CONSTITUTION
of
Churches of Christ in Queensland

Date of Effect: 3 November 2026

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Version History

Version	Date	Author	Reason
1.0	14/11/09	2009 CofCQ AGM	New Constitution
1.1	17/11/12	2012 CofCQ AGM	Updates: Refinement of Roles, Administrative
1.2	8/11/14	2014 CofCQ AGM	Updates: Property, Governance, Community Housing, Administrative
1.3	16/11/17	2017 CofCQ AGM	Updates: Church Sub Entities Governance, Administrative - Role of Secretary, Common Seal, ACNC Compliance
1.4	20/11/18	2018 CofCQ AGM	Updates: Preamble, Cl8.6 - Responsibilities
1.5	20/04/22	CofCQ Council 13/04/22 & AGM 2021	Updates: Annexure 2 Changes from CDF to CCF, amendment to Purposes of CCF
1.6	03/11/22	2022 CofCQ AGM	Updates: Executive Director changed to Chief Executive Officer; Board Member changed to Non-Executive Board Member; Remuneration of Council Chair, Revision of 14.3 (1)(e)cooling off period for employee qualifying for Non-Executive Director role increased to 24 months; Allowing Board and Council Members to act in interim CEO role; Revision of Rule 11 (Affiliated Church Property)
1.7	03/11/25	2025 CofCQ AGM	Updates: Clause 8.6 amended to correct a drafting error that currently requires 51% of a church's members to serve on the board or governing body of any corporate entity established by the church. Clause 11.1 amended to allow CofCQ to hold property in trust for affiliated churches that are incorporated or choose to incorporate.
1.8	3/11/2026	2026 CofCQ AGM	Updates: Clause 13.1(2) amended to align the maximum term of the Chair of Council with the maximum

Version	Date	Author	Reason
			consecutive Council membership term; Clause 14.2(2) amended to change the Chief Executive Officer's status as an ex-officio, non-voting member of the Board.

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.

We recognise that we have a responsibility to ensure the health and safety of individual members of our congregation, and those with whom we come into contact, whilst carrying out the mission of Jesus. In particular, we recognise that we have a strict obligation to protect children and other vulnerable members of the community with whom we deal from sexual and other abuse whilst within our care.

1. Title and authority

1.1 This is the constitution for Churches of Christ in Queensland (CofCQld).

1.2 CofCQld 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 Chair of the Board.

(3) Secretary - now the Chief Executive Officer.

2. Definitions and interpretation

2.1 Definitions

In this constitution:

(1) ACNC means the Australian Charities & Not-for-Profits Commission and in the event that entity is reconstituted or replaced, will be a reference to the entity then carrying out its powers or functions.

(2) ACNC Act means the Australian Charities & Not-for-Profits Commission Act (Cth) 2012.

(3) Affiliated Church means a Church of Christ which has been admitted into membership of CofCQld as a member congregation pursuant to this constitution.

(4) Annual General Meeting means the General Meeting referred to in rule 10.1.

(5) Applicant Church means a Church of Christ that has applied to become an Affiliated Church.

(6) Board Member means a member of the Board of CofCQld. All clauses referencing non-executive Board Member do not apply to ex-officio board members, that is, the Chief Executive Officer and the Council President/Chair.

(7) Board means the board established pursuant to rule 14.1(1).

(8) Business Day means a day that is not a Saturday, a Sunday or a public holiday in the place where CofCQld has its State Office.

(9) Church of Christ means a congregation which:

(a) identifies itself with CofCQld

(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) practises baptism of believers by immersion in water in the name of the Father, Son and Holy Spirit

(e) comes together for worship, the Lord's Supper, teaching of the Word, fellowship and prayer

(f) calls upon its people to serve Christ and His church in accordance with their spiritual gifts and abilities.

(10) CofCQld means Churches of Christ in Queensland.

(11) Conference means the Member churches together.

(12) Conference Council (or Council) means the council of Member representatives referred to in rule 12.1.

(13) Council (or Conference Council) means the council of Member representatives referred to in rule 12.1.

(14) Delegate means a representative of a Member appointed in accordance with rule 10.4.

(15) Chief Executive Officer means the Chief Executive Officer appointed from time to time by the Board in accordance with rule 17.1.

(16) General Meeting means any meeting of the Members of CofCQld duly arranged in accordance with rule 10.

(17) Initial Members means the Affiliated Churches who were Members of CofCQld on the date of adoption of this constitution.

(18) Member means an Affiliated Church.

(19) 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.

(20) Officer means a member of Council, a member of the Board, the Chief Executive Officer, or a member of a committee of the Council or the Board.

(21) Secretary means a person appointed by the Board to perform the duties of the secretary of CofCQld.

(22) Separate Entity means an incorporated association, body corporate, company or corporation.

(23) State Office means the place of coordination of ministry activities of CofCQld.

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.

(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.

(5) reference to any legislation includes any subordinate legislation made under it and any legislation amending, consolidating or replacing it.

3. Objects

3.1 The objects for which CofCQld 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 CofCQld

(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, breakdown 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 CofCQld 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 CofCQld Member churches concerned

(9) to assemble resources, establish entities, and to engage in such further activities as CofCQld may from time to time determine and to do all acts and things necessary to pursue these objects.

3.2 CofCQld must pursue charitable purposes only and must apply its income in promoting those purposes.

4. Powers

4.1 CofCQld has all the powers of an individual.

4.2 Subject to rule 11, CofCQld 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

(5) do other things necessary or convenient to be done carrying out its affairs.

4.3 CofCQld may also issue secured and unsecured notes, debentures and debenture stock for CofCQld.

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

5. Application of income and property

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

6. No distribution to Members

6.1 No portion of the income or property of CofCQld 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 CofCQld 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 CofCQld to a Member for premises leased by the Member to CofCQld

(4) the reimbursement of expenses incurred by any Member on behalf of CofCQld

(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 CofCQld 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 CofCQld are:

(1) the Initial Members

(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 eight 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(9)

(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:

the Secretary must notify the Applicant Church of its admission as a Member

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 Chief Executive Officer, 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 four 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 CofCQld if the Affiliated Church:

(a) resigns from membership of CofCQld 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 or 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 CofCQld 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 CofCQld pursuant to rule 8.5 (1).

(4) If an Affiliated Church ceases to be a Member of CofCQld, 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 CofCQld.

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 CofCQld and other Affiliated Churches as far as practical

(b) adhere to recommendations of CofCQld in relation to ensuring the spiritual, emotional & physical safety of all members of Affiliated Churches and their associates including but not limited to children and vulnerable people

(c) contribute to the expenses of CofCQld by means of an annual contribution, the rate of which will be set by the Board from time to time

(d) abide by all relevant government legislation and regulations

(e) maintain adequate insurances

(f) fulfil all financial obligations as and when they fall due

(g) abide by processes established under rules 12.8(2)(a) (management of professional conduct issues) and 12.8(2)(b) (management of disputes) wherever possible

(h) require their Ministering Persons to agree to and abide by the CofCQld's respective ethical and practice guidelines

(i) specifically, and for the purposes of rule 9, inform the Secretary at the State Office in writing of any changes to its governing documents, 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.

(3) An Affiliated Church must not establish or maintain a Separate Entity unless:

(a) the Affiliated Church has obtained the Board's prior written approval, which will not be unreasonably withheld; and

(b) the constitution or governing documents of the Separate Entity state that a majority of the Separate Entity's officeholders, governing body, elders, or management committee must be as at the date the Affiliated Church resolves to establish a Separate Entity:

(i) members of the Affiliated Church, unless the Affiliated Church is the sole corporate member of the Separate Entity; and

(ii) officeholders of the Affiliated Church.

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 Affiliated 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 CofCQld'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**

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):

(1) affiliation or disaffiliation of Members, which will be the first item of general business on the meeting's agenda

(2) election or removal of members to Council

(3) amendments to this constitution (other than the constitutions of Churches of Christ Care and the Churches of Christ 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))

(4) matters raised through the appropriate notice of business under rule 10.3

(5) matters the Council and/or Board wish to be presented

(6) any other business that:

(a) 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

(b) is of the nature of a vote of thanks or expression of goodwill

(7) questions directed to Officers of CofCQld from the floor of the meeting

(8) in the case of the Annual General Meeting only, include consideration of the CofCQld's annual report.

10.3 **Appropriate notice of business**

With the exception of rule 10.2(6), 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 eight weeks prior to the General Meeting

(2) the motion is proposed by an Affiliated Church and seconded by a different Affiliated Church

(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 CofCQld 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 two 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

(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 – three Delegates

(b) Affiliated Churches having between 51-100 members – five Delegates

(c) Affiliated Churches having between 101-150 members – six Delegates

(d) Affiliated Churches having more than 150 members – six Delegates, plus one additional Delegate for each additional 100 members, or part thereof above 150.

10.5 **Calling of General Meetings**

A General Meeting may be called by:

(1) a resolution of Council, or

(2) 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**

At least four weeks' notice of a General Meeting must be given to:

(1) all Members

(2) all members of Council

(3) all members of the Board.

10.7 **How notice is given**

CofCQld may give the notice of meeting to a Member:

(1) personally, by delivering the notice to a Member's Delegate

(2) 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

(3) by sending it to the facsimile number or electronic address (if any) nominated by the Member, or

(4) 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 three 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(3) and 10.7(4) 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(3) and 10.7(4) is not effective if:

(a) in the case of service by facsimile, CofCQld's facsimile machine issues a transmission report that the transmission was unsuccessful

(b) in the case of service by electronic mail, CofCQld's computer reports that delivery has failed, or

(c) in either case the addressee notifies CofCQld immediately that the notice was not fully received in a legible form.

(4) A certificate signed by the Secretary of CofCQld 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 two or more places, the technology that will be used)

(2) state the agenda and general nature of the meeting's business

(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 six 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 was being called for the date to which the original meeting is postponed.

10.13 **Technology**

CofCQld may hold a meeting of Members at two 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**

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

(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**

The following individuals are entitled to speak at General Meetings:

(1) any Delegate

(2) any Officer

(3) 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 CofCQld 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 four 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

(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 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 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 one vote on a show of hands or by secret ballot. For the sake of clarity, a proxy appointed by one or more Delegates has one 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 **Charitable Trust**

CofCQld may hold legal title to the real property of Affiliated Churches (Affiliated Church Trust Property) on charitable trust for the advancement of religion, more specifically being advancing the Churches of Christ in the State of Queensland and throughout Australia (CofC Charitable Purposes).

11.2 **CofCQld to act on Affiliated Church direction**

CofCQld will only deal with Affiliated Church Trust Property as the respective Affiliated Church directs or otherwise in accordance with this rule 11.

11.3 **Affiliated Churches responsible for costs and expenses**

(1) In particular, CofCQld must notify respective Affiliated Churches of all notices, assessments, claims or demands which CofCQld 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.

(2) Subject to rule 11.3(3), Affiliated Churches are responsible for all costs and expenses incurred by CofCQld in the performance of its trust obligations concerning Affiliated Church Trust Property.

(3) Despite any other provision of this rule 11, CofCQld may agree with an Affiliated Church as to the manner in which costs associated with Affiliated Church Trust Property are to be borne.

11.4 **CofCQld not to mortgage without direction**

Subject to rule 11.6, CofCQld must not mortgage or otherwise deal with Affiliated Church Trust Property without the express direction, in writing, of the respective Affiliated Church for so long as an Affiliated Church:

(1) remains affiliated with CofCQld, or

(2) is not otherwise in breach of its obligations of affiliation under rule 8 of this constitution.

11.5 **CofCQld not liable for loss**

CofCQld will not incur liability or be responsible for any loss suffered or incurred as a consequence of its acting on the instruction or direction from an Affiliated Church in respect of Affiliated Church Trust Property.

11.6 **Affiliate Church indemnity**

Each Affiliated Church indemnifies CofCQld against all and any loss, costs, claims, expenses or other liabilities suffered as a result of any actions or claims arising from CofCQld acting as trustee of Affiliated Church Trust Property

unless any losses incurred are a consequence of CofCQld's own negligence or breach of duty.

11.7 **Absence of written instructions**

In the absence of written instructions from an Affiliated Church, CofCQld may take such action 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 actions or decisions taken by CofCQld and will not have any recourse against CofCQld in the absence of negligence or breach of duty on the part of CofCQld.

11.8 **CofCQld to maintain property register**

CofCQld must maintain a register in which the following information is to be recorded:

(1) details of key property transactions, including property purchases and disposals

(2) identification of the relevant Affiliated Church for all Affiliated Church Trust Property

(3) internal arrangements of CofCQld to transfer or lease property, or effect any similar transaction between one Member and another Member or division of CofCQld, and any condition attached to such arrangement.

11.9 **Affiliated Churches to advise of changes in property register**

Affiliated Churches must ensure that accurate and timely information is provided to CofCQld in order for it to maintain the register.

11.10 **Affiliated Churches' constitution requirements**

(1) Every Affiliated Church must ensure that its constituent document includes a direction regarding the treatment of its assets if:

(a) it ceases to be an affiliate of CofCQld; or

(b) its members resolve to wind up (whether for financial reasons or otherwise);

and in so doing the constituent document of each Affiliated Church must have regard to the winding up requirements of a charity and be consistent with the provisions of rule 11.12.

11.11 **Powers of CofCQld if inadequate provision in Affiliated Church constitution**

If, despite the previous rule 11.10, an Affiliated Church's constituent document does not adequately deal with the treatment of Affiliated Church Trust Property on disaffiliation or winding up, then CofCQld's treatment of assets of the Affiliated Church will be as determined by Conference Council

after appropriate discussion has been had by CofCQld with the Affiliated Church involved.

11.12 **Powers of CofCQld on disaffiliation and winding up**

(1) If a Church ceases to be a Church of Christ (and thus ceases to be an Affiliated Church) under rule 8.5, other than because it ceases to exist or decides to close (rule 8.5 (1) (b)) then:

(a) CofCQld is entitled to deal with that Church's Affiliated Church Trust Property in the manner determined by Council as being in the best interests of advancing CofCQld Charitable Purposes; and

(b) Council's decision on the continued use of that Church's Affiliated Church Trust Property will be informed by relevant terms of disaffiliation and the respective capital contributions by the Church and CofCQld towards the Church's Affiliated Trust Property and may include any of:

(i) sale of the Affiliated Church Trust Property to the disaffiliated Church, if applicable;

(ii) rights of occupation (for example, determining an appropriate rent return); and

(iii) 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.

(2) If a Church ceases to exist or decides to close in accordance with rule 8.5(1)(b) then any surplus assets of that Church may only be transferred to one or more other Affiliated Churches which:

(a) is a charity registered with the Australian Charities and Not For Profits Commission; and

(b) in the manner approved by Council.

11.13 **Appointment of Trust Property Officer**

For the purposes of this rule 11, each Affiliated Church must appoint one or more church members as a "Trust Property Officer" who will be authorised to give or receive notifications to or from CofCQld. CofCQld may act on the directions of the Trust Property Officer without further enquiry of the members of the Affiliated Church.

12. Conference Council

12.1 **Establishment of Conference Council**

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**

The Council will consist of up to 11 people, including:

(1) up to 10 people elected at a General Meeting

(2) the chair of the Board, in an ex-officio capacity, who will have full voting rights

12.3 **Council members' qualifications**

(1) To be considered for election to Council under rule 12.2(1), 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

(d) not be an employee of CofCQld at the time of election nor at any time during the previous 12 months.

(2) 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

(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 eight weeks prior to the respective General Meeting.

(b) Each candidate for election as a member of Council must be proposed by a Member of CofCQld who satisfies rule 10.21.

(c) A nomination of a candidate for election must:

(i) be in writing

(ii) be signed by the candidate

(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 five 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

(iii) be signed by either the Chair of Council or the Secretary.

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 one 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 12.5, 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 two years and six months.

(2) Subject to this constitution, Council members are eligible for re-election although the maximum term for any Council member is nine 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 three 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(2), 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 CofCQld by encouraging the leadership and congregants of Affiliated Churches and other expressions of the Church

(b) confirm CofCQld's position on key theological and faith-based issues

(c) ensure that the position of Churches of Christ is represented where appropriate, in commercial, civic, state, Commonwealth and inter-church spheres

(d) through the Secretary convene the Annual General Meeting and any other General Meeting.

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

The Council will:

(a) ensure the processes are established and implemented for the effective management of professional misconduct complaints or allegations against church employees, leaders, or ministers

(b) ensure processes are established and implemented for the effective management of disputes amongst Members, leaders, or ministers.

(3) **CofCQld roles specific to the Board and organisation**

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

(a) consider and approve amendments to the respective constitutions of Churches of Christ Care, and the Churches of Christ Foundation from time to time as appropriate

(b) appoint and remove members of the Board from time to time pursuant to rule 14.4

(c) review the performance of the Board

(d) advise the Board on key issues of strategic intent

(e) uphold and support the Board and the broader organisation through intentional prayer and encouragement.

12.9 **Council acts for Conference**

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 CofCQld 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 Council member who has a material personal interest in a matter that is being considered at a meeting of the Council:

(a) must not be counted in a quorum

(b) must not vote on the matter

(c) must not be present while the matter is being considered at the meeting.

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

If a Council member has an interest in a contract or proposed contract with CofCQld, 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:

(a) the contract may be entered into, and

(b) if the disclosure is made before the contract is entered into:

(i) the Council member may retain benefits under the contract even though the Council member has an interest in the contract

(ii) CofCQld cannot avoid the contract merely because of the existence of the interest

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

12.11 **Remuneration of Council members**

(1) **Council members' remuneration**

(a) Notwithstanding anything to the contrary contained in rule 6.1 or 12.11(b), Council may approve remuneration of the Chair of Council and/or other Council member for services rendered by him or her in carrying out CofCQld's charitable purposes, on reasonable and proper terms approved by Council. The Chair of Council member may not be present at any meeting where his or her remuneration is discussed nor vote on any resolution to approve the terms of his or her remuneration.

(b) With the exception of remuneration of the Chair of Council pursuant to rule 12.11 (a) and subject to rule 12.11 (2), no Council member may receive any remuneration for services rendered in his or her capacity as a Council member of CofCQld except in the circumstances stated in 12.11 (1) (a) above.

(2) **Council members' expenses**

(a) Despite rule 6.1, CofCQld 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 CofCQld

(iii) in connection with CofCQld's business.

(b) The Secretary must approve all payments CofCQld makes to its Council members pursuant to rule 12.11(2).

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 resolution of the Council must be passed by more than 50% of the Council members present and entitled to cast a vote.

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 as per their respective term of appointment under rule 12.5 (2).

(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

In addition to their role as a Council member, the Chair of Council will:

(1) be considered the most senior representative of CofCQld for matters that require presentation of a unified Affiliated Church position

(2) unless otherwise specified in this constitution or otherwise delegated by the Chair of Council, undertake the role of:

(a) chair of General Meetings of Conference

(b) chair of meetings of Council.

13.3 **Title**

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 CofCQld (the Board).

(2) The Board are the directors of CofCQld, except where noted in rule 12.8.

14.2 **Number and composition of the Board**

The number of Board members must be not less than seven or more than 12, and will include:

(1) the Chair of Council, in an ex-officio capacity, who will have full voting rights

(2) the Chief Executive Officer, in an ex-officio capacity, who will participate in Board deliberations but has no voting rights.

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 CofCQld

(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

(e) not be an employee or independent contractor of CofCQld at the time of appointment nor at any time during the previous 24 months.

(2) The majority of Board members must be members of an Affiliated Church.

(3) In addition to 14.3(1) the Council may determine skill, experience, or qualification requirements for non-executive 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 non-executive Board members as it chooses from time to time subject to rule 14.2, 14.3 and 14.4.

(2) All non-executive Board members hold office for a term of three years from their date of appointment, unless otherwise specified by Council on their appointment to the Board, or at any time by resolution of Council.

(3) Council may re-appoint non-executive Board members on the expiration of their term for subsequent three-year terms up to a maximum term of nine years only for each non-executive Board member.

(4) Irrespective of rule 14.4(2), Council has the right to remove any non-executive Board member appointed by it at any time.

(5) Every appointment and removal of a non-executive 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 CofCQld 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 three 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 CofCQld is to be governed by or under the direction of the Board.

(2) The Board may exercise all the powers of CofCQld except those powers that this constitution requires:

(a) CofCQld 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**

Without affecting the general powers of the Board mentioned in rule 14.7, specific powers of the Board include the following:

(1) approve and review the strategic plan for CofCQld

(2) assemble resources, establish entities and internal administrative structures, and engage in such further activities necessary to pursue the objects of CofCQld

(3) appoint and terminate the Chief Executive Officer with the approval of Council

(4) consult with the Chief Executive Officer on the appointment and termination of the Secretary

(5) grant or revoke any power of attorney for the CofCQld

(6) adopt an annual budget

(7) review and monitor financial and general performance of CofCQld

(8) review the management of key strategic and major operational risks

(9) oversee the development of CofCQld 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 CofCQld 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 Board member who has a material personal interest in a matter that is being considered at a meeting of the Board:

(a) must not be counted in a quorum

(b) must not vote on the matter

(c) must not be present while the matter is being considered at the meeting.

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

If a Board member has an interest in a contract or proposed contract with CofCQld, 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:

(a) the contract may be entered into, and

(b) if the disclosure is made before the contract is entered into:

(i) the Board member may retain benefits under the contract even though the Board member has an interest in the contract

(ii) CofCQld cannot avoid the contract merely because of the existence of the interest

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

14.10 **Remuneration of non-executive Board members**

(1) **Non-executive Board members' remuneration**

Council has the right to approve or deny remuneration of individual non-executive Board members on terms that Council deems as appropriate for non-executive Board members respective services in their capacity as a Board member of CofCQld.

(2) **Board members' expenses**

(a) Despite rule 6.2, CofCQld 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 CofCQld

(iii) in connection with CofCQld's business.

(b) The Secretary must approve all payments CofCQld 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 as per their respective term(s) of appointment under rule 14.4.

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 the Board may appoint a Board member as acting Board chair until the Council appoints a new Board chair.

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. Chief Executive Officer

17.1 Power to appoint

Providing the Council has given approval for the appointment, the Board may appoint a person, to the position of Chief Executive Officer for the period and on the terms (including as to remuneration) the Board see fit.

17.2 Powers

(1) The Board may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Executive Officer 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

The Board may revoke or vary:

(1) an appointment

(2) any of the powers conferred on a Chief Executive Officer.

17.4 Temporary appointments

If a Chief Executive Officer becomes incapable of acting in that capacity, or the position becomes vacant, then the Board may appoint any other person, to act temporarily as Chief Executive Officer.

18. Indemnity and insurance

18.1 **Indemnity**

(1) To the extent permitted by law, CofCQld indemnifies:

(a) every person who is or has been an Officer of CofCQld

(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 CofCQld

against any liability incurred by that person in his or her capacity as an Officer of CofCQld or of the related body corporate (as the case may be).

(2) CofCQld must not indemnify a person against:

(a) Any of the following liabilities incurred as an Officer of CofCQld:

(i) a liability owed to CofCQld or a related body corporate

(ii) a liability that is owed to someone other than CofCQld or a related body corporate and did not arise out of conduct in good faith.

(b) Legal costs incurred in defending an action for a liability incurred as an Officer of CofCQld 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.

(iv) 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.

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 CofCQld 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 CofCQld 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 CofCQld

(d) allow CofCQld or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by CofCQld, render all reasonable assistance and co-operation to CofCQld or its insurers in the conduct of any Claim, including giving CofCQld or its insurers any document, authority or direction that CofCQld or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim

(e) on request by CofCQld or its insurers, do everything necessary or desirable which CofCQld reasonably requests to enable CofCQld 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 CofCQld or its insurers for that purpose

(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 CofCQld

(b) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an Officer as an officer of CofCQld

(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) CofCQld may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer of CofCQld or a related body corporate of CofCQld against any liability incurred by the person as an Officer of CofCQld 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 CofCQld, or

(b) a contravention of the law relating to:

(i) The misuse of an Officer's position.

(ii) The misuse of information obtained as a consequence of having been an Officer of CofCQld.

(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 CofCQld or of a related body corporate.

18.4 **Liability**

An Officer of CofCQld 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)

(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)

(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**

CofCQld 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

(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) CofCQld executes a document with its common seal if the seal is fixed and witnessed by:

(a) two members of the Board of CofCQld; or

(b) a member of the Board and any individual appointed by the Board for the purpose.

21.3 **Execution of document as a deed**

CofCQld 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**

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

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 affected in the manner specified in rule 10.2(3):

(1) Annexure 1 – Constitution of Churches of Christ Care

(2) Annexure 2 – Constitution of the Churches of Christ Foundation

(3) Annexure 3 – Meeting Rules for General Meetings

(4) Annexure 4 – Meeting Rules for Conference Council and the Board.

23. Alterations

If CofCQld is registered as a charity by the ACNC, the ACNC must be notified in writing of any alterations to this constitution.

24. ACNC governance standards

(1) The Board will ensure that it complies with governance standards prescribed pursuant to the ACNC Act from time to time.

25. Winding up

25.1 Subject to rule 26, if upon the winding up or dissolution of CofCQld any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of CofCQld but must be given or transferred to some other institution or institutions determined by the Members of CofCQld at or before the time of dissolution which has similar objects to CofCQld and which is approved by the Commissioner of Taxation as a tax concession charity for the purposes of any Commonwealth taxation act.

25.2 If the Members do not make the necessary determination under rule 25.1, CofCQld may apply to the Supreme Court to determine the institution or institutions.

26. National Regulatory System for Community Housing winding up requirements

26.1 In this rule 26, the following terms have the same meaning ascribed to them in the Housing Act 2003 (Qld); namely:

(1) Community Housing Asset

(2) Corresponding Law

(3) Housing Agency

(4) Participating Jurisdiction

(5) Registered Provider.

26.2 Despite rule 25, each Community Housing Asset remaining after satisfaction of CofCQld's liabilities must be transferred as follows:

(1) each remaining Community Housing Asset of CofCQld in Queensland must be transferred under section 37H(2)(a) of the Housing Act (Qld) 2003 (Qld); and

(2) each remaining Community Housing Asset of CofCQld located in a Participating Jurisdiction must be transferred under the Corresponding Law of that Participating Jurisdiction to:

(a) the Housing Agency in the Participating Jurisdiction

(b) another Registered Provider in the Participating Jurisdiction, or

(c) another entity as prescribed under the Corresponding Law.

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 (CofCQld).

2. Interpretation

2.1 **Definitions**

In this constitution

(1) Care means Churches of Christ Care, the public benevolent institution operated by CofCQld 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 (Cth) 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

(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 CofCQld 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

(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

(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 two 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 CofCQld constitution.

8. CofCQld as agent

8.1 CofCQld 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

(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 CofCQld 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 Churches of Christ Foundation

1. Authority

1.1 This is the constitution for Churches of Christ Foundation (CCF) which is to operate as part of Churches of Christ in Queensland (CofCQld).

2. Purposes of CCF

2.1 The purposes of CCF are:

(1) to serve as the investment agency of CofCQld backed by the security of CofCQld assets

(2) to administer, promote and develop the funeral assistance plan of CofCQld

(3) to receive, secure and manage financial deposits entrusted to its care by CofCQld, 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 CCF 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

(6) to apply developmental grants or loans from the funds of CCF for the advancement of the Churches of Christ in Australia in conformity with statutory regulations and this constitution.

2.2 The purposes of CCF as outlined in rule 2.1 above must be carried out pursuant to rule 3 of the CofCQld Constitution.

3. Operation of CCF

3.1 **The Fund**

(1) For the purposes of this constitution, the "Fund" includes:

(a) all moneys and property held by CCF on the date of adoption of this constitution

(b) sums received on deposit by CCF from individual persons, churches, entities or associations

(c) moneys borrowed from other institutions in the course of the conduct of the business of CCF

(d) the interest and income derived or arising from the management and investment of moneys held by CCF.

(2) Interest and other income arising from the management of the Fund vests in CofCQld 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 CofCQld as the Board may think proper.

4. Management

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

(1) set CCF investment policy

(2) determine CCF investment strategies to meet annual objectives

(3) appoint and terminate investment managers along with their performance review

(4) review monthly financial statements of CCF

(5) review investment returns of CCF

(6) ensure that CCF 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 CofCQld, and

(8) such other matters pertaining to the objectives of CCF 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 CofCQld 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 five 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.

(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 five 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 five minutes being allocated to the mover to explain the motion, and five 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 two 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 CofCQld 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 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.

(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.



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