorded in the Register and not limited to the Voting Members present at the Church Meeting.

## Organisation of the Church

### 5. Vestry (also known as Parish Council)

- 5.1. The Church shall have an ordained senior minister, holding the designation of Vicar (referred to as Vicar in these rules) and being under the oversight of and licenced by the Bishop of CCAANZ.
- 5.2. The Church may have another ordained minister or other ordained ministers licenced by the bishop, holding the designation of assistant minister ("Assistant Minister").
- 5.3. The Church may have lay ministers, including staff, formally undertaking pastoral responsibilities provided that they hold a licence from the Bishop.
- 5.4. The Church shall have two churchwardens ("Churchwardens"), being Members aged 20 years or over, one appointed by the Vicar ("Vicar's Warden") and one elected by the Members ("People's Warden"), the appointment to be announced and the election to take place at each Annual General Meeting.
- 5.5. The Church shall have a committee charged with the governance and good order of the Church ("Vestry"), consisting of the following persons:
  - 5.5.1. The Vicar, who shall also be chair;
  - 5.5.2. All licensed Ministers receiving a stipend from CCAANZ;
  - 5.5.3. Subject to the agreement of the Officers, all Assistant Ministers;
  - 5.5.4. The two Churchwardens.
  - 5.5.5. The Synod Representatives (ex officio members); and
  - 5.5.6. Not less than three but not more than 8 Voting Members elected annually by the Voting Members (in addition to the Officers).
- 5.6. The Vicar and the Churchwardens shall be the Officers of the Church.
- 5.7. Only Voting Members of the Church may be Churchwardens, Synod Representatives, and Vestry Members. A Voting Member may hold office as a Churchwarden and Synod Representative at the same time.
- 5.8. No person ineligible to be an Officer as defined by the Charities Act 2005 is eligible for election or appointment as a Churchwarden or election as a Synod Representative or Vestry member.

### 6. Elections

- 6.1. Nominations for elections for People's Warden, Synod Representatives (if necessary) and Vestry members shall be called for at least 28 Days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Voting Members and the completed nomination delivered to the Church Administrator or other person as determined by Vestry. Nominations shall close at 5pm on the seventh Day before the Annual General Meeting; [See also clause 26]

- 6.2. All Office Holders who cease to be an Office Holder pursuant to clause 7.1.3 shall be eligible for re-election at the Annual General Meeting or re-appointment (as appropriate).
- 6.3. The elected period is from one AGM to the next. It is intended that members are elected for 2 or more years up to a maximum of 5 years continuous service.

## **7. Cessation of Office Holders**

- 7.1. Persons cease to be an Office Holder if:
  - 7.1.1. They resign by giving written notice to Vestry (or to the Vicar in the case of the Vicar's Warden);
  - 7.1.2. They are removed by Majority vote of the Members at a Church Meeting or are removed from office by the Vicar in the case of the Vicars Warden;
  - 7.1.3. Their term expires;
  - 7.1.4. They become ineligible to be a Trustee under the Charities Act 2005; or
  - 7.1.5. They die.
- 7.2. If a person ceases to be an Office Holder, that person must, within one month give to Vestry all Church documents and property whatsoever held by the person ceasing to be an Office Holder.

## **8. Role of Vestry**

- 8.1. Subject to these Rules, the role of Vestry is to:
  - 8.1.1. Carry out the purposes of the Church, and specifically:
    - 8.1.1.1. Promote and participate in the mission of this Church, and generally to seek the coming of Christ's Kingdom;
    - 8.1.1.2. Promote the worship of God, and to provide all things that are necessary for the ordering of public worship;
    - 8.1.1.3. Take counsel together for the fostering of spiritual growth and the wellbeing of people, both Members and others; and
    - 8.1.1.4. Support and partner with the Vicar and any other clergy to help develop and fulfil the above goals;
  - 8.1.2. Govern and administer the Church;
  - 8.1.3. Use money or other assets of the Church in order to achieve the purposes of the Church;
  - 8.1.4. Manage the Church's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings (AGM);
  - 8.1.5. Set accounting policies in line with generally accepted accounting practice;
  - 8.1.6. Subject to clause 19.1, determine what lay staff the Church should have and to decide and oversee the appointment procedure (provided that any appointment of staff must have the consent of the Vicar);
  - 8.1.7. Appoint people to positions as required by: any CCAANZ Rules; for the order and good governance of the Church; and to promote health and safety for both Members and others;
  - 8.1.8. With the approval of not less than two Officers delegate responsibility and co-opt Members where necessary;
  - 8.1.9. Decide the times and dates for Vestry meetings;
  - 8.1.10. Decide the procedures for dealing with complaints;
  - 8.1.11. Make policies and regulations;
  - 8.1.12. Ensure that all filing requirements of the Incorporated Societies Act 1908 and Charities Act 2005 are complied with; and
  - 8.1.13. Comply with or give effect to any applicable CCAANZ Rules.
- 8.2. Vestry must appoint parish nominators in accordance with the applicable CCAANZ Rules at Vestry's first meeting after the Annual General Meeting.

- 8.3. Vestry has all of the powers of the Church, unless Vestry's power is limited by the CCAANZ Rules or these Rules, or by a majority decision of the Voting Members.
- 8.4. Unless otherwise specified in the CCAANZ Rules or these Rules, all decisions of Vestry shall be by a Majority vote.
- 8.5. Decisions of Vestry bind the Church, unless Vestry's power is limited by the CCAANZ Rules or these Rules or by a majority decision of the Voting Members.

## **9. Roles of the Officers**

- 9.1. The Vicar is responsible for:
  - 9.1.1. The promotion of the purposes of the Church;
  - 9.1.2. Generally, seek the coming of Christ's Kingdom;
  - 9.1.3. Provide spiritual leadership in both the sustenance and promotion of the Christian faith within the Anglican tradition as expressed in clause 3.1.2 above.
  - 9.1.4. Ensuring that a sermon is preached at least once each Sunday, except for reasonable cause;
  - 9.1.5. Overseeing all day-to-day operations required to achieve the purposes of the Church;
  - 9.1.6. Holding on trust the keys of the church and vicarage, and to use the church for Divine Service as the Vicar thinks fit;
  - 9.1.7. Liaise with people as is appropriate concerning matters related to public worship, while retaining discretionary power regarding times of services, selection of hymns, anthems and Church music;
  - 9.1.8. Ensuring that only the forms of service authorised by the CCAANZ Rules and these Rules are used;
  - 9.1.9. Complying with any relevant CCAANZ Rules and ensuring as appropriate that the Church and its Members comply with the CCAANZ Rules and these Rules;
  - 9.1.10. Convening Vestry meetings and establishing whether or not a quorum is present;
  - 9.1.11. Subject to clause 12.3, chairing Vestry meetings;
  - 9.1.12. Giving consent for the ringing of the Church bells, which should only be rung with good cause; and
  - 9.1.13. Providing a report on the mission and ministry of the Church ("Vicar's report") at each Vestry Meeting, Annual General Meeting or other Church Meeting as necessary.
- 9.2. The functions and powers of the Churchwardens are to:
  - 9.2.1. Promote and participate in the mission and ministry of the Church;
  - 9.2.2. Prayerfully, personally, and practically support and encourage the ministry of the Vicar;
  - 9.2.3. Be key lay leaders of the Church;
  - 9.2.4. Ensure, with the chairperson, that Vestry is properly informed about matters for which it is responsible, and that the decisions of Vestry are carried out;
  - 9.2.5. Communicate significant information received from Voting Members or others to the Vicar, and to communicate from Vestry to the Church;
  - 9.2.6. Be signatories on behalf of the Church in all contracts and deeds, including staffing and employment;
  - 9.2.7. Ensure that the financial management of the Church is appropriate, including ensuring that relevant legislation and CCAANZ Rules are complied with;
  - 9.2.8. Be responsible for the running of the Church during an interregnum or during the illness or incapacity and extended absence of the Vicar;
  - 9.2.9. Ensure the provision of all things necessary for public worship, and ensure the preservation of order during public worship;
  - 9.2.10. Have superintendence of any buildings, furniture, and equipment owned or used by the Church, and to report to Vestry from time to time on their state and any need for repairs, replacement, improvement or insurance;

9.2.11. Certifying and forwarding the annual financial statements for the Church with an annual return, to Charities Services, the Registrar of Incorporated Societies and any other statutory body upon their approval by the Members at an Annual General Meeting; and

9.2.12. Advising the Registrar of Incorporated Societies of any changes to the Rules

## **10. Synod Representatives**

10.1. In addition to any functions set out in the CCAANZ Rules, the functions of the Synod Representatives are to:

10.1.1. Represent the Church at Synod;

10.1.2. Report relevant Church matters to Synod; and

10.1.3. Report relevant decisions of Synod to the Church in the manner that Vestry decides.

## **11. Vacancies in Church positions**

11.1. If the position of Vicar becomes vacant, the vacancy will be filled in accordance with the applicable CCAANZ Rules or, if CCAANZ Rules do not apply, Vestry will determine the procedure being mindful of established Anglican procedure when doing so.

11.2. In the event of the position of Vicar becoming vacant, the People's Warden and Vicar's Warden (or any substitute appointee made in accordance with the CCAANZ Rules) will assume the responsibilities of the Vicar until the vacancy is filled.

11.3. The Church may appoint an Assistant Minister in accordance with the applicable CCAANZ Rules or, if CCAANZ Rules do not apply, Vestry will determine the procedure being mindful of established Anglican procedure when doing so.

11.4. If the position of People's Warden becomes vacant between Annual General Meetings, Vestry may appoint another Vestry Member to fill that vacancy until the next Annual General Meeting.

11.5. Other than People's Warden, if the position of any Member of Vestry becomes vacant between Annual General Meetings, Vestry may appoint another Church Member to fill that vacancy until the next Annual General Meeting.

11.6. If any Vestry member is consistently absent without leave of absence the Chair may declare that person's position to be vacant.

## **12. Vestry Meetings**

12.1. Vestry meetings may be held via video or telephone conference, or other formats as Vestry may decide.

12.2. No Vestry meeting may be held unless a quorum is present, which is more than half of Vestry Members including a Churchwarden are in attendance.

12.3. The Vicar shall chair Vestry meetings, or if the Vicar is absent or decides not to chair, Vestry will choose another Vestry Member to chair the meeting.

12.4. Unless otherwise required by the CCAANZ Rules or these Rules decisions of Vestry shall be recorded in the "minute book" signed by the Chair.

12.5. In the event of an equal vote, the Chair shall have a casting vote, that is, a second vote.

12.6. Only members of Vestry present at a Vestry meeting may vote at that Vestry meeting.

12.7. Subject to the CCAANZ Rules and these Rules, Vestry may regulate its own practices.

12.8. The Chair shall adjourn the meeting if and when necessary.

12.9. Adjourned Meetings: If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to a day, time and place determined by Vestry.

# Church membership

## 13. Admission of Members

- 13.1. To become a Member, a person ("the Applicant") must:
  - 13.1.1. Profess that Jesus Christ is Lord and Saviour;
  - 13.1.2. Be a regular attendee of the Church for at least three (3) months;
  - 13.1.3. Agree to the purposes of the Church; and
  - 13.1.4. Agree to be registered on the Register of Members.

## 14. Types of Members

- 14.1. Membership is comprised of two different categories:
  - 14.1.1. General Member: Subject to clause 14.3 any person admitted as a Member under clause 13;
  - 14.1.2. Voting Member: Any General Member who is baptised and at least 16 years of age. A Voting Member must sign any declaration in a form decided by Vestry.
- 14.2. General Members and Voting Members are together known as the "Members" or the "Membership".
- 14.3. Any person under 16 years of age requires the consent of a parent or guardian to become a Member under clause 13.
- 14.4. Members have the rights and responsibilities set out in the CCAANZ Rules and these Rules.

## 15. The Register of Members

- 15.1. The Church Administrator shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.
- 15.2. If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Church Administrator.
- 15.3. Vestry must ensure that the Register is reviewed twice yearly and any amendments are made as necessary to keep the register up to date.
- 15.4. Members shall have reasonable access to the Register of Voting Members.

## 16. Cessation of Membership

- 16.1. Any Member may resign by giving written notice to Vestry.
- 16.2. Vestry may terminate a Member's membership if in Vestry's opinion the Member ceases to regularly attend worship, provided that Vestry complies with any applicable CCAANZ Rules before terminating membership, considers all circumstances relating to the Member's non-attendance and provides the Member a reasonable opportunity to be heard.

## 17. Obligations of Members

- 17.1. All Members shall promote the purposes of the Church and shall do nothing to bring the Church into disrepute.

# Administration of the Church

## 18. Powers of the Church

- 18.1. The Church may for the purposes of the Church:
- 18.1.1. Employ staff;
  - 18.1.2. Enter into contracts;
  - 18.1.3. Own property;
  - 18.1.4. Invest in any investment if authorised by Vestry;
  - 18.1.5. Borrow money and provide security if authorised by Vestry;
  - 18.1.6. Exercise all the rights, powers, and privileges of a natural person.

## 19. Recruitment and training of clergy, staff and volunteers

- 19.1. The recruitment and training of clergy, staff and volunteers must be carried out in accordance with applicable CCAANZ Rules and good practice.

## 20. Contracting

- 20.1. The Church contracts as follows:
- 20.1.1. In respect of an obligation which, if entered into by a natural person, would, by law, be required to be by deed or any contracts involving land, may be entered into on behalf of the Church in writing signed under the common seal with the authority of Vestry.
  - 20.1.2. In respect of any other agreement, whether written or oral, by any person with the authority of Vestry.

## 21. The use of money and other assets

- 21.1. The Church may only use money and other assets if:
- 21.1.1. It is for a purpose of the Church;
  - 21.1.2. It is not for the private pecuniary profit of any individual or Member; and
  - 21.1.3. That use has been approved by either the CCAANZ Rules, these Rules, Vestry or by Majority vote of the Church.
  - 21.1.4. For the avoidance of doubt, nothing in this clause restricts the ability of the Church to employ its Members or support mission work overseas.
- 21.2. Despite clause 21.1.2 and for the sake of clarity, Vestry may provide reasonable assistance to Members (including financial assistance) for the purpose of, and to the extent necessary for, providing relief from proven financial hardship.

## 22. Joining Fees, Subscriptions and Levies

- 22.1. There shall be no fee, subscription, or levy imposed on any Member, or any Applicant seeking membership.

## 23. Conflicts of Interest

- 23.1. A conflict of interest exists in any situation in which a Member's personal interest or loyalties could conflict with his duty to the Church or might affect his ability to make a decision in the best interest of the Church.
- 23.2. When a conflict of interest exists for the Member, that Member must declare the nature of the conflict or the potential conflict and must not take part in deliberations or proceedings including decision-making and voting in relation to the decision for which the conflict of interest has arisen.

- 23.3. The Member in conflict, or potential conflict, must not be counted in the quorum required for decision-making on the matter for which they have the conflict of interest.

## **24. Financial Year**

- 24.1. The balance date of the Church is 31 December each year.

## **25. Assurance on the Financial Statements**

- 25.1. The Church, at its Annual General Meeting, shall appoint an accountant to review the annual financial statements of the Church ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Church's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the Chartered Accountants New Zealand and Australia, and must not be a member of Vestry, or an employee of the Church. If the Church appoints a Reviewer who is or becomes unable to act for some reason, Vestry shall appoint another Reviewer as a replacement.
- 25.2. Vestry is responsible to provide the Reviewer with:
- 25.2.1. Access to all information for which Vestry is aware that is relevant to the preparation of the financial statements such as but not limited to records, documentation and invoices;
  - 25.2.2. Additional information that the Reviewer may request from Vestry for the purpose of the review; and
  - 25.2.3. Reasonable access to persons within the Church from whom the reviewer determines it necessary to obtain evidence in order to carry out the review.
- 25.3. Should financial reports be submitted within another incorporated entity (which is subject to financial audit or review), the nil accounts filed by the Church are not subject to an additional audit or review

# **Conduct of meetings**

## **26. Church Meetings**

- 26.1. Church Meeting has the meaning given in clause 32.1.7.
- 26.2. The Annual General Meeting shall be held once every year no later than 30 April the year immediately after the Church's balance date. Vestry shall determine, and give Members at least two months' notice of, when and where the Annual General meeting shall take place. Vestry's notice must:
- 26.2.1. Specify the date by which motions for consideration at the meeting must be lodged with the Church Administrator; and
  - 26.2.2. List any positions which require elections and specify the date by which nominations must be lodged with the Church Administrator.
- 26.3. Special General Meetings may be called by Vestry or the Vicar. Vestry must call a Special General Meeting if any Officer receives a written request signed by at least 10% of the Members. At least two weeks' notice must be provided for any Special General Meeting.
- 26.4. Vestry shall:
- 26.4.1. Give all Members at least 10 Days Written Notice of the business to be conducted at any Church Meeting.
- Additionally, Vestry shall provide, as appropriate:
- 26.4.2. A copy of the Vicar's report on the Church's mission and ministry activities;
  - 26.4.3. A copy of the annual financial statements as approved by Vestry;
  - 26.4.4. A copy of the Churchwardens' report;
  - 26.4.5. A list of nominees for People's Warden, Synod Representative(s) (if any), Vestry and/or any other positions requiring election, and information about those nominees if it has been provided;



- 26.4.6. The presentation by the Treasurer of duly audited or reviewed financial accounts for the past financial year and a budget for the forthcoming year;
- 26.4.7. Notice of any motions and, where applicable, Vestry's recommendations in relation to those motions; and
- 26.4.8. Any other item required by the CCAANZ Rules or these Rules.
- 26.5. If Vestry has made a reasonable attempt to send a notice to all Members, the Church Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 26.6. All Members may attend Church Meetings, but only Voting Members may vote.
- 26.7. Unless otherwise required by these Rules no Church Meeting may be held unless at least 40% of Voting Members (including at least one Officer) are in attendance. This will constitute a quorum.
- 26.8. Unless otherwise required by the CCAANZ Rules or these Rules, all decisions made at a Church Meeting shall be by a Majority vote.
- 26.9. Subject to the CCAANZ Rules and these Rules, Vestry may decide that a Church vote on any motion can take place otherwise than at a Church Meeting and by any method (including by way of online voting) it decides.
- 26.10. All Church Meetings shall be Chaired by the Vicar. If the Vicar is absent or there is no Vicar appointed at that time or the Vicar chooses not to chair, another member of Vestry shall Chair that meeting. Any person chairing a Church Meeting has a casting, that is, a second vote.
- 26.11. On any given motion at a Church Meeting, the Chair shall in good faith determine whether to vote by:
- 26.11.1. Voices;
- 26.11.2. Show of hands; or
- 26.11.3. Secret ballot.
- 26.11.4. However, if any Voting Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, a second vote.
- 26.12. Votes will be counted by two scrutineers who will be appointed by the Voting Members.
- 26.13. The business of an Annual General Meeting shall be:
- 26.13.1. Receiving any minutes of previous Church Meetings;
- 26.13.2. Receiving the Vicar's report on the mission and ministry of the Church;
- 26.13.3. Receiving all other reports on the mission and ministry of the Church (including from the Churchwardens);
- 26.13.4. The presentation by the Treasurer of duly audited or reviewed financial accounts for the past financial year and a budget for the forthcoming year;
- 26.13.5. To decide by Majority Vote (to be voted on in the following order unless in the Chair's opinion there is good reason to the contrary):
- 26.13.5.1. How many Members should be elected to Vestry;
- 26.13.5.2. Which of the duly nominated Members will hold the office of People's Warden;
- 26.13.5.3. Which of the duly nominated Members will hold the office of Synod Representative(s), if any (who shall be elected in accordance with the applicable CCAANZ Rules); and
- 26.13.5.4. Which of the duly nominated Members will serve on any other positions requiring election.
- 26.13.6. Appointing a Treasurer (if possible from the Membership) who will be responsible for:
- 26.13.6.1. Keeping proper accounting records of the Church's financial transactions to allow the Church's financial position to be readily ascertained;

26.13.6.2. Preparing annual financial statements in accordance with the Church's accounting policies (see clause 8.1.5) for presentation at each Annual General Meeting;

26.13.6.3. Providing a financial report at each Annual General Meeting; and

26.13.6.4. Providing financial information to Vestry as Vestry determines;

26.13.7. Motions to be considered;

26.13.8. General business; and

26.13.9. Any other business expressly required by the CCAANZ Rules and these Rules.

26.14. The Chair may adjourn a Church Meeting at his discretion.

## **27. Motions at Church Meetings**

27.1. Any Member may request that a motion be voted on ("Member's Motion") at a particular Church Meeting. In order that Vestry can consider the Member's Motion, it must be provided by giving Written Notice to Vestry at least 28 Days before that Church Meeting. The Member may also provide information in support of the motion ("Member's Information"). Vestry may in its absolute discretion decide whether or not the Church will vote on the Member's motion. However, if the Member's Motion is signed by at least 10% of Voting Members:

27.1.1. It must be voted on at the Church Meeting chosen by the Member moving the motion; and

27.1.2. Vestry must ensure the Member's Information is given to all Members at least 10 Days before the Church Meeting chosen by the Member moving the motion; or

27.1.3. If Vestry fails to do this, the Member has the right to raise the motion at the following Church Meeting.

27.2. Vestry may also decide to put forward motions for the Church to vote on ("Vestry Motions") which shall be suitably notified.

## **Common seal**

### **28. Common seal**

28.1. Vestry shall provide a common seal for the Church. (as required by law, the Incorporated Societies Act)

28.2. The Church Wardens, or the person as determined by them, shall have custody of the common seal, which shall only be used by the authority of Vestry. Every document to which the common seal is affixed shall be signed by two Officers or, in the alternative, one Officer and countersigned by two members of Vestry.

## **Altering the Rules**

### **29. Altering the Rules**

29.1. The Church may alter, amend, add to, or replace the Rules or any part thereof at a Church Meeting by a resolution passed by a two-thirds majority of Voting Members present at the Church Meeting.

29.2. Any motion to alter, add to, amend or replace the Rules shall be signed by:

29.2.1. All members of Vestry; or

29.2.2. At least 10% of Voting Members and given in writing to Vestry at least 28 Days before the Church Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

29.3. At least 10 Days before the Church Meeting at which any rule change is to be considered, Vestry or the person determined by them shall give the Members Written Notice of the proposed motion, the reasons for the proposal, and any recommendations Vestry has in relation to the proposed motion.

- 29.4. Notwithstanding the above, the Members (including Vestry) will not have the ability or power to amend, vary, or change any of the provisions in clause 3.1 and this clause 29.4 except by unanimous Vestry approval and 75% of all Voting Members. For the avoidance of doubt "all Voting Members" refers to all Voting Members recorded in the Register and not limited to the Voting Members present at the Church Meeting.
- 29.5. When a Rule change is approved by a Church Meeting, no Rule change shall take effect until the Rule change has been registered by the Registrar of Incorporated Societies and notified to Charities Services

## Bylaws

### 30. Bylaws to govern the Church

- 30.1. Vestry may from time-to-time make, alter or rescind bylaws for the general management of the Church, so long as any such by law is not repugnant to the CCAANZ Rules, these Rules or to the provisions of law. All such bylaws shall be binding on Members of the Church. A copy of the bylaws for the time being, shall be available for inspection by any Member on request to the Wardens or the person they delegate..

## Winding up

### 31. Winding up

- 31.1. If the Church is wound up:
- 31.1.1. The Church's debts, costs and liabilities shall be paid;
  - 31.1.2. Surplus Money and Other Assets of the Church may be disposed of:
    - 31.1.2.1. By resolution; or
    - 31.1.2.2. According to the provisions in the Incorporated Societies Act 1908,
    - 31.1.2.3. but
    - 31.1.2.4. For the purposes of this clause, no distribution may be made to any Member;
  - 31.1.3. All surplus Money and Other Assets must be given or transferred to another organisation, being a registered charity in New Zealand, whose purposes are aligned with those of the Church.

## Definitions

### 32. Definitions and Miscellaneous matters

- 32.1. In these Rules:
- 32.1.1. "Bishop" means the Bishop consecrated and installed as Bishop of CCAANZ;
  - 32.1.2. "CCAANZ" means the Church of Confessing Anglicans Aotearoa/New Zealand.
  - 32.1.3. "CCAANZ Canons" means any canon passed by Synod.
  - 32.1.4. "CCAANZ Constitution" means the Constitution passed by Synod as may be amended from time-to-time.
  - 32.1.5. "CCAANZ Rules" means any rules or directives issued by or on behalf of CCAANZ, including for clarity the CCAANZ Constitution and the CCAANZ Canons and any rules, resolutions, regulation, codes, standards and decisions promulgated by or on behalf of CCAANZ.
  - 32.1.6. "Church Administrator" means the person employed to undertake the day to day administration of the Church.
  - 32.1.7. "Church Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Vestry Meeting, nor a Church service or small group meeting.
  - 32.1.8. "Day" means a calendar day.

- 32.1.9. "Majority vote" means a vote made by more than half of the Voting Members who are present at a Church Meeting and are voting at that Church Meeting upon a resolution put to that Church Meeting.
- 32.1.10. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Church.
- 32.1.11. "Office Holder" means, as the context requires, the Churchwardens, Synod Representatives, and/or Vestry members.
- 32.1.12. "Synod" means the Synod of CCAANZ as constituted by the CCAANZ Constitution.
- 32.1.13. "Synod Representatives" means those Members elected or appointed in accordance with the applicable CCAANZ Rules to represent the Church at Synod.
- 32.1.14. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- 32.1.15. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- 32.1.16. Unless the context otherwise requires, it is assumed that:
- 32.1.16.1. Where a masculine is used, the feminine is included;
  - 32.1.16.2. Where the singular is used, plural forms of the noun are also inferred;
  - 32.1.16.3. Headings are a matter of reference and not a part of the Rules;
  - 32.1.16.4. Matters not covered in the CCAANZ Rules and these Rules shall be decided upon by Vestry; and
  - 32.1.16.5. References to legislation includes amendments to or re-enactments of that legislation.