



Churches  
of Christ  
in Queensland

# CONSTITUTION

*of*

## Churches of Christ in Queensland

Date of Effect: 1 January 2010

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# Constitution *of* Churches of Christ in Queensland

## Preamble

Churches of Christ in Queensland is a Christ following movement of people, who are a part of the broader Christian Church.

Our purpose is to strive towards the goal of everyone, anywhere, being connected with someone who knows and loves Jesus.

We resolve to model the imperatives of prayer, discipleship and mission as we seek to faithfully incarnate the purposes of Christ in the cultures that we live in.

Through our diversity, coupled with mutual support, and equipped through prayer, resources and action we strive to achieve relevant and life changing missional outcomes for the Kingdom of God.

As individual congregations seeking to pursue the intents expressed above, we will join as Members of Churches of Christ in Queensland. We acknowledge that this membership brings both privileges and responsibilities.

## 1. Title and authority

- 1.1 This is the constitution for Churches of Christ in Queensland (**C of C Qld**).
- 1.2 C of C Qld is incorporated under letters patent issued pursuant to the *Religious Educational & Charitable Institutions Acts 1861-1959* on 18 January 1962.
- 1.3 For the purposes of this constitution, the successors to the offices identified in the letters patent are:
  - (1) president - now the Chair of Conference Council;
  - (2) treasurer - now the Executive Director; and
  - (3) secretary - now the Secretary referred to in this constitution.

## 2. Definitions and interpretation

### 2.1 Definitions

In this constitution:

- (1) **Affiliated Church** means a Church of Christ which has been admitted into membership of C of C Qld as a member congregation pursuant to this constitution;
- (2) **Annual General Meeting** means the General Meeting referred to in rule 10.1;
- (3) **Applicant Church** means a Church of Christ that has applied to become an Affiliated Church;
- (4) **Board member** means a member of the Board of C of C Qld;
- (5) **Board** means the board established pursuant to rule 14.1(1);
- (6) **Business Day** means a day that is not a Saturday, a Sunday or a public holiday in the place where C of C Qld has its State Office;
- (7) **Church of Christ** means a congregation which:
  - (a) identifies itself with C of C Qld;
  - (b) shares the ideals of the restoration of New Testament faith and practice;
  - (c) admits to its membership those who repent and confess their faith in the Lord Jesus Christ as the Son of God and their personal saviour and who seek to be obedient to Him;
  - (d) practice baptism of believers by immersion in water in the name of the Father, Son and Holy Spirit;
  - (e) come together for worship, the Lord's Supper, teaching of the Word, fellowship and prayer; and
  - (f) calls upon its people to serve Christ and His Church in accordance with their spiritual gifts and abilities.
- (8) **C of C Qld** means Churches of Christ in Queensland;
- (9) **Conference** means the Member churches together;
- (10) **Conference Council** (or Council) means the council of Member representatives referred to in rule 12.1;

- (11) **Council** (or Conference Council) means the council of Member representatives referred to in rule 12.1;
- (12) **Delegate** means a representative of a Member appointed in accordance with rule 10.4;
- (13) **Executive Director** means the executive director appointed from time to time by the Board in accordance with rule 17.1;
- (14) **General Meeting** means any meeting of the Members of C of C Qld duly arranged in accordance with rule 10;
- (15) **Initial Members** means the Affiliated Churches who were Members of C of C Qld on the date of adoption of this constitution;
- (16) **Member** means an Affiliated Church;
- (17) **Ministering Person** means a minister, any person who undertakes the role of minister on a voluntary basis, or any other person employed or engaged to undertake pastoral duties;
- (18) **Officer** means a member of Council, a member of the Board, the Executive Director, the Secretary, or a member of a committee of the Council or the Board;
- (19) **Secretary** means a person appointed to perform the duties of the secretary of C of C Qld. Unless otherwise resolved by the Board, the Secretary shall be the individual who holds the office of Conference General Secretary; and
- (20) **State Office** means the place of coordination of ministry activities of C of C Qld.

## 2.2 Interpretation

- (1) The preamble, headings, and any table of contents or index are for convenience only and do not form part of this constitution or affect its interpretation.
- (2) Reference to:
  - (a) one gender includes the other;
  - (b) the singular includes the plural and the plural includes the singular;
  - (c) a person includes corporations, trusts, associations, partnerships, government authorities, other legal entities, and where necessary, includes successor bodies;

- (d) writing includes printing, typing, facsimile, electronic mail and other means of representing or reproducing words, figures, drawings or symbols in a visible and tangible form, in English;
  - (e) signature and signing includes due execution of a document by a corporation or other relevant entity;
  - (f) months means calendar months;
  - (g) rule means a clause number or sub-clause of this Constitution; and
  - (h) a party includes that party's executors, administrators, substitutes, successors and permitted assigns.
- (3) "Including" and similar expressions are not words of limitation.
- (4) Where any word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning.

### **3. Objects**

3.1 The objects for which C of C Qld was established are:

- (1) to promote, sustain and facilitate communication and friendship amongst the Affiliated Churches;
- (2) to encourage effective evangelism;
- (3) to assist in the establishment, maintenance and extension of C of C Qld;
- (4) to facilitate training and Christian education;
- (5) to apply Christian love and assistance to situations where there is distress through sickness, frailty, old age, disability, break down of relationships, social disorder, addictive behaviours or other situations where people have needs through a ministry of care and to establish institutions, facilities, programs or services for such purposes;
- (6) to assist in developing positive community attitudes and in combating social evils and, where C of C Qld deems appropriate, to unite and co-operate with others in that respect;
- (7) to co-operate with Churches of Christ throughout the Commonwealth of Australia through a national council of such churches or otherwise and with other Churches of Christ abroad;

- (8) to manage Affiliated Church property provided such management does not unduly interfere with the autonomy of C of C Qld Member churches concerned; and
- (9) to assemble resources, establish entities, and to engage in such further activities as C of C Qld may from time to time determine and to do all acts and things necessary to pursue these objects.

3.2 C of C Qld must pursue charitable purposes only and must apply its income in promoting those purposes.

#### **4. Powers**

4.1 C of C Qld has all the powers of an individual.

4.2 Subject to rule 11, C of C Qld may, for example:

- (1) enter into contracts;
- (2) acquire, hold, mortgage, deal with and dispose of property;
- (3) make charges for services and facilities it supplies;
- (4) grant any power of attorney; and
- (5) do other things necessary or convenient to be done carrying out its affairs.

4.3 C of C Qld may also issue secured and unsecured notes, debentures and debenture stock for C of C Qld.

4.4 Despite rule 4.1 the powers of C of C Qld are ancillary to and exercisable only to pursue the objects of C of C Qld set out in rule 3.

#### **5. Application of income and property**

5.1 The income and property of C of C Qld, from wherever it is derived, must be applied solely in the pursuit of the objects of C of C Qld set out in rule 3.

#### **6. No distribution to Members**

6.1 No portion of the income or property of C of C Qld may be paid directly or indirectly, by way of dividend, bonus or otherwise to any Member.

6.2 Rule 6.1 does not prevent:

- (1) the payment in good faith of remuneration to any Officer, or employee of C of C Qld or a Member in return for any services actually rendered or for goods supplied in the ordinary and usual way of business;

- (2) the payment of interest at a rate not exceeding 10% per annum above the Reserve Bank cash rate on money borrowed from any Member;
- (3) the payment of reasonable and proper rent by C of C Qld to a Member for premises leased by the Member to C of C Qld;
- (4) the reimbursement of expenses incurred by any Member on behalf of C of C Qld; or
- (5) the payment of grants to Members to support church ministry.

## **7. No liability for Members**

- 7.1 Members will have no liability for the debts or obligations of C of C Qld unless otherwise agreed by a Member in writing.

## **8. Membership**

### **8.1 Number of Members**

The number of Members is unlimited.

### **8.2 Membership**

The Members of C of C Qld are:

- (1) the Initial Members; and
- (2) any other Church of Christ whom Conference admits to membership in accordance with this constitution.

### **8.3 Affiliation with Conference**

- (1) Any Church of Christ desiring to become an Affiliated Church (**Applicant Church**) will apply in writing to the Secretary at the State Office at least 8 weeks before the next General Meeting.
- (2) The Secretary will notify all Affiliated Churches of any applications received from Applicant Churches for affiliation as soon as possible after the closing date for applications.
- (3) The Affiliated Churches will consider the following matters when determining an Applicant Church's affiliation:
  - (a) the requirements of a Church of Christ as defined in rule 2.1(7); and
  - (b) any other material issues that may affect membership status.

- (4) An Applicant Church may become an Affiliated Church by resolution to that effect passed at a General Meeting.
- (5) If an Applicant Church is accepted for membership:
  - (a) the Secretary must notify the Applicant Church of its admission as a Member; and
  - (b) the name and details of the Member (and those of its leadership representatives) must be entered in the register of Members.
- (6) If an application for affiliation is rejected, the Secretary must notify the Applicant Church in writing accordingly.

#### **8.4 Objections to Applicant Churches**

- (1) An Affiliated Church, the Chair of Council, or the Executive Director, may object to an Applicant Church becoming an Affiliated Church where the objection is based upon matters specified in rule 8.3(3).
- (2) An objection must be supplied in writing to the Secretary at the State Office at least 4 weeks before the General Meeting at which the affiliation request is to be considered.
- (3) Upon receiving an objection in accordance with this constitution, the Secretary will as soon as reasonably practicable convene a meeting between representatives of:
  - (a) Council,
  - (b) the objecting party, and
  - (c) the Applicant Church,to consider the objection. If the objection is not withdrawn or resolved to the satisfaction of the objecting party, then Council must present a recommendation on the application to Affiliated Churches at the General Meeting.
- (4) Unless Council otherwise agrees, no discussion is to be had at the General Meeting on any Council recommendation regarding objections concerning Applicant Churches.

#### **8.5 Disaffiliation with Conference**

- (1) An Affiliated Church will cease to be a Member of C of C Qld if the Affiliated Church:
  - (a) resigns from membership of C of C Qld by giving written notice to the Secretary, in which case the resignation takes effect on the date of receipt of the notice of resignation or any later date provided in the notice; or

- (b) ceases to exist or decides to close; or
  - (c) is expelled from membership by resolution to that effect passed by the Members at a General Meeting on the recommendation of Council.
- (2) Before a resolution may be put to the Members proposing the expulsion of a Member under rule 8.5(1)(c) Council must be able to demonstrate to a General Meeting of Members that it has had considered dialogue with the relevant Affiliated Church over a reasonable period of time and formed the view that the interests of the members of the Affiliated Church and C of C Qld are best served by the disaffiliation of the relevant Affiliated Church. The relevant Affiliated Church must be given an opportunity to speak to the expulsion motion before the motion is put to Members.
- (3) The Secretary will remove the Affiliated Church's name from the register of Members when an Affiliated Church ceases to be a member of C of C Qld pursuant to rule 8.5 (1).
- (4) If an Affiliated Church ceases to be a Member of C of C Qld, Conference may resolve to apply such terms and conditions of disaffiliation as it considers appropriate and in the best interests of the disaffiliated Member and C of C Qld.

## 8.6 Responsibilities

- (1) The Secretary must keep and maintain at the State Office a register of Affiliated Churches including their name, address, date of their affiliation, leadership representatives, and any other information deemed appropriate by the Council or the Board. This register is to be available for inspection by any Affiliated Church upon request.
- (2) Affiliated Churches will:
- (a) support, encourage and generally act in the best interests of C of C Qld and other Affiliated Churches as far as practical;
  - (b) contribute to the expenses of C of C Qld by means of an annual contribution, the rate of which will be set by Council from time to time;
  - (c) abide by all relevant government legislation and regulations;
  - (d) maintain adequate insurances;
  - (e) fulfil all financial obligations if and when they fall due;
  - (f) abide by processes established under rules 12.8(2)(c) (management of professional conduct issues) and 12.8(2)(d) (management of disputes) wherever possible;

- (g) require their Ministering Persons to agree to and abide by the C of C Qld's respective ethical and practice guidelines; and
- (h) specifically for the purposes of rule 9, inform the Secretary at the State Office in writing of the names of those that represent the current leadership of the Affiliated Church, and whether their representation must be expressed jointly or may be expressed individually.

## **9. Authority of Communications received from Affiliated Churches**

- 9.1 Unless otherwise specified, communications received from the leadership of an Affiliated Church will be assumed to be both representative of the Affiliate Church's membership as a whole and to be in accordance with the respective Affiliated Church's constitution or guiding principles.

## **10. Meetings of Conference**

### **10.1 Annual General Meeting**

- (1) The Members will hold a General Meeting, to be called the Annual General Meeting:
  - (a) at least once each year; and
  - (b) within 26 weeks after the end date of C of C Qld's financial year.
- (2) Subject to rule 10.5, the Annual General Meeting will normally be called by Council.

### **10.2 Business of General Meeting**

- (1) The business of the Annual General Meeting, or any General Meeting of Members, may only include the following, (even if not referred to in the notice of meeting):
  - (a) affiliation or disaffiliation of Members, which will be the first item of general business on the meeting's agenda;
  - (b) election or removal of members to Council;
  - (c) amendments to this constitution (other than the constitutions of Churches of Christ Care and the Centenary Development Foundation which comprise Annexures 1 and 2 respectively to this constitution which will be the sole responsibility of Council under rule 12.8(3)(a));
  - (d) matters raised through the appropriate notice of business under rule 10.3;

- (e) matters the Council wish to be presented;
- (f) any other business that:
  - (i) was not otherwise raised by the appropriate notice of business under rule 10.3 provided that presentation of such matter is approved by a majority of Delegates present at the meeting; or
  - (ii) is of the nature of a vote of thanks or expression of goodwill;
- (g) questions directed to Officers of C of C Qld from the floor of the meeting; and
- (h) in the case of the Annual General Meeting only, include consideration of the C of C Qld's annual report.

### 10.3 **Appropriate notice of business**

With the exception of rule 10.2(1)(f), a motion may not be moved at a General Meeting unless:

- (1) the motion has been forwarded to the Secretary at the State Office at least 8 weeks prior to the General Meeting;
- (2) the motion is proposed by an Affiliated Church and seconded by a different Affiliated Church; and
- (3) the Council does not consider the motion to be frivolous, vexatious or mischievous in intent.

### 10.4 **Delegates at General Meetings**

- (1) Each Member may appoint individuals as Delegates to exercise all or any powers of the Member:
  - (a) at meetings of C of C Qld Members;
  - (b) at meetings of creditors or debenture holders; or
  - (c) relating to motions to be passed without meeting.
- (2) Each Member must advise the Secretary at the State Office in writing at least 2 weeks before a General Meeting (or such lesser period as the Council may allow) of:
  - (a) the names of those individuals appointed as Delegates;
  - (b) whether the Delegate appointment is a standing one;
  - (c) any restrictions on the Delegate's powers; and

- (d) if the Delegate appointment is to be by reference to a position held, then the position must be identified.
- (3) Each Member is entitled to the following number of Delegates:
- (a) Affiliated Churches having less than 50 members - 3 Delegates;
  - (b) Affiliated Churches having between 51-100 members - 5 Delegates;
  - (c) Affiliated Churches having between 101-150 members - 6 Delegates;
  - (d) Affiliated Churches having more than 150 members - 6 Delegates, plus 1 additional Delegate for each additional 100 members, or part thereof above 150.

#### 10.5 **Calling of General Meetings**

- (1) A General Meeting may be called by:
- (a) a resolution of Council; or
  - (b) a requisition by at least 20 per cent of the Affiliated Churches, in writing, and forwarded to the Secretary at the State Office.

#### 10.6 **Amount of notice of meeting**

- (1) At least 4 weeks' notice of a General Meeting must be given to:
- (a) all Members;
  - (b) all members of Council; and
  - (c) all members of the Board.

#### 10.7 **How notice is given**

- (1) C of C Qld may give the notice of meeting to a Member:
- (a) personally by delivering the notice to a Member's Delegate;
  - (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
  - (c) by sending it to the facsimile number or electronic address (if any) nominated by the Member; or
  - (d) by sending it by other electronic means (if any) nominated by the Member.

#### 10.8 **When notice is given**

- (1) A notice of meeting sent by post is taken to be given 3 Business Days after it is posted.
- (2) Except as provided by rule 10.8(3), a notice of meeting given to a Member under rules 10.7(1)(c) and 10.7(1)(d) is taken to be given on the Business Day after it is sent.
- (3) A notice of meeting given to a member under rules 10.7(1)(c) and 10.7(1)(d) is not effective if:
  - (a) in the case of service by facsimile, C of C Qld's facsimile machine issues a transmission report that the transmission was unsuccessful;
  - (b) in the case of service by electronic mail, C of C Qld's computer reports that delivery has failed; or
  - (c) in either case the addressee notifies C of C Qld immediately that the notice was not fully received in a legible form.
- (4) A certificate signed by the Secretary of C of C Qld that the notice was posted or given in accordance with this rule 10.8 is conclusive evidence of the matter.

#### 10.9 **Period of notice**

Where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

#### 10.10 **Contents of notice**

A notice of a General Meeting must:

- (1) set out 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);
- (2) state the agenda and general nature of the meeting's business; and
- (3) if a motion is to be presented at the meeting, set out an intention to propose the motion and state the motion.

#### 10.11 **Accidental omission to give notice**

The accidental omission to give notice of any General Meeting to or the non-receipt of the notice by any person entitled to receive notice of a General Meeting under this constitution does not invalidate the proceedings of or any resolution passed at the meeting.

#### 10.12 Postponement of General Meeting

- (1) The Council may postpone the holding of any General Meeting whenever they see fit for not more than 6 weeks after the date for which it was originally called.
- (2) Whenever any meeting is postponed (as distinct from being adjourned under rule 10.15(3)) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

#### 10.13 Technology

C of C Qld may hold a meeting of Members at 2 or more venues using any technology that gives the Members' Delegates, as a whole, a reasonable opportunity to participate.

#### 10.14 Meeting procedures for a General Meeting

- (1) Unless a General Meeting otherwise resolves to the contrary its meeting rules will be those set out in Annexure 3, and any other rules it so resolves.

#### 10.15 Quorum

- (1) The quorum for a meeting of Members is at least one Delegate from at least 20 per cent of the Affiliated Churches and the quorum must be present at all times during the meeting.
- (2) In determining whether a quorum is present, individuals attending as proxies are counted. If an individual is attending both as a Delegate and as a proxy, the individual is counted only once.
- (3) If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting then the meeting is adjourned to a date, time and place that the Council specifies. If the Council does not specify one or more of these things, the meeting is adjourned to:
  - (a) if the date is not specified – the same day in the next week;
  - (b) if the time is not specified – the same time; and
  - (c) if the place is not specified – the same place.
- (4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

#### 10.16 Entitlement to speak at General Meetings

- (1) The following individuals are entitled to speak at General Meetings:
  - (a) any Delegate;
  - (b) any Officer; and
  - (c) any other individual at the discretion of the chair of the meeting.

#### 10.17 Chair at General Meetings

- (1) The chair of General Meetings of C of C Qld will be the Chair of Council or other party as appointed by the Chair of Council, unless otherwise decided by a majority of the Delegates at the meeting.
- (2) Where a General Meeting is held and the Chair of Council or their appointee is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members of Council present may appoint one of their number to be the chair of the meeting and in default of their doing so, the Delegates present may appoint one of their number to be the chair of the meeting.

#### 10.18 Notice of adjourned meeting

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 4 weeks or more.

#### 10.19 Business at adjourned meetings

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### 10.20 Proxies

- (1) A Delegate may appoint an individual as the Delegate's proxy to attend and vote for the Delegate at a General Meeting.
- (2) A proxy appointed to attend and vote for a Delegate has the same rights as the Delegate:
  - (a) to speak at the meeting; and
  - (b) to vote (but only to the extent allowed by the appointment).
- (3) A proxy appointment may be in a form determined by the Secretary but must enable the Delegate to specify the manner in which the proxy must vote in respect of a particular motion.

- (4) For an appointment of a proxy for a meeting of Members to be effective, the proxy's appointment must be received by the Secretary 24 hours before the meeting, or the chair of the meeting prior to the start of the meeting.
- (5) A proxy may be revoked at any time by notice in writing and must be received by the Secretary 24 hours before the meeting, or the chair of the meeting prior to the start of the meeting.

#### 10.21 **Voting and nomination disqualification**

A Delegate is not entitled to nominate a candidate for election, or vote at a General Meeting if the annual subscription of the Affiliated Church for which he or she is the nominated representative is more than 12 weeks in arrears at the date of the meeting.

#### 10.22 **How voting is carried out**

- (1) At any General Meeting of Members, each Delegate present has 1 vote on a show of hands or by secret ballot. For the sake of clarity, a proxy appointed by one or more Delegates has 1 vote for each Delegate appointment they hold.
- (2) A motion put to the vote at a meeting of Members must be decided by vote of a show of hands, or by secret ballot where such a vote is requested:
  - (a) by the chair of the meeting; or
  - (b) by a majority of the Delegates.
- (3) Unless otherwise required by this constitution, all resolutions of Members are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by Delegates entitled to vote on the resolutions.
- (4) A declaration by the chair of the meeting is conclusive evidence of the result. Neither the chairman nor the minutes need state the number or proportion of the votes recorded in favour or against.

#### 10.23 **Chair's casting vote**

- (1) In the case of an equality of votes the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Delegate or proxy.
- (2) The chair of the meeting has the discretion both as to use of the casting vote and as to the way in which it is used.
- (3) Where a casting vote has been exercised by the chair of the meeting, such an action must be recorded in the minutes.

## 11. Property

- 11.1 C of C Qld will hold legal title as trustee to all property held by an Affiliated Church as beneficial owner (**Affiliated Church Trust Property**) and will only deal with Affiliated Church Trust Property as the respective Affiliated Church directs.
- 11.2 C of C Qld must notify the respective Affiliated Church of all notices, assessments, claims or demands which C of C Qld receives in respect of the Affiliated Church Trust Property and must promptly pay all outgoings including rates, taxes and charges of all kinds from funds provided by the respective Affiliated Church.
- 11.3 Subject to rule 11.5, C of C Qld must not mortgage or otherwise deal with Affiliated Church Trust Property without the express direction, in writing, of the respective Affiliated Church.
- 11.4 C of C Qld will not incur liability or be responsible by reason of its acting on or carrying out any instruction or direction received from an Affiliated Church in respect of Affiliated Church Trust Property.
- 11.5 If C of C Qld does not receive written instructions from an Affiliated Church, then it may act as it sees fit if, in its absolute discretion, the preservation or protection of Affiliated Church Trust Property is required. In such instance, the respective Affiliated Church will be bound by such actions or decisions of C of C Qld and will not have any recourse against C of C Qld in the absence of negligence or breach of duty on the part of C of C Qld.
- 11.6 Subject to rule 11.10, the respective Affiliated Church must provide C of C Qld with all moneys that may be required by C of C Qld to perform its trust obligations as they pertain to Affiliated Church Trust Property.
- 11.7 Every Affiliated Church must ensure that its respective constitution or similar guiding document includes a direction regarding the treatment of its assets if it:
- (1) ceases to be affiliated with C of C Qld; or
  - (2) ceases to be of a viable size, necessitating its closure.

In so doing, the respective constitution or similar guiding document must be cognizant of the winding up requirements of the Australian Taxation Office in relation to charities by ensuring that surplus assets (which would extend to Affiliated Church Trust Property) may only be transferred to another organisation which:

- (3) is approved by the Commissioner of Taxation as a tax concession charity for the purposes of any Commonwealth taxation act; and
- (4) has been approved by Conference Council.

- If an Affiliated Church's constitution or similar guiding document does not adequately deal with the treatment of Affiliated Church Trust Property on disaffiliation or closure, then the treatment of such assets will be determined following negotiation between the respective Affiliated Church and Conference Council.
- 11.8 If an Affiliated Church is disaffiliated, then it must give consideration to reimbursing to C of C Qld any capital contributions provided to it by C of C Qld.
- 11.9 If Affiliated Church Trust Property has been acquired by C of C Qld in its own right, or from funds majority provided by C of C Qld in its own right, then, notwithstanding the provisions of clause 11.1, C of C Qld will retain full discretion as to the use of that property including:
- (1) rights of occupation (for example, determining an appropriate rent return); and
  - (2) the re-allocation or subsequent disposal of property in a way that honours any conditions attached to grant moneys received for the construction of any building on such property.
- 11.10 Costs associated with the holding of Affiliated Church Trust Property may be shared between C of C Qld and the respective Affiliated Church in proportions agreed by the parties at the time.
- 11.11 C of C Qld must maintain a register in which the following information is to be recorded:
- (1) details of key property transactions, including property purchase and disposal;
  - (2) identification of the beneficial owner of all Affiliated Church Trust Property; and
  - (3) arrangements to transfer or internally lease property, or effect a similar transaction between one Member and another Member or division of C of C Qld, and any condition attached to such arrangement.
- Affiliated Churches must ensure that accurate and timely information is provided to C of C Qld in order to maintain the register outlined herein.
- 11.12 Each Affiliated Church indemnifies C of C Qld against all and any loss, costs, claims, expenses or other liabilities suffered as a result of any actions or claims arising from C of C Qld acting as trustee of Affiliated Church Trust Property unless any losses incurred are a consequence of C of C Qld's own negligence or breach of duty.
- 11.13 Subject to the other provisions of this constitution, C of C Qld delegates to each Affiliated Church all or any of its powers in relation to Affiliated Church Trust Property and will exercise any power of attorney necessary to effect that delegation.

## 12. Conference Council

### 12.1 Establishment of Conference Council

- (1) By this constitution, there is established a council of representatives of Members known as **Conference Council** (Council).

### 12.2 Number and composition of the Council

- (1) The Council will consist of up to 12 people, including:
  - (a) up to 10 people elected at a General Meeting;
  - (b) the chair of the Board, in an ex-officio capacity, who will have full voting rights; and
  - (c) the Secretary, in an ex-officio capacity, who will not have voting rights and not be counted towards the quorum.

### 12.3 Council members' qualifications

- (1) To be considered for election to Council under rule 12.2(1)(a), an individual must:
  - (a) be a member, in good standing, of an Affiliated Church;
  - (b) be able to satisfy the standards and legal requirements set by government and other relevant authorities;
  - (c) be able to commit to the time and task requirements commensurate with the role of Council member; and
  - (d) not be:
    - (i) an employee of C of C Qld; or
    - (ii) a member of the Board;  
at the time of election nor held either of these positions at any time during the previous 12 months.
- (2) The time limit specified in rule 12.3(1)(d) does not apply to members of any C of C Qld board(s) in existence prior to the adoption of this constitution.
- (3) In addition to 12.3(1) the Council may determine additional skill, experience, or qualification requirements for Council members in order to ensure a competent Council. Such requirements must be:
  - (a) published prior to commencement of the nomination / election procedure;

- (b) addressed by the candidate in their nomination, outlining how they meet the particular requirements; and
- (c) provided to Delegates prior to conduct of any vote for Council members, with summary information outlining how each candidate states that they meet the requirements.

## 12.4 Election of Council Members

### (1) Nomination for election

- (a) The Secretary will call for nominations for available Council positions at least 8 weeks prior to the respective General Meeting.
- (b) Each candidate for election as a member of Council must be proposed by a Member of C of C Qld who satisfies rule 10.21.
- (c) A nomination of a candidate for election must:
  - (i) be in writing;
  - (ii) be signed by the candidate; and
  - (iii) be signed by the Member.
- (d) A nomination of a candidate for election must be received by the Secretary at the State Office no later than 5pm on the day which is 5 weeks prior to the General Meeting at which the candidate seeks election.
- (e) An alphabetical list of the candidates names supplied under rule 12.4.1(d), their Affiliated Church, relevant personal biographical information, and a statement of how they meet the requirements for the position specified in rule 12.3, must be sent to Members with the notice of the General Meeting.
- (f) Where the nominations received under rule 12.4.1(d) are less than the number of positions available, then Council may submit nominations for candidates for election. A nomination made by Council must:
  - (i) be in writing;
  - (ii) be signed by the candidate, and
  - (iii) be signed by the Chair of Council.

The number of nominations submitted by Council will be limited to a number which, when combined with the nominations received under rule 12.4.1(d), do not exceed the total number of positions available. Any nominations submitted by Council under this rule must be received by the Secretary at the State Office no later than 5pm on the day which is 1 week prior to the General Meeting at which the candidate(s) seeks election.

**(2) Election procedure – members of Council**

- (a) A secret ballot must be held for the election of the candidates regardless of whether the number of candidates is less than or greater than the number of vacancies on Council.
- (b) Balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- (c) At the General Meeting each Delegate entitled to vote and voting on the ballot may not vote for more than the number of candidates equal to the number of vacancies.
- (d) The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as members of Council providing that the number of favourable votes for the candidate is more than 50% of votes cast.
- (e) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair of the meeting, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair of the meeting:
  - (i) does not exercise a casting vote; or
  - (ii) is one of the candidates who received the same number of votes;then a second ballot is to be conducted to determine the successful candidate between those candidates that received the same number of votes.
- (f) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined on the second occasion, the chair of the meeting, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair of the meeting:
  - (i) does not exercise a casting vote; or

- (ii) is one of the candidates who received the same number of votes;

then the names of the candidates who received the same number of votes must be decided by a drawing of lots by the chair of the meeting in front of the meeting.

(3) **Time appointment or retirement takes effect**

- (a) Subject to rule 25, Members of Council who are appointed at a General Meeting take office immediately after the end of the meeting.
- (b) Members of Council who retire at a General Meeting continue to hold office until the end of the meeting.

**12.5 Term of Council membership**

- (1) An elected Council member holds office until the termination of the Annual General Meeting next occurring after they have held office for 2 years and 6 months.
- (2) Subject to this constitution, Council members are eligible for re-election although the maximum term for any Council member is 9 consecutive years.
- (3) If a Council member resigns, or a position remains unfilled, then such positions remain vacant until they are filled at a General Meeting.

**12.6 Resignation of Council members**

A Council member may resign from Council by giving a written notice of resignation to the Secretary at the State Office.

**12.7 Vacation of office of Council member**

In addition to any other circumstances in which the office of a Council member becomes vacant at law, the office of a Council member becomes vacant if the Council member:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) is not present at 3 consecutive meetings of the Council without special leave of absence from the Council and the Council declares their seat to be vacant;
- (4) ceases to be qualified as a Council member under rule 12.3, in which case:

- (a) the Council member must resign under rule 12.6; or
  - (b) if the Council member fails to resign, they may be removed by a resolution of Council. In such a circumstance, despite rule 12.12(3), the resolution must be passed by more than 70% of the Council members present and entitled to cast a vote;
- (5) is removed from office in accordance with rule 10.2(1)(b); or
- (6) resigns from office in accordance with rule 12.6.

## 12.8 The role of Council

### (1) The general role

Without limiting the powers of the Board under rules 14.7 and 14.8, Council will:

- (a) foster the mission and objects of the C of C Qld;
- (b) ensure contemporary good practice governance is applied by Council and the Board, and that Affiliated Churches are aware of governance standards;
- (c) communicate progress of C of C Qld, and Affiliated Churches, to the Conference;
- (d) ensure that the position of Churches of Christ is represented where appropriate, in commercial, civic, State, Commonwealth and inter-church spheres;
- (e) convene the Annual General Meeting and any other General Meeting; and
- (f) give practical effect to all decisions and actions of the Conference.

### (2) Roles specific to Affiliated Churches and Ministers

The Council will:

- (a) respond to Members' requests for advice, guidance or representation in matters related to Conference, civic, or government affairs;
- (b) receive applications for and make recommendations to the appropriate authority of persons in relation to marriage celebrants, minister endorsements, and ordination;
- (c) ensure the processes are established and implemented for the effective management of professional misconduct complaints or allegations against church employees, leaders, or ministers;

- (d) ensure processes are established and implemented for the effective management of disputes amongst Members, leaders, or ministers;
- (e) review and set the annual subscription contributed by Members; and
- (f) publish the annual report of C of C Qld.

**(3) Roles specific to the Board and organisation**

The role of Council in relation to the Board and the organisation of C of C Qld will be to:

- (a) consider and approve amendments to the respective constitutions of Churches of Christ Care, and the Centenary Development Foundation from time to time as appropriate;
- (b) provide general direction on behalf of the Conference through preparing and monitoring a formal C of C Qld strategic plan;
- (c) appoint and remove members of the Board from time to time pursuant to rule 14.4;
- (d) monitor performance of the Board and C of C Qld as a whole;
- (e) in conjunction with the Board, make decisions to commence or exit program areas (as opposed to discrete services); and
- (f) consult with the Board on matters of significant financial impact, to the extent that the Council has defined in writing those matters on which it must be consulted.

**12.9 Council acts for Conference**

- (1) Council is the body with ultimate accountability to Conference for:
  - (a) promoting the mission, values and reputation of C of C Qld;
  - (b) effectively deploying C of C Qld assets and resources; and
  - (c) ensuring that standards of performance are determined and achieved.
- (2) With the exception of matters specified in rule 10.2, the Council will act for and on behalf of Conference, as if it were the Conference, between meetings of Conference.

## 12.10 Council members' interests

### (1) **Obligation to disclose interests**

- (a) A Council member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with C of C Qld must, as soon as practicable after the relevant facts have come to the Council member's knowledge, declare the nature of the interest at a meeting of the Council or by written notice to the Secretary.
- (b) A Council member who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as Council member, must declare at a meeting of the Council or by written notice to the Secretary the fact and the nature, character and extent of the conflict.

### (2) **Prohibition on being present or voting**

- (a) A Council member who has a material personal interest in a matter that is being considered at a meeting of the Council:
  - (i) must not be counted in a quorum;
  - (ii) must not vote on the matter; and
  - (iii) must not be present while the matter is being considered at the meeting.

### (3) **Effect of interest in contract**

- (a) If a Council member has an interest in a contract or proposed contract with C of C Qld, or a conflicting interest or duty in relation to any other matter being considered by the Council, and the Council member discloses the nature and extent of the interest or duty at a meeting of the Council or by written notice to the Secretary:
  - (i) the contract may be entered into; and
  - (ii) if the disclosure is made before the contract is entered into:
    - (A) the Council member may retain benefits under the contract even though the Council member has an interest in the contract;
    - (B) C of C Qld cannot avoid the contract merely because of the existence of the interest; and

- (C) the Council member is not disqualified from the office of Council member.

#### 12.11 Remuneration of Council members

(1) **No Council members' remuneration**

Despite rule 6.2, no Council member may receive any remuneration for his or her services in their capacity as a Council member of C of C Qld.

(2) **Council members' expenses**

- (a) Despite rule 6.2, C of C Qld may pay the Council members' travelling and other expenses that they properly incur:
  - (i) in attending Council meetings or any meetings of committees of the Council;
  - (ii) in attending any General Meetings of C of C Qld; and
  - (iii) in connection with C of C Qld's business.
- (b) The Secretary must approve all payments C of C Qld makes to its Council members.

#### 12.12 Council members' meetings

(1) **Meeting procedures for the Council**

Unless the Council otherwise resolves to the contrary its meeting rules will be those set out in Annexure 4.

(2) **Quorum**

The quorum for a Council meeting is more than 50% of the current members of the Council or a greater number as determined by the Council. The quorum must be present at all times during the meeting.

(3) **Passing of Council resolutions**

- (a) A resolution of the Council must be passed by more than 50% of the Council members present and entitled to cast a vote.
- (b) The chair of Council has a casting vote if necessary in addition to any vote they have as a Council member. The chair has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

## 13. Chair of Council

### 13.1 Election and Term of Chair of Council

- (1) The chair of Conference Council (**Chair of Council**) will be elected by the members of the Council from the elected members of Council on the first Council meeting following the Annual General Meeting each year.
- (2) Subject to this constitution, the Chair of Council is eligible for re-election although the maximum term for any Council member to serve as Chair of Council is 4 consecutive years.
- (3) The Chair of Council's term will end if he or she:
  - (a) resigns their position;
  - (b) ceases to be a Council member; or
  - (c) is removed from the position by resolution of the Council.
- (4) If there is no Chair of Council because of the operation of rule 13.1(3), then Council must elect a successor to the position as soon as practicable.

### 13.2 Role of Chair of Council

- (1) In addition to their role as a Council member, the Chair of Council will:
  - (a) be considered the most senior representative of C of C Qld for matters that require presentation of a unified position;
  - (b) be the spokesperson for and speak on behalf of C of C Qld;
  - (c) unless otherwise specified in this constitution, or otherwise delegated by the Chair of Council, undertake the role of:
    - (i) chair of General Meetings of Conference; and
    - (ii) chair of meetings of Council.
- (2) The Chair of Council may also be referred to as the Conference President.

## 14. Board of Churches of Christ in Queensland

### 14.1 Establishment of the Board of Churches of Christ in Queensland

- (1) By this constitution, there is established a board to direct the management of C of C Qld (**the Board**).

#### 14.2 Number and composition of the Board

- (1) The number of Board members must be not less than 7 nor more than 12, and will include:
  - (a) the Chair of Council, in an ex-officio capacity, who will have full voting rights;
  - (b) the Executive Director, in an ex-officio capacity, who will have full voting rights; and
  - (c) the Secretary, in an ex-officio capacity, who will not have voting rights and not be counted towards the quorum.

#### 14.3 Board members' qualifications

- (1) To be considered for appointment to the Board, an individual must:
  - (a) be a committed Christian;
  - (b) have a commitment to and adopt for themselves, the mission and objects of C of C Qld;
  - (c) be able to satisfy the standards and legal requirements set by government and other relevant authorities;
  - (d) be able to commit to the time and task requirements commensurate with the role of Board member; and
  - (e) not be:
    - (i) an employee of C of C Qld; or
    - (ii) a member of the Council;at the time of appointment nor held either of these positions at any time during the previous 12 months.
- (2) The time limit specified in rule 14.3(1)(e) does not apply to members of the C of C Qld Conference Council in existence prior to adoption of this constitution.
- (3) The majority of Board members must be members of an Affiliated Church.
- (4) In addition to 14.3(1) the Council may determine skill, experience, or qualification requirements for Board members in order to ensure a competent Board.

#### 14.4 **Appointment and term of Board members**

- (1) Council has the right to appoint such number of Board members as it chooses from time to time up to the maximum number stipulated in rule 14.2(1).
- (2) All Board members hold office for a term of 3 years from their date of appointment, unless otherwise specified by Council.
- (3) Council may re-appoint Board members on the expiration of their term for subsequent 3 year terms up to a maximum term of 9 years only for each Board member.
- (4) Irrespective of rule 14.4(2), Council has the right to remove any Board member appointed by it at any time.
- (5) Every appointment and removal of a Board member by Council takes effect when written notice of that appointment or removal signed by the Chair of Council is received by the Secretary at the State Office (accompanied, in the case of an appointment, by the written consent of the appointee to act as Board member), or at a later time specified in the notice.

#### 14.5 **Resignation of Board members**

A Board member may resign as a Board member of C of C Qld by giving a written notice of resignation to the Secretary at the State Office.

#### 14.6 **Vacation of office of Board member**

In addition to any other circumstances in which the office of a Board member becomes vacant at law, the office of a Board member becomes vacant if the Board member:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) is not present at 3 consecutive meetings of Board members without special leave of absence from the Board members and the Board members declare his or her seat to be vacant;
- (4) ceases to be qualified as a Board member under rule 14.3;
- (5) is removed from office in accordance with rule 14.4(4); or
- (6) resigns from office in accordance with rule 14.5.

#### 14.7 General powers of the Board

- (1) The business of C of C Qld is to be managed by or under the direction of the Board.
- (2) The Board may exercise all the powers of C of C Qld except those powers that this constitution requires:
  - (a) C of C Qld to exercise in General Meetings, that is to say by Conference; or
  - (b) to be exercised by Council.
- (3) A resolution passed by Conference or Council does not invalidate any prior act of the Board which would have been valid if that resolution had not been passed.

#### 14.8 Specific powers of the Board

- (1) Without affecting the general powers of the Board mentioned in rule 14.7, specific powers of the Board include:
  - (a) prepare and monitor the strategic plans for divisions and/or business units under its control, ensuring their alignment with the overall C of C Qld Strategic Plan;
  - (b) assemble resources, establish entities and internal administrative structures, and engage in such further activities necessary to pursue the objects of C of C Qld;
  - (c) appoint and terminate the Executive Director with the approval of Council;
  - (d) performance manage the Executive Director with input from the Council;
  - (e) consult with the Executive Director on the appointment and termination of the Secretary;
  - (f) grant or revoke any power of attorney for the C of C Qld;
  - (g) adopt an annual budget;
  - (h) review and monitor financial and general performance of C of C Qld;
  - (i) review the management of key strategic and major operational risks; and
  - (j) oversee the development of C of C Qld policy for divisions and/or business units under its control.

## 14.9 Board members' interests

### (1) **Obligation to disclose interests**

- (a) A Board member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with C of C Qld must, as soon as practicable after the relevant facts have come to the Board member's knowledge, declare the nature of the interest at a meeting of the Board or by written notice to the Secretary.
- (b) A Board member who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Board member must declare at a meeting of the Board or by written notice to the Secretary the fact and the nature, character and extent of the conflict.

### (2) **Prohibition on being present or voting**

- (a) A Board member who has a material personal interest in a matter that is being considered at a meeting of the Board:
  - (i) must not be counted in a quorum;
  - (ii) must not vote on the matter; and
  - (iii) must not be present while the matter is being considered at the meeting.

### (3) **Effect of interest in contract**

- (a) If a Board member has an interest in a contract or proposed contract with C of C Qld, or a conflicting interest or duty in relation to any other matter being considered by the Board, and the Board member discloses the nature and extent of the interest or duty at a meeting of the Board or by written notice to the Secretary:
  - (i) the contract may be entered into; and
  - (ii) if the disclosure is made before the contract is entered into:
    - (A) the Board member may retain benefits under the contract even though the Board member has an interest in the contract;
    - (B) C of C Qld cannot avoid the contract merely because of the existence of the interest; and

- (C) the Board member is not disqualified from the office of Board member.

#### 14.10 Remuneration of Board members

(1) **No Board members' remuneration**

Despite rule 6.2, no Board member may receive any remuneration for his or her services in his or her capacity as a Board member of C of C Qld.

(2) **Board members' expenses**

- (a) Despite rule 6.2, C of C Qld may pay the Board members' travelling and other expenses that they properly incur:
  - (i) in attending Board meetings or any meetings of committees of the Board;
  - (ii) in attending any General Meetings of C of C Qld; and
  - (iii) in connection with C of C Qld's business.
- (b) The Secretary must approve all payments C of C Qld makes to its Board members.

#### 14.11 Board meetings

(1) **Meeting procedures for the Board**

Unless the Board otherwise resolves to the contrary its meeting rules will be those set out in Annexure 4.

(2) **Quorum**

The quorum for a Board meeting is more than 50% of the current voting members of the Board or a greater number as determined by the Board. The quorum must be present at all times during the meeting.

(3) **Passing of Board resolutions**

- (a) A resolution of the Board must be passed by more than 50% of the Board members present and entitled to cast a vote.
- (b) The chair has a casting vote if necessary in addition to any vote they have as a Board member. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

## **15. Chair of the Board**

### **15.1 Appointment**

- (1) The Council will appoint a member of the Board to be the chair of the Board.
- (2) The chair of the Board must be a member of an Affiliated Church.
- (3) Subject to this constitution, the maximum term for any Board member to serve as chair of the Board is 4 consecutive years.

### **15.2 Term**

- (1) Apart from expiry of the chair's term under rule 15.1(3), the chair of the Board's term will end if he or she:
  - (a) resigns their position;
  - (b) ceases to be a Board member; or
  - (c) is removed from the position by resolution of the Council.
- (2) If there is no chair of the Board because of the operation of rule 15.2(1), then Council must appoint a successor to the position as soon as practicable.

## **16. Committees of the Board**

### **16.1 Committee of the Board**

- (1) The Board may delegate any of their powers to a committee of the Board.
- (2) A committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a power in this way is the same as if the Board exercised it.
- (3) The meetings and proceedings of any committee of the Board are governed by the provisions in this constitution regulating the meetings and proceedings of the Board.
- (4) The Board may co-opt individuals to a committee of the Board as they see fit.

## **17. Executive Director**

### **17.1 Power to appoint**

Providing the Council has given approval for the appointment, the Board may appoint a person, not being a member of Council or the Board, to the position of Executive Director for the period and on the terms (including as to remuneration) the Board see fit.

### **17.2 Powers**

- (1) Providing the Council approves, the Board may, upon terms and conditions and with any restrictions they see fit, confer on an Executive Director any of the powers that the Board can exercise.
- (2) Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the members of the Board.

### **17.3 Withdrawal of appointment or powers**

Providing the Council approves, the Board may revoke or vary:

- (1) an appointment; or
- (2) any of the powers conferred on an Executive Director.

### **17.4 Temporary appointments**

If an Executive Director becomes incapable of acting in that capacity, or the position becomes vacant, then the Board may appoint any other person, not being a member of Council or the Board, to act temporarily as Executive Director.

## **18. Indemnity and insurance**

### **18.1 Indemnity**

- (1) To the extent permitted by law, C of C Qld indemnifies:
  - (a) every person who is or has been an Officer of C of C Qld; and
  - (b) where the Board considers it appropriate to do so, any person who is or has been an Officer of a related body corporate of C of C Qld;against any liability incurred by that person in his or her capacity as an Officer of C of C Qld or of the related body corporate (as the case may be).

- (2) C of C Qld must not indemnify a person against:
- (a) any of the following liabilities incurred as an Officer of C of C Qld:
    - (i) a liability owed to C of C Qld or a related body corporate; or
    - (ii) a liability that is owed to someone other than C of C Qld or a related body corporate and did not arise out of conduct in good faith; or
  - (b) legal costs incurred in defending an action for a liability incurred as an Officer of C of C Qld if the costs are incurred:
    - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under rule 18.1(2)(a);
    - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
    - (iii) in defending or resisting proceedings brought by a liquidator for a court order if the grounds for making the order are found by the Court to have been established.

Rule 18.1(2)(b)(iii) does not apply to costs incurred in responding to actions taken by a liquidator as part of an investigation before commencing proceedings for a court order.
  - (c) For the purposes of rule 18.1(2)(b) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.
- (3) An Officer must:
- (a) give notice to C of C Qld promptly on becoming aware of any Claim against the Officer that may give rise to a right to be indemnified under rule 18.1(1);
  - (b) take such action as C of C Qld reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
  - (c) not make any admission of liability in respect of or settle any Claim without the prior written consent of C of C Qld;

- (d) allow C of C Qld or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by C of C Qld, render all reasonable assistance and co-operation to C of C Qld or its insurers in the conduct of any Claim, including giving C of C Qld or its insurers any document, authority or direction that C of C Qld or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
  - (e) on request by C of C Qld or its insurers, do everything necessary or desirable which C of C Qld reasonably requests to enable C of C Qld or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the Officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by C of C Qld or its insurers for that purpose; and
  - (f) notify any Claim to an insurer or any other person who may be liable to indemnify the Officer in respect of that Claim and promptly take all reasonable steps to enforce all the Officer's rights against the insurer or other person.
- (4) In rule 18.1(3) **Claim** means:
- (a) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an Officer as an officer of C of C Qld;
  - (b) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an Officer as an officer of C of C Qld; or
  - (c) any written or oral demand or threat that might result in the Officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rule 18.1(4)(a) or 18.1(4)(b) may be initiated.

## 18.2 Insurance

- (1) C of C Qld may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer of C of C Qld or a related body corporate of C of C Qld against any liability incurred by the person as an Officer of C of C Qld or a related body corporate except a liability (other than one for legal costs) arising out of:
- (a) conduct involving a wilful breach of duty in relation to C of C Qld; or
  - (b) a contravention of the law relating to:
    - (i) the misuse of an Officer's position; or

- (ii) misuse of information obtained as a consequence of having been an Officer of C of C Qld.
- (2) In the case of a member of Council or the Board, any premium paid under this rule is not remuneration for the purpose of rules 12.11 and 14.10.

### 18.3 Board member voting on contract of insurance

Despite anything in this constitution, a member of the Board is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the member against a liability incurred by the member as an officer of C of C Qld or of a related body corporate.

### 18.4 Liability

An Officer of C of C Qld is not liable for the act, neglect or default of any other Officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

## 19. Minutes and accounts

### 19.1 Minutes to be kept

- (1) The Secretary must take all reasonable steps to ensure that minute books are kept in which the following are recorded promptly:
  - (a) proceedings and resolutions of General Meetings of Conference;
  - (b) proceedings and resolutions of meetings of Council;
  - (c) proceedings and resolutions of meetings of the Board (including meetings of a committee of the Board); and
  - (d) resolutions passed by Council or the Board without a meeting.
- (2) Minutes of a meeting specified in 19.1(1) must be signed within a reasonable time after the meeting by one of the following:
  - (a) the chair of the meeting; or
  - (b) the chair of the next meeting.
- (3) Where a resolution has been passed without a meeting, the minutes of the resolution must be signed by the chair of the next meeting.
- (4) Without limiting rule 19.1(1) minute books must also record:
  - (a) all appointments of Officers;

- (b) the names of the Officers present at all meetings identified in rule 19.1(1); and
- (c) in the case of a technology meeting, the nature of the technology.

## **20. Audit**

A registered company auditor must be appointed for the audit of accounts specified by statute, funding body or regulatory authority requirement, or as otherwise required by the Board.

## **21. Execution of documents**

### **21.1 Common seal**

C of C Qld must have a common seal.

### **21.2 Use of common seal**

- (1) The Secretary must:
  - (a) take all reasonable steps to provide for the safe custody of the seal; and
  - (b) record its every application.
- (2) The common seal may not be fixed to any document except by the authority of a resolution of the Board.
- (3) C of C Qld executes a document with its common seal if the seal is fixed and witnessed by:
  - (a) 2 members of the Board of C of C Qld;
  - (b) a member of the Board and the Secretary of C of C Qld; or
  - (c) a member of the Board and any individual appointed by the Board for the purpose.

### **21.3 Execution of document as a deed**

C of C Qld may execute a document as a deed if the document is expressed to be executed as a deed and is duly executed.

### **21.4 Execution – general**

- (1) The same person may not sign in the dual capacities of member of the Board and Secretary.

- (2) Rule 21.2 does not limit the ways in which the Board may authorise documents (including deeds) to be executed on behalf of C of C Qld.

## **22. Establishment of Annexures**

22.1 The following annexures to this constitution are taken as being part of this constitution, notwithstanding that alterations to Annexures 1 and 2 can be effected in the manner specified in rule 10.2(1)(c):

- (1) Annexure 1 – Constitution of Churches of Christ Care
- (2) Annexure 2 – Constitution of Centenary Development Foundation
- (3) Annexure 3 – Meeting Rules for General Meetings
- (4) Annexure 4 – Meeting Rules for Conference Council and the Board

## **23. Alterations**

### **23.1 Alterations**

If C of C Qld is approved as a tax concession charity by the Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this constitution.

## **24. Winding up**

24.1 If upon the winding up or dissolution of C of C Qld any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of C of C Qld but must be given or transferred to some other institution or institutions determined by the Members of C of C Qld at or before the time of dissolution which has similar objects to C of C Qld and which is approved by the Commissioner of Taxation as a tax concession charity for the purposes of any Commonwealth taxation act.

24.2 If the Members do not make the necessary determination under rule 24.1, C of C Qld may apply to the Supreme Court to determine the institution or institutions.

## **25. Transition**

25.1 If there exists a gap of time between when the Members agree to this constitution and the date of effect of this constitution; then all officeholders, Council members and Board members in office at the time when the constitution was agreed to shall continue on in their respective position(s) until this constitution comes into effect.

## Annexure 1

### Constitution of Churches of Christ Care

#### 1. Authority

- 1.1 This is the constitution for Churches of Christ Care (**Care**) which is to operate as an auspiced public benevolent institution of Churches of Christ in Queensland (**C of C Qld**).

#### 2. Interpretation

##### 2.1 Definitions

In this constitution

- (1) **Care** means Churches of Christ Care, the public benevolent institution operated by C of C Qld for the purposes of Division 30 of the Tax Act;
- (2) **Gift Fund** means the fund referred to in clause 9.1 established by the Board pursuant to section 30-130(1) of the Tax Act;
- (3) **Tax Act** means the Income Tax Assessment Act 1997.

##### 2.2 Interpretation

- (1) Headings are for convenience only and do not form part of this constitution or affect its interpretation.
- (2) Reference to:
  - (a) one gender includes the other;
  - (b) the singular includes the plural and the plural includes the singular; and
  - (c) a person includes corporations, trusts, associations, partnerships, government authorities, other legal entities, and where necessary, includes successor bodies.
- (3) "Including" and similar expressions are not words of limitation.
- (4) Terms and expressions used in this constitution have the same meaning as used in the constitution of C of C Qld except to the extent of any inconsistency in which case the meaning used in this constitution will prevail.

### **3. Objects of Care**

3.1 The objects of Care are:

- (1) to provide for the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness;
- (2) to conduct research into and assessment of social and community needs;
- (3) to provide care services relevant to individual needs and, where possible, in association with local churches and communities;
- (4) to provide care services without discrimination;
- (5) to provide care services in a way which is true to the Churches of Christ understanding of the Scriptures;
- (6) to provide access to affordable housing to persons in need, including members of low income households; and
- (7) to do such other things of a social, community or benevolent nature as will assist in the creation of a better society.

### **4. Non-profit**

4.1 The assets and income of Care will be applied solely in furtherance of the objects specified in rule 3.1 and no portion will be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of Care.

### **5. Management**

5.1 The Board will be responsible for management of:

- (1) the affairs of Care; and
- (2) the Gift Fund.

### **6. Bank accounts**

#### **6.1 Conduct of account**

The Board will be entitled to conduct such bank accounts as may be necessary for the proper conduct of the financial affairs of Care and its Gift Fund.

## 6.2 Authority to delegate

The Board will have the authority to delegate power to operate on these accounts to any 2 people jointly from the class of persons who have been authorised by the Board for that purpose.

## 7. Alteration of the constitution

7.1 This constitution may be altered or rescinded by Conference Council pursuant to rule 12.8(3)(a) of the C of C Qld constitution.

## 8. C of C Qld as agent

8.1 C of C Qld is the agent of Care for contracting purposes including all contracts of employment and Care may sue and be sued in the name of Churches of Christ in Queensland.

## 9. Gift Fund

9.1 Care must maintain a fund for its purposes (**Gift Fund**):

- (1) to which all gifts of money or property for those purposes are made;
- (2) to which all money received by Care because of gifts are credited;  
and
- (3) which does not receive any other money or property.

9.2 Care must use the Gift Fund only for its objects.

9.3 Care must not directly or indirectly distribute any part of the Gift Fund to individuals except as bona fide compensation for services rendered by the individual to Care or except as payment of bona fide expenses incurred by the individual on behalf of Care.

9.4 Care must maintain a separate bank account entitled "Gift Fund Account" to be used solely for the purposes of the Gift Fund.

9.5 Care must issue receipts for gifts made to the Gift Fund and these receipts must be in the name of Care.

9.6 The Board will oversee the Gift Fund.

9.7 The Board must ensure that the Gift Fund is used solely to solicit and receive gifts for the purpose of carrying out the objects of Care.

## **10. Alterations**

- 10.1 If Care is approved as a deductible gift recipient by the Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this constitution.

## **11. Gift Fund – change of status/winding up**

- 11.1 If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, will be transferred to a fund, authority, or institution to which income tax deductible gifts can be made.

## **12. Winding up or dissolution**

- 12.1 Subject to rule 11, if at the time of the winding-up or dissolution of Care, any property remains, other than in the Gift Fund, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed to C of C Qld or to its Members but must be given or transferred to some other institution or institutions determined by Conference Council at or before the time of dissolution which:
- (1) has similar objects to Care; and
  - (2) is endorsed by the Commissioner of Taxation as a tax exempt entity for the purposes of the *Income Tax Assessment Act 1997*.
- 12.2 Where Care is required under rule 11.1 to transfer surplus funds, if the proposed transferee has conditions attached to its endorsement as a deductible gift recipient or income tax exempt entity, Care must ensure that the transfer of the surplus funds complies with those conditions.

## Annexure 2

### Constitution of the Centenary Development Foundation

#### 1. Authority

- 1.1 This is the constitution for Centenary Development Foundation (**CDF**) which is to operate as part of Churches of Christ in Queensland (**C of C Qld**).

#### 2. Purposes of CDF

- 2.1 The purposes of CDF are:

- (1) to serve as the investment agency of C of C Qld backed by the security of C of C Qld assets;
- (2) to administer, promote and develop the funeral assistance plan of C of C Qld;
- (3) to receive, secure and manage financial deposits entrusted to its care by C of C Qld, individual church members, associated churches and by other persons or bodies involved with associated churches on such terms and conditions as the Board may determine from time to time;
- (4) to encourage, promote and receive other prospective contributions to CDF by way of gifts, bequests or loans;
- (5) to invest funds on such terms and conditions as the Board may decide from time to time; and
- (6) to apply developmental grants or loans from the funds of CDF for the advancement of the Churches of Christ in Australia in conformity with statutory regulations and this constitution.

#### 3. Operation of CDF

##### 3.1 The Fund

- (1) For the purposes of this constitution, the "Fund" includes:
- (a) all moneys and property held by CDF on the date of adoption of this constitution;
  - (b) sums received on deposit by CDF from individual persons, churches, entities or associations;
  - (c) moneys borrowed from other institutions in the course of the conduct of the business of CDF; and

- (d) the interest and income derived or arising from the management and investment of moneys held by CDF.
- (2) Interest and other income arising from the management of the Fund vests in C of C Qld when earned.

### 3.2 Disposal of income

From time to time, the Board may approve the appropriation of the surplus income of the Fund arising after appropriate provision for expenses and other liabilities (including administration expenses, payment of interest to depositors and prudent provision for any other liabilities of the Fund) to such purposes for development or other expenditure within C of C Qld as the Board may think proper.

## 4. Management

4.1 The Board will be responsible for the management of the affairs of CDF and, in so doing, will:

- (1) set CDF investment policy;
- (2) determine CDF investment strategies to meet annual objectives;
- (3) appoint and terminate investment managers along with their performance review;
- (4) review monthly financial statements of CDF;
- (5) review investment returns of CDF;
- (6) ensure that CDF complies with relevant legislation impacting on its operations;
- (7) consider the financial impact on the operations of the Fund from any proposed rules or policy of C of C Qld; and
- (8) such other matters pertaining to the objectives of CDF as the Board may determine from time to time.

## 5. Alteration of the constitution

5.1 This constitution may be altered or rescinded by Conference Council pursuant to rule 12.8(3)(a) of the C of C Qld constitution.

## Annexure 3

### Meeting rules for General Meetings

1. **Standing orders and by-laws that apply unless otherwise resolved by a General Meeting**
  - (1) The ordinary parliamentary rules of debate shall be observed.
  - (2) A motion must be moved and seconded by two separate individuals who have the right to address the meeting under rule 10.16(1).
  - (3) Any individual moving a motion shall not exceed 10 minutes in doing so, and all subsequent speakers including the mover in replying shall not exceed 5 minutes.
  - (4) Each speaker, with the exception of the mover, shall be allowed to speak only once on any proposition, except to:
    - (a) express a point of order, or
    - (b) make a brief explanation if so permitted by the chair of the meeting.
  - (5) Any Delegate may request 'that the question be now put' any time during the discussion of a motion. The request must be immediately considered by the meeting, and as long as the request is supported by at least 5 Delegates and the chair of the meeting, then the respective motion must be put immediately to the vote.
  - (6) When an amendment is moved to an original motion, the amendment must be voted on before the original motion.
  - (7) Where a number of amendments are proposed to an original motion, the chair of the meeting may at their discretion call for all proposed amendments to be brought to the attention of the meeting, following which the chair of the meeting will decide the order that the said amendments will be considered by the meeting.
  - (8) A ruling by the chair of the meeting on all points of order and procedure is final, unless a motion is carried that resolves to disagree with the said ruling. Such a motion is to be put to the meeting without discussion, except for 5 minutes being allocated to the mover to explain the motion, and 5 minutes being allocated to the chair of the meeting to explain the original ruling. The chair of the meeting is allowed to retain the chair whilst such a motion is being considered by the meeting.
  - (9) Printed reports shall be taken as read.

- (10) Election voting and secret ballot forms are to be destroyed after the meeting.
- (11) The Secretary shall oversee the conduct of the elections as the elections returning officer, and shall appoint no less than 2 individuals who are not the Secretary to act as voting scrutineers.

## Annexure 4

### Meeting rules for Conference Council and the Board

1. **Standing orders and by-laws that apply unless otherwise resolved by Conference Council or the Board (as needs be):**
  - (1) **Definitions in addition to those defined in rule 2.1**
    - (a) **Company Officer** means a member of Conference Council or the Board depending upon whether the situation involves a meeting of Conference Council or a meeting of the Board.
  - (2) **Circulating resolutions**
    - (a) Company Officers may pass a resolution without a Company Officers' meeting being held if more than 50% of the Company Officers entitled to vote on the resolution (except a Company Officer absent from Australia who has not left an electronic address or facsimile number at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
    - (b) Separate copies of a document may be used for signing by Company Officers if the wording of the resolution and statement is identical in each copy.
    - (c) The resolution is passed when the last Company Officer signs.
    - (d) An electronic communication or facsimile addressed to or received by C of C Qld and purporting to be signed or sent by a Company Officer for the purpose of this rule must be treated as a document in writing signed by that Company Officer.
  - (3) **Calling Company Officers' meetings**
    - (a) A Company Officer may at any time, and the Secretary must on the requisition of a Company Officer, call a meeting of the Company Officers.
  - (4) **Notice of meeting**
    - (a) Reasonable notice of every Company Officers' meeting must be given to each Company Officer except that it is not necessary to give notice of a meeting of Company Officers to any Company Officer who:
      - (i) has been given special leave of absence; or

- (ii) is absent from Australia and has not left an electronic address or facsimile number at which he or she may be given notice.
  - (b) Any notice of a meeting of Company Officers may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.
- (5) **Technology meeting of Company Officers**
- (a) A Company Officers' meeting may be held using telephone or, if consented to by all Company Officers, other technology. The consent may be a standing one. A Company Officer may only withdraw the consent within a reasonable period before the meeting.
  - (b) If a Company Officers' meeting is held using any technology and all the Company Officers take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
  - (c) The following provisions apply to a technology meeting:
    - (i) each of the Company Officers taking part in the meeting must be able to hear and be heard by each of the other Company Officers taking part in the meeting; and
    - (ii) at the commencement of the meeting each Company Officer must announce his or her presence to all the other Company Officers taking part in the meeting.
  - (d) If the Secretary is not present at a technology meeting, then the chairman must organise one of the Company Officers present to take minutes of the meeting.
  - (e) A Company Officer may not leave a technology meeting by disconnecting his or her link to the meeting unless that Company Officer has previously notified the chair of the meeting.
  - (f) A Company Officer is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Company Officer has previously obtained the express consent of the chair of the meeting to leave the meeting.

# Proposed Constitution



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