

**AUSTRALIAN CHURCHES OF CHRIST
GLOBAL MISSION PARTNERS LIMITED**

CONSTITUTION as of 1st July 2016

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**THE CONSTITUTION
OF
AUSTRALIAN CHURCHES OF CHRIST GLOBAL MISSION PARTNERS LIMITED**

Australian Company Number (ACN) [insert]
Australian Business Number (ABN) 30 455 408 814

A company limited by guarantee incorporated under the Corporations Act 2001 (C'th)

1. PREAMBLE

Australian Churches of Christ Global Mission Partners Ltd, previously called **AUSTRALIAN CHURCHES OF CHRIST OVERSEAS MISSION BOARD INCORPORATED**, was incorporated pursuant to the Associations Incorporation Act 1985 (SA) on 17 March 1926.

The registration of this Company proceeds from the desire to convert Australian Churches of Christ Global Mission Partners Incorporated to a company limited by guarantee under the Corporations Act 2001 (C'th).

2. NAME OF COMPANY

The Company is called **AUSTRALIAN CHURCHES OF CHRIST GLOBAL MISSION PARTNERS LIMITED** ("Global Mission Partners").

3. PURPOSES OF THE COMPANY

The Company is a Christian organisation that seeks:-

- 3.1 to promote and advance Christian religion;
- 3.2 to facilitate, on behalf of Australian Churches of Christ, Christian Mission Work and Overseas Aid and Development in local and global settings;
- 3.3 to operate an Overseas Aid Fund, known as the **CHURCHES OF CHRIST OVERSEAS AID FUND**, to provide relief, aid and development projects in countries certified developing by the Australian Government, and to the extent permitted by law to seek and obtain Deductible Gift Status for this Fund.
- 3.4 to operate a fund, known as the **INDIGENOUS PARTNERSHIP FUND**, to resource and support Christian Mission and Ministry with the Australian Aboriginal community, and to the extent permitted by law to seek and obtain Deductible Gift Status for this Fund
- 3.5 to operate a fund, known as the **INTERNATIONAL CHURCH PARTNERSHIP FUND** to support Christian mission, evangelism, church development and related activities.
- 3.6 to advance Christian religion in co-operation with other church denominations and other aid and mission service providers with similar purposes to the Company;
- 3.7 to promote development projects that aim to improve the well-being of those wherever situated, to whom the Company directs its operations and work on the basis of their active, free and meaningful participation;
- 3.8 to carry out the above purposes having regard to the ethos and practices of Australian Churches of Christ to the extent that these are consistent with the above purposes;
- 3.9 to ensure it operates consistent with this Constitution and the Act; and
- 3.10 to do other things incidental to the above purposes as the Company or the Board thinks fit.

4. THE RELATIONSHIP OF THE COMPANY WITH CHURCHES OF CHRIST CONGREGATIONS

- 4.1 The Company will ensure that the relationships with the Churches of Christ congregations in Australia remain at the centre of the work of the Company
- 4.2 All affiliated Churches of Christ congregations will receive copies of the Annual Report, access to the Annual Audited Financial Statements and other reports, notices and information so they may be informed of the Company's work and be better able to promote that work and encourage financial support for it.
- 4.3 Churches of Christ congregations may make representations to the Company through one of the Members or the Executive Officer of the Company on matters of concern to that church that relate to the work of the Company.

5. POWERS OF THE COMPANY

The powers of the Company are:-

- 5.1 to seek or receive membership fees, donations, gifts and property of any kind;
- 5.2 to publish periodicals, reports or other documents to further the objects and activities of the Company;
- 5.3 to provide education and disseminate literature relating to the Company or its purposes;
- 5.4 to assist in setting up any body having similar or related purposes;
- 5.5 to join or co-operate with any other body in order to further any purpose of the Company;
- 5.6 to contribute to any body, or support any body, with purposes of a social, educational, benevolent, or charitable nature;
- 5.7 to set up endowments, scholarships, bursaries and educational grants;
- 5.8 to deal with property of all kinds and in any manner;
- 5.9 to enter into any arrangement;
- 5.10 to invest any asset of the Company in any manner;
- 5.11 to borrow money on any terms, operate bank accounts and give any security;
- 5.12 to carry on any business or legal proceedings;
- 5.13 to pay any expense;
- 5.14 to engage and dismiss workers;
- 5.15 to administer any property held on trust;
- 5.16 to establish and operate funds and administer any property held in such funds;
- 5.17 to do all such other acts and things to further the purposes of the Company as the Company or the Board thinks fit;
- 5.18 to exercise any of the powers conferred and/or permitted by the Act.

6. PROPERTY OF THE COMPANY

All income and property of the Company may only be applied for the purposes of the Company.

None of it may be paid or transferred directly or indirectly to the Members, officers, employees, including Board members or relatives of Members.

However, this does not restrict the payment in good faith of:-

- 6.1 reasonable remuneration to any officer or Member of the Company for services actually rendered or expenses incurred;

- 6.2 reasonable rental for property let or hired to the Company by a Member, or
- 6.3 any payment incidental to the Company's activities provided it is consistent with the Company's purposes and has the consent of the Board.

7. MEMBERSHIP

- 7.1 The Membership of the Company will comprise:
 - (a) The State Conferences of Churches of Christ in Australia each of which may appoint up to two representatives.
 - (b) The Council of Churches of Christ in Australia which may appoint up to two representatives.
 - (c) Subject to clause 8.5, the Members of the Board, ex-officio, as voting Members.

Members have two votes each, except that Board Members who are Members of the Company under sub-clause (c) shall exercise a single vote.
- 7.2 A Member may resign at any time by notice in writing to the Secretary.
- 7.3 In relation to removal of a Member the following will apply:
 - 7.3.1 The Board may convene a meeting of Members to consider the removal of a Member from the Register if the Board in its absolute discretion resolves that the Member is no longer considered suitable for membership of the Company.
 - 7.3.2 The Board must provide at least two months' written notice to any Member of any intention to remove the Member from the Register, so as to enable the Member to provide any written representations to the Company.
 - 7.3.3 Where a Member makes any written representations and the Member requests that the representations be notified to Members of the Company, the Company must:
 - 7.3.3.1 State that the representations have been made in any notice of the resolution given to Members of the Company; and
 - 7.3.3.2 Send a copy of the representations to every Member of the Company to whom the notice of the meeting has been or is sent.
 - 7.3.4 The Board does not have to give reasons for recommending the removal of any Member from the Register.
 - 7.3.5 A special resolution of Members is required to pass the necessary resolution to remove a Member under clause 7.3.
- 7.4 Membership of itself does not give any right or interest in any property of the Company but that does not preclude the possibility of the Company and a Member sharing a right or interest in a property where both have agreed to do so and the Board has agreed that such an arrangement is consistent with the purposes of the Company and in its best interests.
- 7.5 The initial Members of the Company shall be those persons who were Members of GMP immediately prior to the registration of the Company, and remain so until the Period of notice for the next Annual General Meeting.
- 7.6 The Membership provisions in this Constitution shall take effect on the date that the Company is registered under the Act and shall thereupon supercede clause 7.5.
- 7.7 The address of a Member in the Register of Members will be the address of the Member for the purpose of service of any notices to Members. It is the responsibility of each Member to advise the Secretary of his or her current postal and electronic addresses for the service of notices, and of his or her current means of contact by telephone, facsimile, email or other electronic means.

- 7.8 A person immediately stops being a Member under clause 7.1(c), or a representative of a Member under clauses 7.1(a) and (b) if they:
- (a) die;
 - (b) are wound up or otherwise dissolved or deregistered;
 - (c) resign by writing to the Secretary;
 - (d) are removed under clause 7.3, or
 - (e) have not responded within three (3) months to a written request from the Executive Officer that they confirm in writing that they want to remain a Member.

8. THE BOARD

- 8.1 Subject to clause 8.5, Board members will be ex officio voting members of the Company.
- 8.2 The Board consists of the following:
- (a) Executive Officer of the Company who shall be appointed by the Board from time to time and on such terms and conditions as the Board decides.
 - (b) a representative of the Council of the Churches of Christ in Australia;
 - (c) Chair;
 - (d) Deputy Chair;
 - (e) Treasurer; and
 - (f) Up to 5 other Board members but not less than 2 other Board members.

The initial Board comprises those existing members of the Board of the Association known as the Australian Churches of Christ Global Mission Partners Inc. immediately prior to the incorporation of the Company who have agreed to remain Board members until new Board members are appointed or elected under this Constitution.

- 8.3 Subject to clause 8.4, the Board shall consist of members with expertise that the Company requires to ensure its long term sustainability.

The Board members may be selected on the basis of desired skills and expertise in areas of, but not limited to:-

- (a) Missiology
 - (b) Cross-Cultural communications
 - (c) Theology
 - (d) Indigenous Culture and Ministry
 - (e) Accounting and/or Finance
 - (f) Legal
 - (g) Strategic Planning
 - (h) Leadership Skills
 - (i) Promotional and Marketing
 - (j) International Affairs and International Development
 - (k) Understanding of relevant Australian Government policies and regulations.
 - (l) Communications and Media
 - (m) Information Technology
- 8.4 At least 75% of the Board members must be active members in a local church of the "denomination" or "movement" of the Australian Churches of Christ.

- 8.5 The Executive Officer of the Company will be an ex officio non-voting member of the Board.
- 8.6 All Board members other than the Executive officer will be as elected at an Annual General Meeting under Clause 8.7.
- 8.7 Subject to this Constitution, elected Board members hold office until the second Annual General Meeting after their election apart from the first Board elected under these new rules. At the initial election half the Board will have a one-year term and half who will have a two-year term, the name for each term being drawn at random.
- 8.8 A Board member may stand for re-election at the Annual General Meeting.
- 8.9 Board members may serve for a maximum of 5 terms. They will be eligible for re-election onto the Board after a period of 12 months after stepping down from the Board.
- 8.10 Anybody may nominate for election to the Board at least 21 days prior to the relevant election.
A person cannot be elected to more than one position.
- 8.11 A nomination must be in writing.
A seconder of a nomination is required.
Both the nominator and the seconder must be Members of the Company.
- 8.12 The Board will review the list of nominees and present a recommended list to the Annual General Meeting based on the desired skills and expertise that the Board needs for long term sustainability.
- 8.13 The Members will vote on all nominations received for positions on the Board.
- 8.14 Voting for all positions on the Board shall be by secret ballot.
All Members will receive a numbered ballot paper not less than two weeks before the Annual General Meeting.
Ballots may be cast by post or in the Ballot Box at the Annual General Meeting.
Voting shall close at the commencement of the meeting.
The Board shall appoint a scrutineer/s to conduct the election the, basis for which will be Election Guidelines and Procedures previously developed and approved by the Board and confirmed by the Company.
- 8.15 The Board may fill any casual vacancy on the Board, including a vacancy remaining after an Annual General Meeting for a term until the next Annual General Meeting.
- 8.16 The Company may in accordance with the Act, by special resolution, remove any Board member who has:-
- (a) deliberately contravened this Constitution, the Corporations Act or the ACNC Act, or
 - (b) neglected to carry out his or her duties under this Constitution, or
 - (c) been absent for two consecutive Board meetings without the consent of the Board, or
 - (d) committed an act of bankruptcy as described in the Bankruptcy Act.
 - (e) committed an act (for example involving corruption, misconduct or indecency) which in that Board member's State would be contrary to that State Conference's Code of Conduct.
- 8.17 A Board member stops being a Board member if they:
- (a) give written notice of resignation to the Chair;
 - (b) die;

- (c) are removed as a Board member by a resolution of the Members;
- (d) are convicted of an indictable offence;
- (e) become an employee of the Company.

9. BOARD MEETINGS

- 9.1 The Board will meet as and when they deem it necessary and, in any case, at least two times each calendar year. If two or more Board members call a meeting, the Board must meet as soon as practicable.
- 9.2 Notice of a Board meeting may be given at a previous meeting or by post, telephone, facsimile, email or other electronic means.
Five clear business days' notice must be provided.
Any notice by post is deemed to have been given three days after posting.
- 9.3 A Board meeting is convened for any period when a quorum of Board members, in person or by proxy or attorney, is present at an agreed location or in contact with the other Board members by telephone or video conference facility or any other agreed electronic means.
A Board member is deemed present at a Board meeting as above if he or she takes part in the meeting by any of the means described above.
- 9.4 A quorum of the Board consists of five or more Board members present in person or by proxy or attorney by any of the means described above.
- 9.5 Each Board member deemed to be as above, including the Chairperson but excluding the Executive Officer of the Association, has one vote on any motion or matter for decision.
In the case of an equality of votes, the Chairperson does not have a casting vote, and the motion must be declared lost.
- 9.6 Any motion including, but not limited to, a resolution set out in a document signed by all Board members other than the Executive Officer is deemed to have been passed at a duly convened meeting and such a motion is passed when the Chairman confirms that a majority of Board member agrees with the motion.
- 9.7 A Board member must disclose any interest, financial or otherwise, which they or the national or State body they represent have in any matter brought before the Board.
- 9.8 No Board member may take part in any decision about any contract or proposed contract in which they have a financial interest or about any other matter in which they or the national or State body they represent has or would have a conflict of interest.

10. BOARD MEMBER REMUNERATION

Apart from approved payments under clauses 6.1 or 6.3, Board members are not entitled to any fees or payments for their services as Board members.

11. BOARD BUSINESS

- 11.1 The Board is responsible for the governance of the Company based on the principles of Policy Governance defined in clause 24.
It must also implement any decisions of a general meeting.
- 11.2 Subject to this Constitution, the Act and any contrary decision of the Company, the Board may delegate any of its functions, other than this power of delegation, to any particular Board member or members or any Member or employee of the Company or any other person.

- 11.3 Subject to the Act, the Constitution, any contrary decision of the Company and the By-Laws, the Board may, from time-to-time, establish such committees as it sees fit to exercise powers delegated by the Board to advise the Board or for any other purpose.

12. OFFICERS OF THE BOARD

- 12.1 The officers of the Board shall be:
- (a) the Executive Officer
 - (b) the Chair;
 - (c) the Deputy Chair
- 12.2 The Board will elect from their number a Chair and Deputy Chair who will hold office for the current term of their appointment to the Board, or at the pleasure of the Board, whichever is the less.
- 12.3 The Board will appoint a Secretary pursuant to Part 2D.4 of the Act.
- 12.4 There is nothing to preclude the Executive Officer from being the Secretary of the Company. The Secretary will be responsible for keeping Company records and registers and otherwise administering the affairs of the Company and the business of the Board.

13. ACCOUNTS OF GLOBAL MISSION PARTNERS LTD.

- 13.1 The Board must ensure that proper accounts and records of the transactions and affairs of the Company, and any other records of all financial affairs, money matters and fund-raising activities of the Company be kept.
- 13.2 The Board must do all things reasonably necessary to ensure that all payments of money are correctly made and properly authorised and that adequate control is maintained over the assets of the Company and over the incurring of liabilities by the Company.
- 13.3 The Board must have the accounts of the Company audited annually by a registered company auditor appointed by the Annual General Meeting
- 13.4 The audited accounts and an annual report on the operations of the Company must be presented to the Annual General Meeting.
- 13.5 The Board must make available to each annual or special meeting its most recently audited accounts and annual report on the operations of the Company.
- 13.6 The Board will seek expert advice in connection with the investment of such of its financial assets as it deems appropriate to invest. The primary objective in seeking and applying that advice shall be to ensure, as far as possible that such assets are employed to the best financial advantage of the Company.

14. ANNUAL GENERAL MEETING

- 14.1 The Annual General Meeting will be held once each year at a time and place fixed by the Board.
- 14.2 Each Annual General Meeting must deal with the following matters:-
- (a) to receive apologies;
 - (b) to confirm the minutes of the previous Annual General Meeting and any intervening general meeting;
 - (c) to receive the Company's annual report;
 - (d) to receive and, if decided, accept the Company's audited annual financial statements;

- (e) to elect Board members for the following period under clause 8.6 in accordance with clause 8.7;
- (f) to appoint an auditor as required;
- (g) to deal with any other matter including, but not limited to, matters specified in the notice of meeting to effect a resolution of the Members of the Company.

15. SPECIAL GENERAL MEETING

- 15.1 A special general meeting of Members must be called by the Executive Officer following:-
- (a) a resolution to that effect of the Board;
 - (b) receipt of a written request signed by at least 20% of the Members (providing the request states the matters to be dealt with at the meeting).
- 15.2 The Executive Officer must give notice of the special general meeting within 21 days of any of the above events and the meeting held within 2 months of the above events.
- 15.3 The notice must state the matters to be dealt with at the meeting. No other matters may be dealt with at the meeting.
- 15.4 If the Board does not call the meeting within 21 days of being requested under clause 14.1(b), the Members making this request may call and arrange to hold a general meeting not later than three (3) months after the request was given. A general meeting convened by Members must follow, as closely as possible, the procedures for general meetings as set out in this Constitution, and all reasonable expenses incurred will be refunded by the Company.

16. NOTICE OF GENERAL MEETING

- 16.1 Notice of any general meeting must be given to Members and Board members:-
- (a) by individual written notice posted or sent electronically to each Member and Board members;
 - (b) in any other manner determined by the Board and allowed by the Act.
- 16.2 At least 21 days' notice of any general meeting must be given and, for this purpose, notice by post is deemed given three days after posting.

17. GENERAL MEETING PROCEDURE

- 17.1 Subject to sub-clause 17.2, the quorum for a general meeting is not less than one third of the Members, present in person or by proxy or attorney, at an agreed location or in contact with the other Members by telephone or video conference facility or any other agreed electronic means.
- 17.2 If a quorum is not present at any meeting within 30 minutes of the commencement time, the Chair must adjourn the meeting to a later time and notice be given to Members and Board members of the adjourned meeting.
- 17.3 Voting at general meetings will be by a show of hands. However, if the Chair or Members with at least 5% of the votes that may be cast, or 5 or more Members, require it, the vote will be by poll.
- 17.4 Each Member (whether given personally or by proxy or attorney), including the Chair, has one vote on any motion or matter for decision.

- 17.5 In the case of an equality of votes, the Chair does not have a casting vote, and the motion must be declared lost.

18. PROXY

- 18.1 A proxy need not be a Member of the Company. A proxy must be an active Member of a Church associated within the "denomination" or "movement" of the Australian Churches of Christ.
- 18.2 A proxy must be appointed in writing executed by the appointer or his or her attorney.
- 18.3 A proxy form must be provided to the Chair not less than 24 hours prior to the commencement time of the meeting at which the proxy is purportedly exercised.
- 18.4 The document appointing a proxy may be in any usual form or in any particular form as the Board may from time to time prescribe.
- 18.5 The document appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- 18.6 Any vote given by proxy or attorney will be valid notwithstanding the previous death of the grantor or revocation of the power of attorney or proxy provided no written notice of the same is received by the Chair before the vote is given.

19. AUDITORS

- 19.1 The Board may recommend suitable auditors (to be appointed or removed) to the Annual General Meeting for the purpose of auditing the Company's annual financial statements, or for any other purpose.
- 19.2 The auditors have the power to call for any Company books or records at any time.

20. BY-LAWS

- 20.1 Subject to this Constitution and the Act, Board may make, alter or rescind by-laws relating to the Company and its Members and report such changes to the Members for endorsement.
- 20.2 However, no such by-law may be inconsistent with this Constitution.

21. ALTERING THIS CONSTITUTION

This Constitution may be altered or replaced at any time by a special resolution of a general meeting, provided notice in accordance with this Constitution or the Act, whichever is the more prescriptive, has been given.

22. WINDING UP

- 22.1 The Company may be wound up at any time by a special resolution of a special general meeting, provided notice in accordance with this Constitution or the Act, whichever is the more prescriptive, has been given.
- 22.2 Upon winding up, and subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets of the Company after payment of liabilities must be transferred to another organisation in Australia with similar purposes, and that is not carried on for the purposes of profit or gain to its

individual Members as the special general meeting decides by special resolution. Any funds that have been received in the Churches of Christ Overseas Aid Fund on the basis of its deductible gift recipient status must be transferred to another organisation in Australia with a similar deductible gift recipient status within the meaning of the Income Tax Assessment Act 1997 (Cth).

The decision as to the charity/charities to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

- 22.3 If the Company's deductible gift recipient endorsement is revoked (whether or not the Company is being wound up, any surplus gift funds must be transferred to one or more charities that meet the requirements of 22.2, as decided by the Board members.
- 22.4 Each Member of the Company must contribute an amount no more than two dollars (\$2) to the property of the Company if the Company is wound up while that Member is a Member or within one (1) year after they stop being a Member. This is to pay for the debts and liabilities of the Company incurred before the Member stopped being a Member or for the costs of winding up.

23. INDEMNITY AND INSURANCE

- 23.1 Every officer and past officer of the Company may be indemnified by the Company, to the fullest extent permitted by the law, against a liability incurred by that person as an officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in defending an action.
- 23.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

24. COMPLIANCE

Any obligation or matter required by the Act and not set out in this Constitution will be complied with by the Company.

25. INTERPRETATION.

Act means the Corporations Act 2001 (Cth).

Australian Churches of Christ means local churches and state and national structures of Churches of Christ in Australia

Christian Mission Work is the process to make disciples of all nations and to teach them to observe all things that Jesus Christ has commanded as it is written in the Bible.

Council of Churches of Christ in Australia means the body within the Churches of Christ in Australia that provides support and services to each State Conference of the Churches of Christ.

Global Mission Partners is the body established by the Churches of Christ in Australia for the purpose of International Aid and development, Christian mission and Indigenous ministry and development.

Members means members of the Company

Overseas Aid and Development is defined by AUSAID as offering aid and development to developing countries as listed by the Minister for Foreign Affairs.

Overseas Aid Fund means the fund operated by the Company to provide relief aid and to assist in the provision of development projects to persons in need in countries certified developing by the Minister for Foreign Affairs.

Policy Governance means to focus on the larger issues faced by the Company, to delegate operational, administrative and management duties, to evaluate the accomplishment of the Company, to make policy, strategic planning decisions and to set the mission, vision and values of the Company.

Special resolution, whether in connection with meetings of the Company or of the Board, means a motion whose adoption is possible only if it is supported by at least three quarters of those qualified and able to vote at the meeting, and for which at least 21 days notice of the motion and the reasons for it being considered has been given.

State Conference means the state (including territories) based body that oversees and provides support and services to the individual Churches of Christ churches that are members of the State Conference body in the relevant state.

The State Conference bodies are the member of the Conference of Churches of Christ in Australia.