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Constitution

ACT FOR PEACE LTD

The international aid agency and subsidiary of
the National Council of Churches in Australia Ltd

A Company Limited by Guarantee



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1. PREAMBLE

Act for Peace Limited is the international aid agency of the National Council of Churches in Australia (NCCA). The work of Act for Peace commenced in 1948.

Responding to the Word and Spirit of Jesus Christ, through Act for Peace Limited, the NCCA seeks to enable people to work together to achieve safety, justice and dignity in communities threatened by conflict and disaster.

Act for Peace Limited will carry out the aid and development mission of NCCA through its activities.

2. NAME OF COMPANY

2.1 The name of the Company is Act for Peace Limited (**the Company**).

3. TYPE OF COMPANY

3.1 The Company is a not-for-profit, community-based, voluntary public company limited by guarantee which is established to be, and to continue as, a charity.

3.2 The Company operates as a Public Benevolent Institution.

4. LIMITED LIABILITY OF MEMBERS

4.1 The Member must contribute an amount not more than \$10.00 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- (a) payment of debts and liabilities of the Company;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) any adjustment of the rights of the contributories among Members.

5. DEFINITIONS

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

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

Act means the Corporations Act 2001.

Board means the Board of Directors.

Business Day means a day on which banks are open for business in Sydney.

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

Committee means a committee established in accordance with **clause 46**.

Company means Act for Peace Limited.

Company Secretary means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

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

Deductible Contribution means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the Income Tax Assessment Act 1997 (Cth) as amended from time to time.

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

Executive Officer means the Executive Officer of the Company appointed by the Board and shall include a person authorised from time to time to act as the Executive Officer or authorised by the Executive Officer to act on behalf of the Executive Officer for any purpose under this Constitution. The objective, accountabilities and authority of the Executive Officer shall be set out in writing by the Board.

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

Founding Member means a Member listed in **Schedule 1**.

Member means a Member of the Company.

National Council of Churches in Australia and **NCCA** means the company limited by guarantee of the same name (ABN 47 000 391 104).

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

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

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

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

Representative means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate that is a Member of the Company.

Responsible Person means an individual who:

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

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

Special Resolution means a resolution:

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

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

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

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other two genders;
- (c) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- (h) while the Company is a registered charity under the ACNC Act:
 - (i) subject to clause 5.2(h)(ii), the provisions of the Act in Part 2G.2 and Part 2G.3 apply as if sections 111L(1) of the Act was not enacted; and

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- (ii) if one of those provisions includes a reference to ASIC, including a reference to lodge any document with, or seek consent or approval from ASIC, that particular requirement does not apply to the Company.
- 5.3 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
- 5.4 The provisions of this Constitution displace the Replaceable Rules (but not Replaceable Rules which mandatorily apply to a public company) contained in the Act.
- 5.5 Headings do not form part of or affect the construction or interpretation of this Constitution.
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6. OBJECTS & POWERS

- 6.1 The charitable objects for which the Company is established are to enable people to work together to achieve safety, justice and dignity in communities threatened by conflict and/or disaster or otherwise disadvantaged by:
- a) providing benevolent relief and development assistance to alleviate poverty and suffering in developing countries either directly or in ecumenical co-operation with other organisations;
 - b) undertaking activities in Australia assisting and speaking out on behalf of displaced groups in Australia such as Aboriginal, Torres Strait Islander and refugee communities;
 - c) establishing and operating any number of funds; and
 - d) undertaking any other activities in furtherance of these objects.
- 6.2 The Company can only exercise the powers in section 124(1) of the Act to:
- (a) carry out the objects of the Company set out in **clause 6.1** and
 - (b) do all things incidental or convenient in relation to the attainment of an object under **clause 6.2(a)**.
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7. NOT-FOR-PROFIT

- 7.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 6.1**.
- 7.2 No income or assets of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;

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- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (c) of reasonable and proper rent for premises leased by any Member to the Company.
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8. AMENDING THE CONSTITUTION

- 8.1 The Member may amend this Constitution by passing a Special Resolution so long as:
- a) The objects of the Company are not amended to disentitle the Company to endorsement as a charity; and
 - b) The rules relating to the Overseas Aid Fund are not amended to disentitle the fund to endorsement as an overseas aid fund.
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9. MEMBERSHIP

- 9.1 The sole member of the Company is NCCA and the number of Members of the Company is limited to 1, but that number may be altered by NCCA.
- 9.2 The Member of the Company is:
- (a) Founding Member; and
 - (b) any other person that is admitted as a Member by NCCA.
- 9.3 In this clause, 'person' means an individual or incorporated body.
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10. REGISTER OF MEMBERS

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

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- (ii) address (which may also include an electronic address such as email);
 - (iii) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (iv) dates the Membership started and ended.
- 10.2 The Company must give current Members reasonable access to the Register of Members.
- 10.3 Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.
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11. WHEN A PERSON STOPS BEING A MEMBER

- 11.1 A person immediately stops being a Member if:
- (a) they die;
 - (b) they are wound up or otherwise dissolved or deregistered (for an incorporated Member);
 - (c) they resign, by writing to the Company Secretary;
 - (d) the Company in general meeting resolves by a resolution with a 75% majority of Members, to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Company renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed; or
 - (e) they have not responded within three months to a written request from the Company Secretary that they confirm in writing that they want to remain a Member.
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12. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 12.1 A right, privilege or obligation which a person has by reason of being a Member of the Company:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's Membership.
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13. ENTRANCE FEE AND SUBSCRIPTIONS

- 13.1 There shall be no entrance fee, annual fee or subscription payable by any Member to the Company.

14. MEMBERS' RIGHTS

- 14.1 The Member of the Company will be entitled to:
- (a) receive notice of and attend and vote at general meetings of the Company; and
 - (b) receive annual reports of the Company including financial reports in relation to each Financial Year.
- 14.2 All other rights, privileges and obligations of the Member are in accordance with the Act.
- 14.3 The Member may appoint a Representative to exercise all the powers of the Member under section 250D of the Act.

15. CONVENING OF GENERAL MEETINGS

- 15.1 The Member, as a sole member, shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- 15.2 Any three Directors may whenever those Directors think fit convene a general meeting of the Company in accordance with the provisions of the Act.
- 15.3 Whilstever the Company has only one member, the Member may pass a resolution in the manner set out in section 249B of the Act without a meeting being held.
- 15.4 A general meeting of the Company may be convened at two or more venues using any technology that gives the Member a reasonable opportunity to participate in the meeting, including to hear and be heard.

16. ANNUAL GENERAL MEETING

- 16.1 A general meeting, called the annual general meeting, must be held:
- (a) within 18 months after registration of the Company; and
 - (b) after the first annual general meeting, at least once in every calendar year.
- 16.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the Company's activities;
 - (b) a review of the Company's finances;
 - (c) any auditor's report;
 - (d) the election of Directors; and
 - (e) the appointment and payment of auditors.

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- 16.3 Before or at the annual general meeting, the Directors must give information to the Member on the Company's activities and finances during the period since the last annual general meeting.
- 16.4 The Chairperson of the annual general meeting must give the Member a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.
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17. NOTICE OF GENERAL MEETINGS

- 17.1 Notice of a general meeting must be given to:
- (a) the Member;
 - (b) each Director;
 - (c) Act for Peace Limited Executive Officer and NCCA General Secretary; and
 - (d) the auditor.
- 17.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 17.3 Subject to **clause 17.4**, notice of a meeting may be provided less than 21 days before the meeting if the Member agrees beforehand.
- 17.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Director;
 - (b) appoint a Director in order to replace a Director who was removed; or
 - (c) remove an auditor.
- 17.5 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
 - (d) any other information required under the Act.
- 17.6 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 17.7 Where any general meeting is cancelled or postponed or the venue for the same is changed:

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- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (b) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.
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18. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

- 18.1 The Chairperson of a general meeting may invite any person who is not a Member to attend and/or address a meeting.
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19. CHAIRPERSON

- 19.1 The Chairperson shall be elected annually by majority vote of the Board at the first Board meeting held after the annual general meeting of the Company.
- 19.2 The Chairperson shall be entitled to preside as Chairperson at every general meeting.
- 19.3 Where a general meeting is held and:
- (a) there is no Chairperson; or
 - (b) the Chairperson is not present within 30 minutes after the time appointed for the holding of the meeting or if present is unwilling to act as Chairperson of the meeting;
 - (c) the other Directors present may choose another Director as Chairperson of the meeting by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to one-third. If no Director is so chosen or if all the Directors present decline to take the chair the Members present may choose one of their number to be Chairperson of the meeting.
- 19.4 The rulings of the Chairperson of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.
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20. ADJOURNMENT OF MEETINGS

- 20.1 The Chairperson of a general meeting at which a quorum is present:
- (a) may adjourn a meeting with the consent of the meeting; and
 - (b) must adjourn the meeting if the meeting so directs,

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- (c) to a time and place as determined by the Chairperson.
- 20.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - 20.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
 - 20.4 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.
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21. CIRCULATING RESOLUTION OF THE MEMBER

- 21.1 The Directors may put a resolution to the Member to pass a resolution without a general meeting being held.
 - 21.2 The Directors must notify the auditor as soon as possible that a circular resolution has or will be put to the Member, and set out the wording of the resolution.
 - 21.3 Circular Resolutions cannot be used:
 - (a) For a resolution to remove an auditor, appoint a Director or remove a Director,
 - (b) For passing a Special Resolution, or
 - (c) Where the Act or this Constitution requires a meeting to be held.
 - 21.4 A circular resolution is passed if the Member signs or agrees to the circular resolution, in the manner set out in **clause 21.5**.
 - 21.5 The Member may sign a single document setting out the circular resolution and containing a statement that they agree to the resolution or the Company may send a circular resolution by email to the Members and the Member may agree by sending a reply email to that effect, including the text of the resolution in their reply.
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22. VOTING RIGHTS

- 22.1 A Member entitled to vote has one vote.
 - 22.2 No person other than a Member shall be entitled to vote at a general meeting.
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23. CHALLENGE TO A MEMBER'S RIGHT TO VOTE

- 23.1 A Member or the Chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 23.2 If a challenge is made under **clause 23.1**, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

24. RIGHT TO APPOINT PROXIES

- 24.1 The Member may appoint a person as the Member's proxy to attend and vote for the Member at the meeting and such person need not be a Member.

25. APPOINTING A PROXY

- 25.1 The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or if the appointor is a corporation signed by an authorised Officer or attorney of the corporation.
- 25.2 The instrument of proxy is valid if it contains the information required by the Act which at the date of this Constitution is the following information:
- (a) the name and address of the Member;
 - (b) the name of the Company;
 - (c) the proxy's name or the name of the office of the proxy; and
 - (d) the meetings at which the instrument of proxy may be used.
- 25.3 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- 25.4 An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 25.2**
- 25.5 An instrument of proxy may be revoked at any time by notice in writing to the Company.

26. LODGMENT OF PROXIES

- 26.1 An instrument appointing:
- (a) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (b) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,
 - (c) must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

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- 26.2 For the purposes of this clause it will be sufficient that any document required to be lodged by a Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the facsimile was received at that place.
- 26.3 For the purposes of this clause it will be sufficient that any document required to be lodged by a Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time of the receipt of the email transmission by the Company.
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27. VALIDITY OF PROXIES

- 27.1 A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
- (a) the death or unsoundness of mind of the Member;
 - (b) the bankruptcy or liquidation of the Member;
 - (c) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted;
 - (d) if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.
- 27.2 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
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28. VOTING BY PROXY

- 28.1 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.
- 28.2 A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.

29. NUMBER OF DIRECTORS

29.1 The Company must have at least 5 and no more than 9 Directors.

30. ELECTION AND APPOINTMENT OF DIRECTORS

- 30.1 Directors are required to have a sound understanding of the church, the wider community, and the object of the Company as an ecumenical instrument of the churches for international aid and development activities. Directors must be engaged in the life of one or more Member Churches of NCCA in Australia.
- 30.2 The Directors may appoint the NCCA General Secretary as a Director of the Company.
- 30.3 Apart from the initial Directors and Directors appointed under **clauses 30.2 and 30.7**, the Member will elect Directors by a resolution.
- 30.4 A person is eligible for election as a Director of the Company if they:
- (a) are nominated by the Member;
 - (b) give the Company their signed consent to act as a Director of the Company; and
 - (c) are not ineligible to be a Director under the Act or the ACNC Act.
- 30.5 When electing a Director, the Member must consider whether the following desirable skill sets on the Board are filled:
- (a) International aid and development;
 - (b) Conflict, disaster and refugee issues;
 - (c) Ecumenical / mission experience with justice and development or theological reflection;
 - (d) Advocacy / community engagement in relation to justice and development;
 - (e) Governance and finance; and
 - (f) Fundraising and marketing.
- 30.6 The Directors will represent as equitable a balance of church representation, gender, with consideration of ethnicity and age as appropriate and a majority of Directors need to be Responsible Persons.
- 30.7 If the number of Directors is reduced to fewer than 5, is less than the number required for a quorum, or if a gap is identified in skills or experience amongst existing Directors, continuing Directors may make a recommendation for the appointment of a named person to the Member for appointment as a casual Director.

31. TERM OF OFFICE

- 31.1 At each annual general meeting:
- (a) any Director appointed to fill a casual vacancy must retire, and
 - (b) at least one-third of the remaining Directors must retire.
- 31.2 The Directors who must retire at each annual general meeting under **clause 31.1** will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- 31.3 A Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 31.4 Each Director must retire at least once every three years.
- 31.5 A Director who retires under **clause 32.1** may be nominated for re-election, subject to **clause 31.6**.
- 31.6 A Director cannot hold office for a continuous period of more than 9 years.

32. WHEN A DIRECTOR STOPS BEING A DIRECTOR

- 32.1 A Director stops being a Director if they:
- (a) give written notice of resignation as a Director to the Office of Company and the vacancy shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company);
 - (b) die;
 - (c) are removed as a Director by a resolution of the Member;
 - (d) are absent for 3 consecutive Board meetings without approval from the Directors;
 - (e) become ineligible to be a Director of the Company under the Act or the ACNC Act; or
 - (f) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health.

33. NEGOTIABLE INSTRUMENTS

- 33.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by at least two

Directors if the Company has two or more Directors. The Directors may determine that a negotiable instrument may be signed, accepted, drawn, endorsed or otherwise executed in a different way.

34. POWER OF DIRECTORS

- 34.1 Except as provided in **clause 34.2**, all day to day control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner.
- 34.2 The approval of the Member is required prior to the Directors exercising any of the following powers:
- (a) the transferring of assets to another organisation other than in the ordinary course of business, or
 - (b) the transfer of assets or operational activities of the Act for Peace NCCA Overseas Aid Fund or any other overseas aid fund operated by the Company.
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35. DELEGATION OF DIRECTORS' POWERS

- 35.1 The Directors may delegate any of their powers and functions to a Committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate, on such terms and conditions and with such restrictions as it may think expedient.
- 35.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.
- 35.3 The delegation must be recorded in the Company's minute book.
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36. PAYMENTS TO DIRECTORS

- 36.1 The Company must not pay fees to a Director for acting as a Director.
- 36.2 The Company may:
- (a) pay a Director for any services rendered to the Company in a professional or technical capacity, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- 36.3 Any payment made under **clause 36.2** must be approved by the Directors.
- 36.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and this Constitution.

37. CONFLICTS OF INTEREST

- 37.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a Circular Resolution):
- (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.
- 37.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 37.3 A general notice given to the Board by a Director that the Director is an Officer, a Member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- 37.4 Each Director who has a material personal interest in a matter that is being considered at a Board meeting (or that is proposed in a Circular Resolution) must not, except as provided under **clause 37.5**:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 37.5 A Director may still be present and vote if:
- (a) their interest arises because they are a Member of the Company, and the other Directors have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see **clause 59**);
 - (c) their interest relates to a payment by the Company under **clause 59** (indemnity), or any contract relating to an indemnity that is allowed under the Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and

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

- 38.1 The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
 - (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in **clause 6.1**;
 - (c) not to misuse their position as a Director;
 - (d) not to misuse information they gain in their role as a Director;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in **clause 37**;
 - (f) to ensure that the financial affairs of the Company are managed responsibly; and
 - (g) not to allow the Company to operate while it is insolvent.
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39. BOARD MEETINGS

- 39.1 The Directors may decide how often, where and when they meet, provided that they shall meet together not less than 3 times each calendar year.
- 39.2 The Act for Peace Limited Executive Officer may attend any Board meeting but is not entitled to vote.
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40. CALLING BOARD MEETINGS

- 40.1 A Director may at any time and the Company Secretary upon the request of a Director shall convene a Board meeting by giving at least 24 hours' notice of the meeting to all Directors.
- 40.2 Notice of a Board meeting need not be in writing.
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41. USING TECHNOLOGY TO HOLD BOARD MEETINGS

- 41.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.

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- 41.2 The Directors' agreement may be a standing one.
- 41.3 A Director may only withdraw their consent within a reasonable period before the meeting.

42. QUORUM AT BOARD MEETINGS

- 42.1 Unless the Directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors.
- 42.2 No business may be transacted at any Board meeting unless a quorum of Directors is present at all times during the meeting.
- 42.3 Directors who are personally present (or in conference in accordance with **clause 41**) form a quorum. A Director who is disqualified from voting on a matter pursuant to **clause 37.4** shall be counted in the quorum despite that disqualification.
- 42.4 All resolutions of the Directors passed at a Board meeting where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be valid as if notice of the meeting had been duly given to all Directors.

43. CHAIRPERSON

- 43.1 The Chairperson shall, if present, preside as Chairperson of every meeting of Directors.
- 43.2 If a meeting of Board is held and the Chairperson is not present within 30 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, then the other Directors present must elect one of their number to be Chairperson of the meeting.

44. VOTING

- 44.1 A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- 44.2 Each Director shall have one vote.
- 44.3 In case of an equality of votes at a meeting of Directors, the Chairperson has a casting vote in addition to a deliberative vote.

45. RESOLUTIONS BY DIRECTORS

- 45.1 The Board may pass a resolution by way of a circular resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a

document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.

- 45.2 The resolution is passed when the last Director signs.
- 45.3 A transmission, via whatever technological means, which is received by the Company and which purports to have been signed by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the transmission by the Company in legible form.
- 45.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

46. COMMITTEE OF DIRECTORS

- 46.1 The Board may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation.
- 46.2 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- 46.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.
- 46.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made, entered and signed. A copy of these minutes shall be tabled at the next Board meeting.

47. VALIDATION OF ACTS OF DIRECTORS

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

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

48. MINUTES AND RECORDS

- 48.1 The Company must make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
 - (b) circular resolutions of the Member;
 - (c) a copy of a notice of each general meeting.
- 48.2 The Company must make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any Committees); and
 - (b) circular resolutions of Directors.
- 48.3 To allow the Member to inspect the Company's records:
- (a) the Company must give the Member reasonable access to the records set out in **clause 48.1**; and
 - (b) the Directors may authorise the Member to inspect other records of the Company, including records referred to in **clause 48.2** and **clause 52.1**.
- 48.4 The Directors must ensure that minutes of a general meeting or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next meeting.
- 48.5 The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by the Chairperson within a reasonable time after the resolution is passed.

49. APPOINTMENT AND ROLE OF COMPANY SECRETARY

- 49.1 The Company must have a Company Secretary, who may also be a Director.
- 49.2 A Company Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Company Secretary of the Company) and may be removed from that role by the Directors.
- 49.3 The Directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.
- 49.4 The role of the Company Secretary includes:
- (a) maintaining a Register of the Company's Members; and

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- (b) maintaining the minutes and other records of general meetings (including notices of meetings), Board meetings and circular resolutions.
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50. APPOINTMENT AND ROLE OF TREASURER

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

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

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

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- 52.3 The Company must retain its records for at least 7 years.
- 52.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

53. DIRECTORS' ACCESS TO DOCUMENTS

- 53.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 53.2 If the Directors agree, the Company must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors; and
 - (b) any other documents referred to in those documents.

54. BY-LAWS

- 54.1 The Directors may pass a resolution to make by-laws to give effect to this Constitution. By-laws may not be inconsistent with this Constitution and, in the event of any inconsistency, the provisions of the Constitution will prevail.
- 54.2 Members and Directors must comply with by-laws as if they were part of this Constitution.

55. WHEN NOTICE IS TAKEN TO BE GIVEN

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

56. WINDING UP

- 56.1 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to a corporation or institution which:
- (a) has charitable objects which are similar to the objects of the Company as set out in **clause 6.1**;

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- (b) has a governing document which requires its income and property to be applied in promoting its objects;
 - (c) is registered as a public benevolent institution (PBI) and endorsed by the Australian Taxation Office to be income tax exempt and to have deductible gift recipient (DGR) status; and
 - (d) has a governing document which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by **clause 7.2**.
- 56.2 The identity of the corporation or institution is to be determined by the Member in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.
- 56.3 In the event that the Company ever has its endorsement as a DGR revoked, the Company must transfer all remaining money received in respect of such gifts and contributions to a corporation or institution as determined by the Member in writing which meets the requirements set out at **clause 56.1(a) to 56.1(d)**.
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57. INDEMNITY

- 57.1 To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:
- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
 - (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.
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58. PAYMENT OF INDEMNITY POLICY PREMIUM

- 58.1 To the extent permitted by law the Company may at the discretion of the Board enter into and pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
- (a) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or

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- (b) a contravention of sections 182 or 183 of the Act.
- 58.2 The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 58.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under **clause 59** except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.
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59. INDEMNITY TO CONTINUE

- 59.1 The indemnity granted by the Company contained in this **clause 57** and **58** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.
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60. OVERSEAS AID FUNDS

- 60.1 The Company may establish and operate any number of overseas aid funds. The Company will operate an overseas aid fund known as the "Act for Peace NCCA Overseas Aid Fund" (**Overseas Aid Fund**).
- 60.2 The exclusive purpose for the establishment of the Overseas Aid Fund is to provide aid to the people of countries declared by the Minister for Foreign Affairs to be a developing country by:
- (a) reducing poverty through growing community food, health and education programs;
 - (b) protecting refugees and displaced people by helping communities to manage safe refugee camps;
 - (c) preventing conflicts through facilitating community-driven peace, reconciliation and disarmament processes; and
 - (d) empowering communities by helping them to lead this work and all aspects of their own development.
- 60.3 The purpose of the overseas aid fund is to solicit and receive gifts towards the carrying out of the objects of the Overseas Aid Fund.
- 60.4 The moneys of the Overseas Aid Fund must be applied in furtherance of the objects of the Company (as stated in **clause 6.1**) insofar as those objects provide relief to the peoples of countries declared by the Minister for Foreign Affairs to be a developing country.
- 60.5 An account will be established to receive all gifts accepted by the Overseas Aid Fund and gifts in it are to be kept separate from other funds of the Company. This account must only include any money or property which is a gift to the Overseas Aid Fund or which is received because of such gifts including, without limitation, interest received on any monies in the account.

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- 60.6 All receipts issued for gifts to the Overseas Aid Fund must include:
- (a) the name of the Overseas Aid Fund;
 - (b) the Australian Business Number of the Company;
 - (c) the fact that the receipt is for a gift;
 - (d) the amount of the gift.
- 60.7 The public will be invited to make gifts to the Overseas Aid Fund for the purposes of carrying out the objects of the Overseas Aid Fund.
- 60.8 The Overseas Aid Fund shall be managed by the Directors who will manage the fund in their capacity as an Overseas Aid Fund Management Committee. A majority of the Directors shall be Responsible Persons.
- 60.9 The Chairperson shall chair all meetings of the Overseas Aid Fund Management Committee.
- 60.10 The Overseas Aid Fund Management Committee may establish any number of sub-committees (Working Committees) as it thinks fit to assist with carrying out the objects of the Overseas Aid Fund. Any Working Committee must be chaired by a member of the Overseas Aid Fund Management Committee and a majority of individuals on any Working Committee must be Responsible Persons. The minutes of all meetings of any Working Committee shall be tabled at the next Overseas Aid Fund Management Committee meeting.
- 60.11 The assets and income of the Overseas Aid Fund shall be applied solely in the furtherance of the objects of the Overseas Aid Fund and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the Overseas Aid Fund. The Overseas Aid Fund operates on a not-for-profit basis.
- 60.12 In the event of the Overseas Aid Fund being wound up or it ceasing to be endorsed as a DGR, any surplus assets remaining after the payment of liabilities of the Overseas Aid Fund shall be transferred to another approved, not-for-profit organisation that is endorsed as an overseas aid fund with similar purposes to which income tax deductible gifts can be made. The identity of the recipient organisation shall be determined by the Member at or before the time of winding up or revocation of DGR status.
- 60.13 The Board must notify the Australian Taxation Office of any alterations made to this **clause 60** of the Constitution.
- 60.14 The Company may establish and operate additional overseas aid funds

SCHEDULE 1

Founding Member

National Council of Churches in Australia Ltd (ABN 47 000 391 104)

ANNEX 1

Schedule of Revisions

Changes Approved by the Member	Rationale for Change	Section	Change Approved
November 2020	The ACNC Act has come into force requiring the agreed change.	5.2	<p>(h) while the Company is a registered charity under the ACNC Act:</p> <p>subject to clause 5.2(h)(ii), the provisions of the Act in Part 2G.2 and Part 2G.3 apply as if section 111L(1) of the Act was not enacted; and</p> <p>if one of those provisions includes a reference to ASIC, including a reference to lodge any document with, or seek consent or approval from ASIC, that particular requirement does not apply to the Company.</p>
	Text was expanded to be more explicit about where a circular resolution can't be used by the Member.	21.3	<p>New text:</p> <p>Circular Resolutions cannot be used;</p> <ul style="list-style-type: none"> (a) For a resolution to remove an auditor, appoint a Director of remove a Director, (b) For passing a Special Resolution, or (c) Where the Act or this Constitution requires a meeting to be held.
	The Board requested an amendment to confirm ethnic diversity as a strength, and considering diversity in the Australian public and the overseas communities we serve.	30.6	Section be modified as follows "The Directors will represent as equitable a balance of church representation, gender, with consideration of ethnicity and age as appropriate possible and a majority of Directors need to be

			Responsible Persons”.
	Regarding the appointment of Directors to fill casual positions, the Constitution allowed for filling casual positions for the purpose of increasing the number of Directors to 5, or a quorum, and for no other reason. This clause was altered to allow the appointment of Directors to vacancies to increase the skills and experience on the Board, and to give the Member the authority for appointment of casual Directors.	30.7	Section 30.7 was altered as follows: If the number of Directors is reduced to fewer than 5, is less than the number required for a quorum, or if a gap is identified in skills or experience amongst existing Directors, continuing Directors may make a recommendation for the appointment of a named person to the Member for appointment as a casual Director.”
	Amendments were made regarding Terms of Office for Directors	31	31.2 – Reference is altered from Clause 33 to Clause 31.1. 31.3 – First clause deleted
	The document included a single reference to the ‘Executive Director’, elsewhere referred to by the generic legal term ‘Executive Officer’	39.2	Changed ‘Director’ to ‘Officer;