

## **Constitution of Oxygen Life Church Inc.**

### **Preamble**

This constitution outlines the rules used to manage and govern the church. These rules address the responsibilities of both leadership and members. This constitution addresses matters required of associations under the Associations Incorporation Act 2009 (NSW).

### **History**

This church started at the home of Donovan and Mariaan Overton in January 2024 as an outreach community serving the Hunter Valley area. In May 2024, the church entered into a partnership with Four12 Global, which guided to grow according to the New Testament model of the early church. Through this partnership, we discovered a deep alignment in values and vision with Oxygen Life Church in Gqeberha, South Africa.

Oxygen Life Church in Gqeberha was founded by Brad and Angela Verreyne in Gqeberha in 2002 and has since grown to meet across nine congregations. In November 2024, we officially became part of Oxygen Life Church. We are the pioneering community of individuals gathering as Oxygen Life Church in Australia, striving to embody genuine Christianity (Acts 2:42-47) as a family of believers, committed to dedicating our lives to God and to each other.

### **Rules**

#### **1. Church Identity**

- 1.1 We are a local church, a gathering of believers in the Lord Jesus Christ. However, for legal purposes we have chosen to incorporate under the Associations Incorporation Act 2009 (NSW) (the 'Act').
- 1.2 The name of this incorporated association is "Oxygen Life Church Incorporated": the last word may be reduced to "Inc".
- 1.3 We recognise that there are true believers in many other churches, but we align with the 'Four12' global partnership of churches:

*"to equip the saints for the work of ministry, for  
building up the body of Christ"  
Ephesians 4:12 (ESV)*

#### **2. Purposes**

- 2.1 The church exists for charitable purposes, to advance religion.
- 2.2 The church will advance the Christian religion. The activities of the church are to serve this purpose and to fulfil the purposes for which Jesus Christ established the Church:
  - (a) Facilitating a biblical local church for all who follow our Christian faith;
  - (b) Supporting and encouraging believers through Christ-like discipleship;

- (c) The members voluntarily work together for the purpose of spreading the gospel, meeting needs in the community and building up the church;
- (d) To plant and sustain other churches that provide a safe and nurturing environment in which Christians can grow and others can find faith in Christ;
- (e) Glorifying God through the way we live our lives daily;
- (f) Seek cooperation with other Christian churches in Australia to equip, restore and advance biblical local churches.

2.3 The church may do all things that help it to achieve these purposes, in accordance with these rules

### **3. Our Basic Beliefs**

3.1 The church seeks to fulfil its purposes within the following framework of belief and practice:

- (a) we believe the Scriptures of the Old and New Testaments to be the Inspired Word of God. It is our final authority for faith, life and for the governance of the church and therefore is incorporated as part of this constitution;
- (b) we believe in one God, eternally existing in three persons, namely Father, Son and Holy Spirit;
- (c) we believe that Jesus Christ was begotten of the Father, conceived by the Holy Spirit and born of the virgin Mary;
- (d) we believe that God created mankind in His own image, male and female. Thereafter, sin entered the first man through disobedience, resulting in spiritual death for all mankind;
- (e) we believe that Jesus Christ had to die a substitutionary death for the sins of mankind so that we could be reconciled back to God;
- (f) we believe in the bodily death, burial and resurrection of Jesus Christ;
- (g) we believe in His ascension into heaven and His future return to earth;
- (h) we believe in the personality of the Holy Spirit, His regenerating work and abiding presence in the true believer, that the Holy Spirit indwells all true believers and that He has been sent to be the Comforter and empower the Christian Church, to produce the fruit of the Holy Spirit and give the gifts of the Holy Spirit according to the Scriptures;
- (i) we believe that all mankind will stand before God on judgement day to give an account for their actions, words and motives of the heart;
- (j) we believe in the regular practice of the breaking of bread and the taking of wine / grape juice to remind us of the new covenant established through Jesus Christ's death on our behalf;
- (k) we believe in the baptism of believers by immersion in water, and the baptism of the Holy Spirit;
- (l) we believe that all who repent of their sin and receive the Lord Jesus Christ by faith are born again of the Holy Spirit and thereby become children of God;
- (m) we believe that all Christians are called to a life of holiness, devotion to the Lord Jesus Christ and service to Him;
- (n) we believe in the priesthood of all believers;
- (o) we believe 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.

3.2 A member is required to hold to each of the above beliefs during their membership (our 'basic beliefs').

### **4. Contemporary Issues**

4.1 Our church affirms:

(a) that marriage is a lifelong union between one man and one woman; (b) that gender is biological sex at birth.

- 4.2 The church supports any of its elders and staff who publicly stand by the above affirmations.

## **5. Church Structure**

- 5.1 There shall be a board. The board members are the 'committee' referred to in the Act. They are the eldership in New Testament terms who take ultimate responsibility for the spiritual leadership, relational health and governance requirements of the church.
- 5.2 The church shall have members, who are the legal members of the church and elect the board members from among their number.
- 5.3 The board must have at least 3 members and must appoint a public officer, and may appoint from among their number a chair, vice-chair, secretary and treasurer.

## **6. Not for Profit**

- 6.1 The church may make a profit, and may carry on profit-making ventures, but the members may not receive those profits.
- 6.2 The church may only do things and use the income and assets of the church for the purposes of the church and in accordance with its charitable status with the ACNC.
- 6.3 The church must not distribute any income or assets, directly or indirectly, to its members.
- 6.4 The church must not conduct its affairs (including its affairs as trustee of any trust) so as to provide pecuniary gain for its members.<sup>1</sup>
- 6.5 The above rules do not prevent bona fide compensation for services rendered by a member or reasonable expenses incurred by a member on behalf of the church.

## **7. Source of Funds**

- 7.1 The church may accept offerings and gifts, earn income, and increase its capital in any way that the board see fit.
- 7.2 To avoid ambiguity, donations to the church, including gifts made in response to any appeal for a general or special purpose and even if paid into a separate fund shall be regarded as available for the general purposes of the church free of any conditions and recall by the donor. However, this shall not apply to any donation made to a foundation or special trust established by the church.

## **8. Membership Fees & Liability**

- 8.1 Members are not required to pay any annual fees to maintain membership of the church.

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<sup>1</sup> These are the words of s40 of the Act. 'Pecuniary gain' is defined in s5 of the Act

8.2 The liability of members to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of the winding up of the association, is nil.

## **9. Membership Types**

9.1 The board may admit persons either as voting members or non-voting members.

## **10. Membership Eligibility**

10.1 A person is eligible to apply for membership, or to change their type of membership, if they:

- (a) have publicly declared their faith in Jesus Christ as Lord, and been baptised in water as a sign of their faith in and obedience to Him;
- (b) follow our Christian faith (our basic beliefs), support the purposes of the church, and agree to act by these rules;
- (c) have been nominated by a voting member; and, (d) are approved by the board.

10.2 After approval by the board, applications shall be notified by the board to all the other members and if no objection is made within six (6) days, they shall thereby become members.

## **11. Cessation of Membership**

11.1 A member may resign from membership of the church by giving written notice to a board member. For the purposes of this rule, an email or text message may be an acceptable form of notice.

11.2 A person ceases to be a member if the person:

- (a) dies;
- (b) resigns membership;
- (c) is expelled from the church; or,
- (d) if the board decides that it is appropriate that a person's membership should terminate (e.g. after an extended period without communication from the member).

## **12. Expulsion of a Member**

12.1 Subject to giving a member an opportunity to be heard or to make a written submission, the board may resolve to expel a member if they deny any of our basic beliefs or their conduct demonstrates that they no longer follow our Christian faith, support our purposes, or disagree to act in accordance with these rules, or is in any other way behaving in ways detrimental to the interests of the church.

12.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the board at which the matter will be determined.

12.3 The determination of the board will be communicated to the member, and in the event the board determines to expel the member, they shall cease to be a member 14 days after the board has communicated its determination to the member.

12.4 A member is open to appeal their expulsion at a meeting of members. The intention to appeal shall be communicated to the church secretary within 14 days after the determination of the board has been communicated to the member.

12.5 In the event of an appeal, the appellant's membership of the church shall not be terminated unless the determination of the board to expel the member is upheld by the voting members of the church after the appellant has been heard by the members. If expulsion is upheld, membership will be terminated at the date of the members meeting at which the determination of the board is upheld.

### **13. Discipline of a Member**

13.1 As an alternative to expulsion, the board may formally discipline a member. Any such discipline is subject to appeal in like manner as expulsion.

### **14. Membership Register**

14.1 The church will keep a register to record members in written or electronic form. The register must contain:

- (a) the full name of each member;
- (b) their current contact details;
- (c) the date on which each member was admitted to the church; and,
- (d) if applicable, the date and reason the member resigned from the church, or of termination of membership.

### **15. The Board - Powers and Duties**

15.1 The affairs of the church shall be managed and controlled by the board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the purposes of the church, and are not by the Act or by these rules required to be done by the church in general meeting.

15.2 The board has the management and control of the funds, any property and/or assets of the church.

15.3 The board may remove any person from church property or from any Sunday service, marriage or funeral service, seminar, camp, youth meeting, small group, bible school or social activity of the church.

15.4 The board may delegate the function of co-signatory of accounts to any voting member(s).

15.5 All payments shall be by cheque signed by two delegates or by a banking transfer requiring electronic authorisation by two delegates.

15.6 The board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the church on which these rules are silent.

### **16. The Board – Appointment**

16.1 The board shall be comprised of at least 3 members ordinarily resident in Australia.

16.2 The board shall elect from their number persons to the offices chair, vice-chair, secretary, treasurer and public officer.

16.3 The secretary shall maintain a register of officers and board members.

16.4 A board member shall be a natural person; an active member who is in good standing with the church.

16.5 Board members may serve indefinitely but shall be confirmed at each annual general meeting (AGM).

16.6 An existing board member shall be eligible for confirmation without nomination. No other person shall be eligible to stand for confirmation unless a voting member of the church has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the secretary. The nomination shall be signed by the proposer and by the nominee.

16.7 Notice of all persons seeking confirmation to the board shall be given to all members of the church with the notice calling the meeting at which voting is to take place.

16.8 The board may appoint a person to fill a casual vacancy, and such a board member shall hold office until the next annual general meeting of the church and shall be eligible for confirmation without nomination.

16.9 Board members are counselled to avoid burnout.

## **17. Proceedings of the Board**

17.1 The board shall meet at least quarterly for the purposes of the church's business.

17.2 Questions arising at any meeting of the board shall be decided by a majority of votes, and in the event of equality of votes the chair shall have a casting vote in addition to a deliberative vote.

17.3 A quorum for a meeting of the board shall be more than or equal to one half of the members of the board.

17.4 A member of the board, having a direct or indirect pecuniary interest in a contract or proposed contract with the church, must disclose the nature and extent of that interest to the board as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the church.

## **18. Disqualification of Board Members**

18.1 A board member will cease to be part of the board if they:

- (a) are not confirmed at an AGM;
- (b) resign;
- (c) are absent, without apology, from more than four meetings in a financial year;
- (d) die, or are permanently incapacitated by ill health;
- (e) are removed at a special meeting of members;
- (f) are disqualified from being a board member by the Act; (g) are expelled as a member under these rules.

18.2 A board member holding an office may be removed from that office at any time by vote of the board, but they may not be removed as a board member except by special resolution of the members.

## **19. Indemnity**

19.1 The board members, elders, deacons, sub-committee persons, ministry leaders (and other persons who may be regarded as a manager or de facto officer of the church), shall each be indemnified (including indemnity for reasonable legal defense costs as incurred) out of the assets of the church for any liability they or any of them incur for any act or omission in their position for any claim made against them by virtue of such act or omission and such indemnity shall include indemnity for liability for any act or omission which is tortious or in breach of trust, but not for any act or omission of dishonesty or sexual abuse. In relation to

the cost of the defense of criminal proceedings no payment shall be made unless all relevant charges are withdrawn, no-billed or dismissed.

## **20. Meetings**

20.1 The board shall call an annual general meeting in accordance with the Act and these rules.

20.2 The first annual general meeting shall be held within 18 months after the incorporation of the church, and thereafter within five months after the end of its financial year.

20.3 The order of the business at the meeting shall be:

- (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- (b) the consideration of the accounts and reports of the board and the auditor's report (if auditor's report is required);
- (c) the confirmation of board members;
- (d) the appointment of auditors, if required;
- (e) any other business requiring consideration by the church in a general meeting.

## **21. Special General Meetings**

21.1 The board may call a special general meeting of the church at any time.

21.2 Upon a requisition in writing of not less than 25% of the total number of members of the church, the board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

21.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

21.4 If a special general meeting is not convened within one month, as required, the requisitioner(s), or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the board, and for this purpose the board shall ensure that the requisitioner(s) are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the church.

21.5 The following decisions of the church must be made by the members, by special resolution:

- (a) confirmation of appointment of board members;
- (b) removal of board member;
- (c) removal of a board member from paid employment;
- (d) appeal against the expulsion of a member;
- (e) change to these rules;
- (f) change to the name of this church;
- (g) sale of real estate;
- (h) the winding up of the church; and,
- (i) other matters specified in these rules or the Act.

## **22. Notice of General Meetings**

22.1 At least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

22.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

22.3 A notice may be given by the church to any member by serving the member with the notice personally, or by sending it by email, SMS, WhatsApp or post to the address appearing in the register of members.

22.4 For meetings other than those held in person after written notice, majority of the board shall be deemed to hold or be present at a meeting when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the other members.

22.5 Where a notice is sent by post:

- (a) the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice; and,
- (b) unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **23. Proceedings at General Meetings**

23.1 Fifty percent (50%) of voting members present personally shall constitute a quorum for the transaction of business at any general meeting.

23.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

23.3 The chair of the board shall initially preside as chair at any general meeting.

23.4 If the chairperson is not present within thirty minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a board member or one of their own number to be the chair of that meeting.

### **24. Voting at General Meetings**

24.1 Subject to these rules, every voting member has only one vote at a meeting.

24.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of voting members (>50%) who vote in person, at that meeting.

24.3 Unless a poll is demanded by at least five voting members, a question for decision at a general meeting shall be determined by a show of hands.

### **25. Poll at General Meetings**

25.1 If a poll is demanded by at least five voting members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

25.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **26. Special and Ordinary Resolutions**

26.1 A special resolution is a resolution passed by at least seventy five percent (75%) of the votes cast, and if the resolution otherwise complies with s39 of the Act.

26.2 An ordinary resolution is a resolution passed by a simple majority (>50%).

## **27. Minutes**

27.1 Proper minutes of all proceedings of general meetings and of meetings of the board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

27.2 The minutes kept pursuant to this rule must be confirmed by the members of the board at a subsequent meeting.

27.3 The minutes kept pursuant to this rule shall be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting at which the minutes are confirmed.

27.4 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **28. Resolution of Internal Disputes**

28.1 Scripture tells us that harmony and unity will ordinarily result from brethren pursuing mutual submission to one another and to the church leadership. Members have a responsibility to pursue harmonious and loving relationship with one another and resolve conflicts as they arise, as a matter of urgency, according to biblical principles.

28.2 It follows that where the unity and harmony of the church is under threat, because of the behaviour or teaching of one of the members, or an outsider, the leadership need to take the necessary steps, to restore or protect the church as a whole.

28.3 In line with Scripture, a range of options should be pursued by the board, from simple counsel to more direct admonition to suspension or removal from a ministry role to public exclusion from the life and privileges of the church including church membership.

28.4 Elders should be peacemakers and model a biblical approach and follow the biblical pathways for reconciliation when they have disagreements between themselves. This should involve transparency and reaching out for help.

28.5 The grievance procedure set out in this rule applies to disputes under these rules between:

- (a) a member and another member; or (b)
- a member and the church.

28.6 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 parties.

28.7 If the parties are unable to resolve the dispute at the meeting, then either party may request mediation by a person chosen by agreement between the parties. If the parties cannot agree on a mediator then they shall cooperate to appoint a person chosen by the eldership of the nearest church affiliated with the Four12 global network of churches. A request for mediation does not of itself effect a deferral of any decision or meeting.

## **29. Financial Reporting**

29.1 The first financial year of the church shall be the period ending on the next 30th June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30th of June each year.

29.2 The treasurer shall be responsible to transparently report to both the board and the members.

29.3 The board shall on behalf of the church keep and retain such accounting records as are necessary to correctly record and explain its financial transactions and financial position, and as minimum shall comply with the Act.

29.4 The accounts, together with any auditor's report on the accounts, the board's statement and report, shall be laid before members at the annual general meeting.

29.5 Any member or any other person nominated at any time by the members may have full and free access to the membership register and any financial records and at their cost may copy them, but only for the proper purposes of the church.

## **30. Custody of Records**

30.1 The board shall nominate a person(s) from time to time to have control or custody of the deeds, documents of title, minutes, financial records, registers, correspondence, cheque books and passwords of the church.

30.2 Such records shall be kept for at least seven years. The elders may agree to destroy or redact any part of any such records if they contain information of a personal nature.

30.3 Records in relation to child protection shall be maintained for 80 years.

## **31. Execution of documents**

31.1 The church may execute a document or deed if the document or deed is signed by 2 signatories authorised by the board.

## **32. Winding Up**

32.1 The church may be wound up voluntarily if it so resolves by special resolution.

32.2 If after the winding up of the church, there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting, or failing resolution to the nearest eligible church affiliated with the Four12 global network of churches.

**33. Change to These Rules**

33.1 These rules may be altered (including an alteration to the church's name) by special resolution of the members of the church. This includes rescission or replacement by substitute rules.

33.2 To be effective the alteration must be registered pursuant to the Act.

33.3 The registered rules shall bind the church and every member to the same extent as if they entered into a contract.

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