



National Council of
Churches in Australia

Constitution

NATIONAL COUNCIL OF CHURCHES IN AUSTRALIA LTD
(ACN 000 391 104)

A Company Limited by Guarantee

Amended 3rd November 2017

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1. NAME OF COMPANY

- 1.1 The name of the Company is National Council of Churches in Australia Ltd, ACN 000 391 104 (the Company).
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2. BASIS

- 2.1 National Council of Churches in Australia gathers together in pilgrimage those Churches and Christian communities which confess the Lord Jesus Christ as God and Saviour according to the Scriptures and commit themselves
- (i) to deepen their relationship with each other in order to express more visibly the unity willed by Christ for his Church, and
 - (ii) to work together toward the fulfilment of their mission of common witness, proclamation and service,
- to the glory of One God, Father, Son and Holy Spirit.
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3. THE CHURCH, THE CHURCHES AND THE NATIONAL COUNCIL OF CHURCHES IN AUSTRALIA

- 3.1 The National Council of Churches in Australia is not a Church. Rather by bringing its Member Churches into a living contact with each other it desires to give expression to the significant bonds which already exist between them: what they share with each other as Christians because of their union with God in Christ Jesus through the Holy Spirit [often called communion or koinonia]. It recognises that each Member Church brings to the National Council of Churches in Australia its own understanding of the nature of the Church.
- 3.2 No Member Church is being asked to forsake or compromise its own ecclesiology. However, the National Council of Churches in Australia provides a framework within which Member Churches are encouraged to enter into dialogue, at all levels, about the understanding of "church" which each Church holds.
- 3.3 While some Member Churches may not be able to recognise each other as churches in the full and true sense, they nevertheless acknowledge in each other important elements of both doctrine and practice that belong to the Church which Christ founded. It is hoped that through further dialogue the Member Churches will broaden their knowledge of each other, extend their recognition of each other, find ways of giving greater expression to what they hold in common, and move towards a more visible expression of the unity Christ has given to his Church.
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4. TYPE OF COMPANY

- 4.1 The Company is a non-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

5. LIMITED LIABILITY OF MEMBER CHURCHES

- 5.1 Each Member Church must contribute an amount not more than \$20.00 (the guarantee) to the property of the Company if the Company is wound up while the Member Church is a member, or within 12 months after they stop being a Member Church, and this contribution is required to pay for the:
- (a) payment of debts and liabilities of the Company;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) any adjustment of the rights of the contributories among Member Churches.
- 5.2 A Church or Christian community which does not have credal statements within its tradition and therefore finds it difficult to subscribe formally to what appears to it to be a written credal statement in the Basis may apply for and be elected to membership provided that the Church or Christian community demonstrates by its life and conduct that it upholds the spirit of the Basis.

6. DEFINITIONS

- 6.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012*.

Act means the *Corporations Act 2001*.

Appointed Director means a Director appointed by the Board in accordance with clause 26.

Assembly means a meeting held in accordance with clause 21.

Board means the Board of Directors.

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Sydney.

Chairperson means the person holding that office under this Constitution and includes any assistant or acting chairperson.

Commission means a commission established in accordance with clause 23.

Committee means a committee established in accordance with clause 41.

Company means National Council of Churches in Australia Ltd.

Company Secretary means the person appointed as the secretary of the Company in accordance with clause 57 and includes any assistant or acting secretary.

Constitution means this constitution as amended or supplemented from time to time by a Special Resolution of the Member Nominees in a general meeting.

Delegate means a person appointed to act in that role by a Member Church in accordance with clause 22.

Director means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

Elected Director means a Director elected by the Member Nominees in accordance with clause 25.2.

Finance Committee means the Committee established by the Board pursuant to clause 41.5.

Financial Year means the financial year of the Company ending on 30 June.

Forum means a meeting held in accordance with clause 20.

General Secretary means the general secretary of the National Council of Churches appointed by the Board following the recommendation of the Assembly and shall include a person authorised from time to time to act as the General Secretary or authorised by the General Secretary to act on behalf of the General Secretary for any purpose under this Constitution.

Member Church means an entity so qualified pursuant to clause 10. For the avoidance of doubt, Member Churches are the members of the Company for the purposes of the Act.

Member Nominee means an appointed nominee of a Member Church in accordance with clause 18 of the Constitution.

NATSIEC means the National Aboriginal and Torres Strait Islander Ecumenical Commission as recognised by the Company.

Office means the registered office for the time being of the Company which must always be located in Australia.

Officer has the same meaning as given to that term in section 9 of the Act.

President means the person elected to that office under clause 19.

Register means the register of members to be kept pursuant to the Act.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

Representative means a person appointed to act in that role by a Member Church in accordance with clause 20.4.

Responsible Person means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;

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- (c) is officially charged with spiritual functions by a religious institution;
 - (d) is a director of a company whose shares are listed on the Australian Securities Exchange;
 - (e) has received formal recognition from government for services to the community;
 - (f) is an individual before whom a statutory declaration may be made; or
 - (g) is approved as a Responsible Person by the Commissioner of Taxation.

Special Resolution means a resolution:

- (a) of which notice has been given in accordance with the Act; and
- (b) that has been passed by at least 75% of the votes cast by Member Nominees present and entitled to vote on the resolution.

Treasurer means the person appointed as the treasurer of the Company and includes any assistant or acting treasurer.

6.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other gender;
- (c) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) the words "including", "for example", or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

6.3 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.

6.4 The provisions of this Constitution displace the Replaceable Rules (but not Replaceable Rules which mandatorily apply to a public company) contained in the Act.

6.5 Headings do not form part of or affect the construction or interpretation of this Constitution.

7. OBJECTS AND PURPOSES

7.1 The objects for which the Company is established are to:

- (a) encourage and enable the Member Churches to develop their existing relationships by:
 - (i) raising awareness among their people of Christ's gift of unity and of his call to express that unity through prayer, dialogue and shared engagement in mission; and
 - (ii) coming to know each other better in all respects, including the areas of spirituality, liturgy, theology, history, sociology and culture,
- (b) encourage and enable the Member Churches in the light of the Gospel to give prophetic leadership to each other and the community by:
 - (i) developing a deeper understanding of evangelism/ evangelisation in Australia's cultural context;
 - (ii) addressing moral issues;
 - (iii) speaking out against injustice, violence and oppression
 - (iv) acting in solidarity with Aboriginal and Torres Strait Islander peoples; and
 - (v) working to uphold the dignity of all people and the flourishing of all creation,
- (c) promote relationships:
 - (i) with non-member Churches, state ecumenical bodies within Australia, regional and national ecumenical bodies in Asia and the Pacific, and the World Council of Churches; and
 - (ii) with people of other living faiths,
- (d) undertake joint activities as determined from time to time by the Member Churches;
- (e) establish any number of subsidiary companies for charitable purposes;
- (f) act as the member of, establish and manage any number of overseas aid agencies; and
- (g) establish and act as a trustee of one or more charitable trust funds.

7.2 The Company can only exercise the powers in section 124(1) of the Act to:

- (a) carry out the objects of the Company set out in clause 7.1; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 7.1,

which without limitation may include the establishment and operation of trust funds.

8. NOT-FOR-PROFIT

- 8.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 7.1.
- 8.2 No income or assets of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member Church of the Company. However nothing in this Constitution will prevent payment in good faith to a Member Church:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (c) of reasonable and proper rent for premises leased by any Member Church to the Company.

MEMBER CHURCHES

9. NUMBER OF MEMBER CHURCHES

- 9.1 The number of Members Churches of the Company is unlimited, but may be altered by the Member Churches from time to time.
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10. ELIGIBILITY FOR MEMBERSHIP

- 10.1 An entity is eligible and admitted as a Member Church of the Company if that entity:
- (a) is a legal entity representing a Church or Christian community which operates in at least 2 States and/or Territories, has their own national organisation and ecclesial identity;
 - (b) accepts the Basis of the National Council of Churches in Australia;
 - (c) in the opinion of the Member Churches holds the ideals of the promotion of the objects of the Company as set out in clause 7;
 - (d) is admitted by a Special Resolution of the Member Nominees;
 - (e) has been nominated by an existing Member Church of the Company and seconded by another Member Church; and
 - (f) is based in Australia.

11. APPLICATION FOR MEMBERSHIP

- 11.1 Every application for membership of the Company must:
- (a) be lodged with the Company Secretary and must set forth the name and address of the applicant;
 - (b) specify the relevant credentials of the applicant to qualify as a member in accordance with clause 8.1;
 - (c) state that the applicant agrees to comply with the terms of the Company's Constitution.
- 11.2 Applications for membership of the Company must be made in writing on a form approved by the Board for that purpose and signed by the applicant.
- 11.3 At the first meeting after an application for membership has been received the Member Nominees in their absolute discretion will:
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 11.4 An applicant will be admitted to membership of the Company if 75% of Member Nominees at a general meeting resolve to admit the applicant.
- 11.5 If the Member Nominees approve an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of their approval for membership.
- 11.6 If the Member Nominees reject an application for membership, the Secretary must as soon as practicable notify the applicant in writing that their application has been rejected.

12. REGISTER OF MEMBER CHURCHES

- 12.1 The Company must establish and maintain a Register. The Register must be kept by the Company Secretary and must contain:
- (a) for each current Member Church:
 - (i) name;
 - (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member Church for the service of notices (which may also include an electronic address such as email); and
 - (iv) date the Member Church was entered on to the Register;
 - (b) for each entity who stopped being a Member Church in the last 7 years:
 - (i) name;

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- (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member Church for the service of notices (which may also include an electronic address such as email); and
 - (iv) dates the membership started and ended.

12.2 The Company must give current Member Churches reasonable access to the Register.

12.3 Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Member Churches.

13. CESSATION OF MEMBERSHIP

13.1 An entity immediately stops being a Member Church if:

- (a) they are wound up or otherwise dissolved or deregistered (for an incorporated Member Church);
- (b) they resign, by writing to the Company Secretary;
- (c) they cease to meet the requirements set out in clause 10.1(a);
- (d) the Company in general meeting resolves by a Special Resolution, to terminate the membership of a Member Church whose conduct, or the conduct of their Member Nominee) or circumstances in the opinion of the Company renders it undesirable that that Member Church continue to be a Member Church of the Company. The Member Church must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed; or
- (e) they have not responded within 6 months to a written request from the Company Secretary that they confirm in writing that they want to remain a Member Church.

14. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

14.1 A right, privilege or obligation which an entity has by reason of being a Member Church of the Company:

- (a) is not capable of being transferred or transmitted to another entity; and
- (b) terminates on cessation of the entity's membership.

15. ENTRANCE FEE AND SUBSCRIPTIONS

15.1 There shall be no entrance fee payable by any Member Church to the Company.

15.2 Each Member Church shall make financial contributions to the Company according to any guidelines approved by the Board.

16. RIGHTS OF MEMBER CHURCHES

16.1 Member Churches will be entitled to:

- (a) receive notice of and through their Member Nominee attend and vote at general meetings of the Company; and
- (b) receive annual reports of the Company including financial reports in relation to each Financial Year.

16.2 All other rights, privileges and obligations of Member Churches are in accordance with the Act.

17. RESERVE POWERS

17.1 The approval of a majority of the Member Churches is required prior to the Directors exercising any of the following powers whilst ever the Company is a Member of Act for Peace Limited:

- (a) the amendment of the constitution of Act for Peace Limited; and
 - (b) the establishment of any overseas aid fund by Act for Peace Limited.
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18. MEMBER NOMINEE

18.1 Each Member Church must appoint one person to act as on its behalf and that nominee will be known as a Member Nominee. Where possible the Member Church should appoint the Head of that Member Church as their Member Nominee.

18.2 Each Member Nominee shall be entitled to attend any general meeting (including an annual general meeting), have one vote each and shall be entitled to exercise all the powers on behalf of that Member Church which s/he represents.

18.3 An appointing Member Church must be satisfied that each Member Nominee upholds the ideals of the promotion of the objects of the Company as set out in clause 7.

18.4 Each Member Nominee has a responsibility both to the Company and to their Member Church. Within the Company they are responsible for representing the views of their Member Church and for contributing to the life and work of the Company, and to their Member Church to represent the life and work of the Company.

18.5 Each Member Church shall inform the Company Secretary in writing of the name, phone number, postal address and email address of its Member Nominee as soon as possible after the appointment of the Member Nominee.

18.6 A Member Church may revoke the appointment of a Member Nominee and appoint a replacement at any time and must notify the Company Secretary of the revocation and replacement as soon as possible.

PRESIDENT

19. PRESIDENT

- 19.1 The President must be a clergy leader and shall be nominated by the Delegates at an Assembly and elected by majority vote of the Representatives at a Forum for a term of 3 years. In the event of a casual vacancy, the President will be appointed by a majority of the Delegates at an Assembly and will hold office until the next Forum.
- 19.2 The President may be re-elected for a maximum of 2 consecutive terms.
- 19.3 The President shall be entitled to preside as chair at every general meeting and is entitled to vote.
- 19.4 Where a general meeting is held and:
- (a) there is no President; or
 - (b) the President is not present within 15 minutes after the time appointed for the holding of the meeting or if present is unwilling to act as chair of the meeting;
- the Member Nominees present may choose one of their number to be chair of the meeting.
- 19.5 The rulings of the President of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.
- 19.6 In accordance with clause 35 the President shall be notified of and invited to every Board meeting.

FORUM

20. FORUM

- 20.1 The General Secretary is obligated to ensure that a Forum is called at least once every 3 years.
- 20.2 The Forum provides an opportunity for Member Churches to engage as a Council to:
- (a) Celebrate Christ's gift of unity and respond to his call to express that unity through
 - (i) addressing matters of concern to Member Churches;
 - (ii) studying current understandings and practices of ecumenism;
 - (iii) affirming and celebrating Australian Churches Covenanting Together; and
 - (iv) welcoming new Member Churches.
 - (b) Through prayer and reflection, dialogue and discernment:

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- (i) respond to current issues in our society; and
 - (ii) act in solidarity with Aboriginal and Torres Strait Islander peoples.
- (c) Provide direction to the Company for action during the following triennium by:
- (i) planning joint initiatives; and
 - (ii) proposing action for NCCA Commissions and Networks.
- 20.3 A Forum is neither a general meeting nor an Assembly.
- 20.4 Each Member Church may appoint persons to act as its Representatives at a Forum. For the avoidance of doubt, a Representative can also be a Delegate or Member Nominee.
- 20.5 The Assembly shall from time to time determine for the purposes of clause 20.4 the number of Representatives that each Member Church may appoint to attend a Forum, provided that each Member Church shall be entitled to appoint not less than 2 Representatives. In making its determination, the Assembly shall have regard to the numerical strength and parish units of the member and such other criteria as the Assembly may consider relevant.
- 20.6 The following persons shall be invited to every Forum:
- (a) Representatives appointed in accordance with clause 20.4;
 - (b) National heads of each Member Church;
 - (c) 1 'representative' appointed by each State ecumenical body;
 - (d) 4 'representatives' appointed by NATSIEC;
 - (e) the President;
 - (f) the General Secretary;
 - (g) the Treasurer; and
 - (h) the Directors of the Company.
- 20.7 No more than 100 attendees may attend a Forum unless the Board has determined otherwise following advice from the Assembly to this effect.
- 20.8 Subject to clause 20.7, the President and/or General Secretary may invite any number of additional attendees who are not listed at clause 20.6 to attend and address a Forum.
- 20.9 Irrespective of whether funding from the Company is required, any business ideas, projects, proposals or public statements generated at a Forum must be taken to and be considered by the Directors at a Board meeting for approval before implementation.

ASSEMBLY

21. ASSEMBLY

- 21.1 The General Secretary will arrange for no fewer than 3 Assemblies to be held per calendar year.
- 21.2 Each Member Church will be represented at each Assembly by the Delegates appointed in accordance with clause 22.
- 21.3 The Assembly provides opportunities for Member Churches to engage as a Council to:
- (a) Celebrate Christ's gift of unity and respond to his call to express that unity through prayer, dialogue and discernment;
 - (b) Bring matters from Member Churches to the Assembly;
 - (c) Take to Member Churches matters from the Council;
 - (d) Explore together issues of concern to the Member Churches;
 - (e) Respond to issues in our society;
 - (f) Learn in a spirit of receptive ecumenism from the Member Churches; and
 - (g) Propose matters for consideration by the Board.
- 21.4 An Assembly is not a general meeting.
- 21.5 The General Secretary may invite any number of additional attendees who have not been appointed as Delegates to attend and address an Assembly.
- 21.6 Irrespective of whether funding from the Company is required, any business ideas, projects, proposals or public statements generated at an Assembly must be taken to and considered by the Directors at a Board meeting for approval before implementation.

22. DELEGATES TO THE ASSEMBLY

- 22.1 Each Member Church must appoint no more than 2 persons to act as its Delegates at an Assembly. Where possible, the Head of each Member Church will be a Delegate. For the avoidance of doubt, a Delegate can also be a Representative or Member Nominee.
- 22.2 An appointing Member Church must be satisfied that each Delegate upholds the objects of the Company as set out in clause 7.
- 22.3 Each Delegate shall be entitled to attend the Assembly, have one vote each and shall be entitled to exercise all the powers on behalf of that Member Church which s/he represents.
- 22.4 Each Member Church shall inform the General Secretary in writing of the name, phone number, postal address and email address of its Delegate(s) as soon as possible after the appointment of the Delegate.

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- 22.5 Each Delegate has a responsibility both to the Company and to their Member Church. Within the Company they are responsible for representing the views of their Member Church and for contributing to the life and work of the Company, and to their Member Church to represent the life and work of the Company.
- 22.6 A Member Church should review the appointment(s) of their Delegates every 3 years of the Delegate's service in that position.
- 22.7 A Member Church may revoke the appointment of a Delegate and appoint a replacement at any time and must notify the General Secretary of the revocation and replacement as soon as possible.
- 22.8 NATSIEC may appoint no more than 2 persons to act as its Delegates at an Assembly. Clauses 22.2 to 22.7 apply to a NATSIEC Delegate as they would to a Delegate appointed by a Member Church.

COMMISSIONS

23. COMMISSIONS

- 23.1 The Board may establish any number of Commissions.
- 23.2 The mandate, size and membership of any Commission will be determined by the Board.
- 23.3 Commissions will be responsible to the Board and must regularly report to the General Secretary.
- 23.4 The General Secretary shall be invited and eligible to attend all meetings of Commissions.
- 23.5 Irrespective of whether funding is required from the Company, any business ideas, projects, proposals or public statements generated by a Commission must be taken to and considered by the Directors at a Board meeting for approval before implementation.

DIRECTORS

24. NUMBER OF DIRECTORS

- 24.1 The Company must have no less than 7 and no more than 12 Directors.
- 24.2 The Board will be comprised of:
- (a) the President;
 - (b) no more than 9 Elected Directors; and
 - (c) no more than 3 Appointed Directors.
- 24.3 If the number of Directors is reduced to fewer than 7 or is less than the number required for a quorum, the continuing Directors may act for the purpose of appointing casual vacancies to increase the number of Directors to 7 (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

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- 24.4 Whilstever the Company acts as trustee of a public ancillary fund, a majority of the Directors of the Company must at all times be Responsible Persons.
- 24.5 The General Secretary of the Company shall be invited to attend each Board meeting but shall not be entitled to vote.

25. ELECTED DIRECTORS

- 25.1 In accordance with clause 24.2(b), the Member Nominees may elect up to 9 Elected Directors by a resolution passed in a general meeting.
- 25.2 A person is eligible for election as an Elected Director of the Company if they:
- (a) are nominated by a Member Church;
 - (b) give the Company their signed consent to act as a Director of the Company; and
 - (c) are not ineligible to be a Director under the Act or the ACNC Act.
- 25.3 Each candidate must submit a short biography of no more than one page setting out their skills and qualifications to the Company Secretary no less than 7 days before the general meeting.
- 25.4 When electing an Elected Director, the Member Nominees must consider whether the following desirable skill sets on the Board are filled:
- (a) Accounting;
 - (b) Ecumenism and interfaith relations;
 - (c) Church mission;
 - (d) Government relations;
 - (e) Church administration and governance; and
 - (f) General business skills.
- 25.5 A director elected in accordance with clause 25.1 must be approved by the President before taking office.

26. APPOINTED DIRECTORS

- 26.1 In accordance with clause 24.2(c), the Board may appoint up to 3 Appointed Directors by resolution.
- 26.2 When appointing an Appointed Director, the Board must consider whether the following desirable skill sets on the Board are filled:
- (a) Accounting;

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- (b) Ecumenism and interfaith relations;
 - (c) Church mission;
 - (d) Government relations;
 - (e) Church administration and governance; and
 - (f) General business skills.

26.3 A director appointed in accordance with clause 26.1 must be approved by the President before taking office.

27. TERM OF OFFICE

27.1 At each annual general meeting:

- (a) any Director appointed to fill a casual vacancy must retire; and
- (b) at least one-third of the Elected Directors must retire.

27.2 The Elected Directors who must retire at each annual general meeting under clause 27.1 will have been longest in office since last being elected. Where Elected Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.

27.3 Other than an Elected Director elected under clause 27.6, an Elected Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

27.4 Each Elected Director must retire at least once every 3 years.

27.5 An Elected Director who retires under clause 27.1 or 27.4 may be nominated for re-election, subject to clause 27.6.

27.6 An Elected Director who has held office for a continuous period of 3 terms or more may only be re-elected by a Special Resolution.

27.7 An Appointed Director shall be appointed for a term of 3 years, and may not hold office for a continuous period of more than 3 terms.

28. CESSATION OF DIRECTORSHIP

28.1 A Director stops being a Director if they:

- (a) give written notice of resignation as a Director to the Office of Company and the vacancy shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company);
- (b) die;
- (c) are removed as a Director by a resolution of the Member Nominees if they are an

Elected Director;

- (d) are removed as a Director by a resolution of the Board if they are an Appointed Director;
- (e) cease to hold office as the President if they are a Director by virtue of this office;
- (f) are absent for 3 consecutive Board meetings without approval from the Directors;
- (g) become ineligible to be a Director of the Company under the Act or the ACNC Act; or
- (h) become of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health.

29. POWERS OF DIRECTORS

29.1 All day to day control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner.

30. DELEGATION OF DIRECTORS POWERS

30.1 The Directors may delegate any of their powers and functions to a Committee, a Director, the General Secretary of the Company or any other person, as they consider appropriate, on such terms and conditions and with such restrictions as it may think expedient.

30.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

30.3 The delegation must be recorded in the Company's minute book.

31. PAYMENTS TO DIRECTORS

31.1 The Company must not pay fees to a Director for acting as a Director.

31.2 The Company may:

- (a) pay a Director for any services rendered to the Company in a professional or technical capacity, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

31.3 Any payment made under clause 31.2 must be approved by the Board.

31.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and this Constitution.

32. CONFLICTS OF INTEREST

- 32.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a circulating resolution):
- (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the Member Nominees at the next general meeting, or at an earlier time if reasonable to do so.
- 32.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 32.3 A general notice given to the Board by a Director that the Director is an Officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- 32.4 Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a circulating resolution) must not, except as provided under clause 32.5:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 32.5 A Director may still be present and vote if:
- (a) their interest arises because they are a Member Nominee of the Company, and the other Directors have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 68);
 - (c) their interest relates to a payment by the Company under clause 68 (indemnity), or any contract relating to an indemnity that is allowed under the Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and

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- (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.
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33. DUTIES OF DIRECTORS

- 33.1 The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
 - (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 7.1;
 - (c) not to misuse their position as a Director;
 - (d) not to misuse information they gain in their role as a Director;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 32;
 - (f) to ensure that the financial affairs of the Company are managed responsibly; and
 - (g) not to allow the Company to operate while it is insolvent.

DIRECTORS MEETINGS

34. WHEN THE DIRECTORS MEET

- 34.1 The Directors may decide how often, where and when they meet, provided that they shall meet together not less than 4 times each calendar year.
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35. CALLING DIRECTORS MEETINGS

- 35.1 A Director may at any time and the Company Secretary upon the request of a Director shall convene a Board meeting by giving at least 48 hours' notice of the meeting to all Directors and the President.
- 35.2 Notice of a Board meeting need not be in writing.
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36. USING TECHNOLOGY TO HOLD DIRECTORS MEETINGS

- 36.1 The Directors may hold Board meetings using any technology (such as video or teleconferencing) that is agreed to by all of the Directors and that gives the Directors a reasonable opportunity to participate in the meeting, including to hear and be heard.

36.2 The Directors' agreement may be a standing one.

36.3 A Director may only withdraw their consent within a reasonable period before the meeting.

37. QUORUM AT DIRECTORS MEETINGS

37.1 Unless the Directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors.

37.2 No business may be transacted at any Board meeting unless a quorum of Directors is present at all times during the meeting.

37.3 Directors who are personally present (or in conference in accordance with clause 36) form a quorum. A Director who is disqualified from voting on a matter pursuant to clause 32 shall be counted in the quorum despite that disqualification.

37.4 All resolutions of the Directors passed at a Board meeting where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be valid as if notice of the meeting had been duly given to all Directors.

38. CHAIRPERSON OF THE BOARD

38.1 The President shall act as Chairperson of the Board, however, if they are unable or unwilling to act then a Chairperson shall be elected by majority vote of the Board for a term of 3 years.

38.2 The Chairperson may only hold office whilst they are also a Director.

38.3 The Chairperson shall, if present, preside as Chairperson of every Board meeting.

38.4 If a Board meeting is held and the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, then the other Directors present must elect one of their number to be Chairperson of the meeting.

38.5 The rulings of the Chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

39. VOTING

39.1 A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.

39.2 Each Director shall have one vote.

39.3 The President shall be entitled to vote.

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- 39.4 In case of an equality of votes at a Board meeting, the Chairperson of the Board does not have a casting vote in addition to a deliberative vote.
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40. CIRCULATING RESOLUTIONS BY DIRECTORS

- 40.1 The Board may pass a resolution by way of a circulating resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- 40.2 The resolution is passed when the last Director signs.
- 40.3 A transmission, via whatever technological means, which is received by the Company and which purports to have been signed by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the transmission by the Company in legible form.
- 40.4 The Company may send a circulating resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
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41. COMMITTEES OF DIRECTORS

- 41.1 The Board may form and delegate any of its powers to one or more Committees consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation. All such Committees must be chaired by a Director.
- 41.2 A Committee must in the exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- 41.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- 41.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made, entered and signed. A copy of these minutes shall be tabled at the next Board meeting.
- 41.5 The Board shall establish and maintain at all times a Finance Committee.
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42. VALIDATION OF ACTS OF DIRECTORS

- 42.1 All acts done:
- (a) at any Board meeting; or
 - (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

GENERAL MEETINGS

43. GENERAL MEETINGS

- 43.1 Member Nominees with at least 5% of the votes shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- 43.2 Any 3 Directors may whenever those Directors think fit convene a general meeting of the Company in accordance with the provisions of the Act.
- 43.3 A general meeting of the Company may be convened at 2 or more venues using any technology that gives the Member Nominees a reasonable opportunity to participate in the meeting, including to hear and be heard.
- 43.4 A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- 43.5 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the Company's activities;
 - (b) a review of the Company's finances;
 - (c) any auditor's report;
 - (d) the election of Directors; and
 - (e) the appointment of auditors, if any.
- 43.6 Before or at the annual general meeting, the Directors must give information to the Member Churches on the Company's activities and finances during the period since the last annual general meeting.
- 43.7 The President must give Member Nominees a reasonable opportunity at the meeting to ask questions or make comments about the governance of the Company.

44. NOTICE OF GENERAL MEETINGS

- 44.1 Notice of a general meeting must be given to:
- (a) each Member Church;
 - (b) each Member Nominee;

- (c) the President;
- (d) each Director;
- (e) the General Secretary; and
- (f) the auditor (if any).

44.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.

44.3 Subject to clause 44.4, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an annual general meeting, all Member Nominees entitled to attend and vote at the annual general meeting agree in writing beforehand; or
- (b) for any other general meeting, Member Nominees with at least 95% of the votes that may be cast at the meeting agree in writing beforehand.

44.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a Director;
- (b) appoint a Director in order to replace a Director who was removed; or
- (c) remove an auditor.

44.5 Notice of a general meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
- (d) any other information required under the Act.

44.6 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

44.7 Where any general meeting is cancelled or postponed or the venue for the same is changed:

- (a) the Company Secretary must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and

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- (b) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.
- 44.8 Subject to the Act, the Company may by resolution of the Board cancel or postpone a general meeting of members or change the place for the general meeting, prior to the date on which the general meeting is to be held.
- 44.9 This does not apply to a general meeting called in accordance with the Act by members or by the Board on the request of Member Nominees, unless those Member Nominees consent to the cancellation or postponement of the general meeting.
- 44.10 The Company may give notice of a cancellation or postponement or change of place of a general meeting as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a general meeting or the failure to receive any notice of the general meeting does not invalidate the cancellation, postponement or change of place of a general meeting or anything done (including the passing of a resolution) at a postponed general meeting or the general meeting at the new place.
- 44.11 The only business that may be transacted at a general meeting the holding of which is postponed is the business specified in the original notice calling the general meeting.
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45. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

- 45.1 The President may invite any person who is not a Member Nominee to attend and/or address a general meeting.
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46. QUORUM

- 46.1 No business may be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business.
- 46.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a Member Nominee or proxy of more than one Member Nominee).
- 46.3 One third of Member Nominees entitled to vote constitute a quorum for all general meetings.
- 46.4 If within 30 minutes after the time appointed for holding a general meeting a quorum is not present:
- (a) the meeting if convened upon the requisition of Member Nominees shall be dissolved;
 - (b) in any other case:
 - (i) it will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may appoint; and
 - (ii) if at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the holding of the meeting the meeting shall be dissolved; and

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- (iii) if no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
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47. ADJOURNMENT OF GENERAL MEETINGS

- 47.1 The President of a general meeting at which a quorum is present:
- (a) may adjourn a meeting with the consent of the meeting; and
 - (b) must adjourn the meeting if the meeting so directs,
- to a time and place as determined by the President.
- 47.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 47.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 47.4 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.
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48. CIRCULATING RESOLUTION OF MEMBER NOMINEES

- 48.1 Subject to clause 48.3, the Directors may put a resolution to the Member Nominees to pass a resolution without a general meeting being held. For the avoidance of doubt, the Company Secretary will administratively manage the circulating resolution.
- 48.2 The Directors must notify the auditor (if any) as soon as possible that a circulating resolution has or will be put to Member Nominees, and set out the wording of the resolution.
- 48.3 Circulating resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a Director or remove a Director;
 - (b) for passing a Special Resolution; or
 - (c) where the Act or this Constitution requires a meeting to be held.
- 48.4 A circulating resolution is passed if all the Member Nominees entitled to vote on the resolution sign or agree to the circulating resolution, in the manner set out in clause 48.5 or clause 48.6.
- 48.5 Member Nominees may sign:
- (a) a single document setting out the circulating resolution and containing a statement that they agree to the resolution; or

(b) separate copies of that document, as long as the wording is the same in each copy.

48.6 The Company Secretary may send a circulating resolution by email to Member Nominees and Member Nominees may agree by sending a reply email to that effect, including the text of the resolution in their reply.

49. HOW VOTING IS CARRIED OUT

49.1 At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands (or other method of acknowledgement by the President of the meeting) unless a poll is demanded by:

(a) the President of the meeting; or

(b) at least 2 Member Nominees entitled to vote on the resolution.

49.2 Before a vote is taken, the President must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

49.3 On a show of hands, the President's decision is conclusive evidence of the result of the vote.

49.4 The President and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

50. POLLS

50.1 A poll may be demanded:

(a) before a vote on a resolution is taken;

(b) before the voting results on a show of hands are declared; or

(c) immediately after the voting results on a show of hands are declared.

50.2 If a poll is demanded it must be taken in such manner and at such time and place as the President of the meeting directs subject to clause 50.5.

50.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.

50.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

50.5 A poll demanded on the election of a President or any question of adjournment of the meeting must be taken immediately.

50.6 The demand for a poll may be withdrawn.

51. VOTING RIGHTS

51.1 No person other than a Member Nominee or the President shall be entitled to vote at a general meeting.

52. CHALLENGE TO A MEMBER NOMINEE'S RIGHT TO VOTE

52.1 Only another Member Nominee or the President may challenge a person's right to vote at a general meeting. Such a challenge may only be made at that meeting.

52.2 If a challenge is made under clause 52.1, the President must decide whether or not the person may vote. The President's decision is final.

53. APPOINTING A PROXY

53.1 A Member Nominee may appoint a person to attend and vote on their behalf at a general meeting. A proxy may be appointed for all meetings or for any number of meetings or for a particular purpose.

53.2 At the date of appointment, a proxy must be a Member Nominee of another Member Church.

53.3 An instrument appointing a proxy:

(a) must be in writing signed by the Member Nominee;

53.4 must specify the name of the Member Nominee, the appointing Member Church and the Company;

(a) must state the proxy's name or the name of the office of the proxy;

(b) must state the meetings at which the instrument of proxy may be used; and

(c) may contain directions as to the manner in which the proxy is to vote in respect of a particular resolution or resolutions and in that case the proxy may only vote on that resolution as directed.

53.5 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.

53.6 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by clause 53.3.

53.7 An instrument appointing a proxy will be in the form that the Board may prescribe or accept. To be valid, an instrument appointing a proxy must be received at the Office of the Company at least 48 hours prior to the holding of the meeting to which it relates.

53.8 A vote in accordance with the terms of an instrument of proxy is valid, notwithstanding the previous death or unsoundness of mind of the Member Nominee or the revocation of the

instrument if the Company has not received notice in writing of the death, unsoundness of mind or revocation at its registered office before the start of the meeting or adjourned meeting at which the instrument is used.

53.9 An instrument of proxy may be revoked at any time by a Member Nominee by notice in writing to the Company.

54. VALIDITY OF PROXIES

54.1 A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:

- (a) the death or unsoundness of mind of the Member Nominee;
- (b) the bankruptcy or liquidation of the Member Nominee;
- (c) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted;
- (d) if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

54.2 A proxy who is not entitled to vote on a resolution as a Member Nominee may vote as a proxy for another Member Nominee who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

55. VOTING BY PROXY

55.1 When a vote is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
- (b) if the way they must vote is specified on the proxy form, must vote that way; and
- (c) may cast the votes held in different ways.

55.2 A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.

56. MINUTES AND RECORDS

56.1 The Company must make and keep the following records:

- (a) minutes of proceedings and resolutions of general meetings;

- (b) circulating resolutions of Member Nominees; and
- (c) a copy of a notice of each general meeting.

56.2 The Company must make and keep the following records:

- (a) minutes of proceedings and resolutions of Directors meetings (including meetings of any Committees); and
- (b) circulating resolutions of Directors.

56.3 To allow Member Churches and Member Nominees to inspect the Company's records:

- (a) the Company must give a Member Church or Member Nominee reasonable access to the records set out in clause 39.1; and
- (b) the Directors may authorise a Member Church or Member Nominee to inspect other records of the Company, including records referred to in clause 56.1 and clause 56.2.

56.4 The Directors must ensure that minutes of a general meeting or a Directors meeting are signed within a reasonable time after the meeting by:

- (a) the Chairperson of the meeting; or
- (b) the Chairperson of the next meeting.

56.5 The Directors must ensure that minutes of the passing of a circulating resolution (of Member Nominees or Directors) are signed by the Chairperson within a reasonable time after the resolution is passed.

GENERAL PROVISIONS

57. APPOINTMENT AND ROLE OF COMPANY SECRETARY

57.1 The Company must have at least one Company Secretary, who must not be a Director but may be the General Secretary.

57.2 A Company Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Company Secretary) and may be removed from that role by the Directors.

57.3 The Directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.

57.4 The role of the Company Secretary includes:

- (a) maintaining a Register of the Company's Member Churches; and
- (b) maintaining the minutes and other records as set out in clause 56.

58. APPOINTMENT AND ROLE OF TREASURER

- 58.1 The Company must have at least one Treasurer, who may also be a Director.
- 58.2 A Treasurer must be appointed by the Directors (after giving the Company their signed consent to act as Treasurer of the Company) and may be removed from that role by the Directors.
- 58.3 The Directors must decide the terms and conditions under which the Treasurer is appointed, including any remuneration.
- 58.4 The role of the Treasurer includes:
- (a) Preparing and presenting annual financial statements for the Company to the annual general meeting;
 - (b) Ensuring that all money due to the Company is collected and received and that all payments authorised by the Company are made, and
 - (c) Ensuring that correct books and accounts are kept showing the financial affairs of the Company, including full details of all receipts and expenditure connected with the activities of the Company.

59. EXECUTION OF DOCUMENTS

- 59.1 Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Act, the Company may execute a document without using a common seal if the document is signed by:
- (a) 2 Directors of the Company; or
 - (b) a Director and the Company Secretary.
- 59.2 Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

60. NEGOTIABLE INSTRUMENTS

- 60.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by at least 2 Directors. The Directors may determine that a negotiable instrument may be signed, accepted, drawn, endorsed or otherwise executed in a different way.

61. FINANCIAL AND RELATED RECORDS

- 61.1 The Company must make and keep written financial records that:

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- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
 - (c) The Company must also keep written records that correctly record its operations.

61.2 The Company must retain its records for at least 7 years.

61.3 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

62. DIRECTORS' ACCESS TO DOCUMENTS

62.1 A Director has a right of access to the financial records of the Company at all reasonable times.

62.2 If the Directors agree, the Company must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Directors; and
- (b) any other documents referred to in those documents.

63. DISPUTE RESOLUTION

63.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution but only relating to the Company between a Member Church, Member Nominee, Delegate, Representative or Director and:

- (a) one or more Member Churches;
- (b) one or more Member Nominees;
- (c) one or more Delegates;
- (d) one or more Representatives;
- (e) one or more Directors; or
- (f) the Company.

63.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

63.3 If those involved in the dispute do not resolve it under clause 63.2, they must within 10 days:

- (a) inform the Directors in writing about the dispute;
- (b) agree or request that a mediator be appointed; and
- (c) attempt in good faith to settle the dispute by mediation.

63.4 The mediator must:

- (a) be chosen by agreement of those involved; or
- (b) where those involved do not agree;
 - (i) for disputes between Member Churches, Member Nominees, Delegates and/or Representatives, a person chosen by the President; or
 - (ii) for other disputes, a person chosen by either the Deputy Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its Office.

63.5 A mediator chosen by the President under clause 63.4:

- (a) may be a Member Nominee or former Member Nominee of the Company; or
- (b) may be a Delegate or former Delegate of the Company; or
- (c) may be a Representative or former Representative of the Company, and

must have relevant experience acting as a mediator and not have a personal interest in the dispute or biased towards or against anyone involved in the dispute.

63.6 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

64. BY-LAWS

64.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution. By-laws may not be inconsistent with this Constitution and, in the event of any inconsistency, the provisions of the Constitution will prevail.

64.2 Member Churches and Directors must comply with by-laws as if they were part of this Constitution.

65. AMENDING THE CONSTITUTION

65.1 This Constitution may be amended by passing a Special Resolution at a general meeting.

66. WHEN NOTICE IS TAKEN TO BE GIVEN

66.1 Written notice under this Constitution may be:

- (a) delivered in person, or left at a the recipient's address, and is taken to be given on the day it is delivered;
- (b) sent by post, and is taken to be given on the third day after it is posted with the correct payment of postage costs; and
- (c) sent by email, fax or other electronic method as agreed to by the recipient, and is taken to be given on the Business Day after it is sent.

67. WINDING UP

67.1 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Member Churches, but will be given or transferred to one or more institutions or corporations which have:

- (a) charitable objects which are similar to the objects of the Company as set out in clause 7.1;
- (b) a governing document which requires its income and property to be applied in promoting its objects; and
- (c) a governing document which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by clause 8.2.

67.2 The identity of the corporation(s) or institution(s) is to be determined by a Special Resolution of the Member Nominees at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

68. INDEMNITY

68.1 To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or

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- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.
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69. PAYMENT OF INDEMNITY POLICY PREMIUM

- 69.1 To the extent permitted by law the Company may at the discretion of the Board enter into and pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
- (a) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (b) a contravention of sections 182 or 183 of the Act.
- 69.2 The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 69.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under clause 68 except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.
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70. INDEMNITY TO CONTINUE

- 70.1 The indemnity granted by the Company contained in clause 68 and 69 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.