



CONSTITUTION OF THE CONFERENCE OF CHURCHES OF CHRIST IN NEW SOUTH WALES

(as at 15 November 2022)

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1. OBJECTIVE OF CONFERENCE

- a) Under the direction of God, to be a Christ honouring, Biblical, relevant, vital, contemporary Australian Church which impacts the community by making disciples.
- b) The Objective of Conference will be pursued by having a passion for:-
 - (i) Loving, Worshipping and Serving God with all of our heart.
 - (ii) An absolute reliance on the saving grace and Lordship of Jesus Christ and the power and inspiration of the Holy Spirit.
 - (iii) A full restoration of New Testament Christianity in faith, practice and unity.
 - (iv) Every member ministering to one another in the love, power and gifts of the Holy Spirit until we all attain to our full maturity in Christ.
 - (v) A strong accountable participating leadership.
 - (vi) Freedom to express the Gospel vigorously in local contexts.
 - (vii) Reaching people where they are through the Good News of forgiveness through Jesus.
 - (viii) Caring for people in practical ways which seek to bring justice and express grace.

2. AFFILIATION ¹

- a) Any Church desirous of affiliation with Conference shall forward to the Administration Co-Ordinator an application for affiliation which shall be submitted to Conference Convened at least twelve weeks before:
 - (i) the date of the next Annual Conference; or
 - (ii) the date of any Special Meeting of Conference that is convened in accordance with clause 7 of this Constitution,whichever is earlier.
- b) Notice of any application for affiliation and the name of any Church applying for affiliation shall, not less than ten weeks before the next meeting of Conference Convened to be held after receipt of that notice, be sent to each of the Conference Churches.
- c) Each Church seeking affiliation shall agree that any property held or to be acquired by it or on its behalf will be registered under the Act and shall be required to appoint the Trust as its trustee.
- d) Any objections by any Conference Church, Conference Executive or Ministry Team to any Church applying for affiliation, must be stated in writing and be in the hands of the Administration Co-Ordinator six weeks prior to the meeting of Conference Convened referred to in subclause (a) of this clause. The Administration Co-Ordinator shall arrange for the Ministry Team, Advisory to meet representatives of the applying Church and the objectors to hear evidence relating to such objections, and to make a recommendation to Conference Convened on the application for affiliation.
- e) No discussion in reference to any objection shall be allowed at any meeting of Conference Convened.

¹ Amendment to cl.2(a), (b) and (d) approved by Conference on 15 Nov 2022

- f) Each of the following:
- (i) Each:-
 - A. Conference Church;
 - B. Conference Ministry;
 - C. Conference Officer;
 - D. Council of Management;
 - E. Council of Ministry;
 - F. Delegate;
 - (ii) The Conference Executive;
 - (iii) Each person who is a member or part of any of those entities described in sub-clause (i)(B), (C), (D), (E) and (ii);
 - (iv) Any person who pursuant to the provisions of this Constitution is obliged to observe and perform the provisions of this Constitution;
- shall observe and perform the provisions of this Constitution as in force for time being so far as those provisions are applicable to them respectively.

3. DISAFFILIATION

- a) Conference Convened may at any time terminate the affiliation of any Conference Church if a majority of the delegates consider that the Conference Church in question is:
- (i) pursuing a line of conduct likely to bring discredit to Conference or the Conference Churches; or
 - (ii) has departed from the faith, doctrine, customs, and usages of Conference Churches.
- b) In the event that the affiliation of any Conference Church is terminated pursuant to this clause, the relevant Church Trustee shall manage, administer, sell, dispose or otherwise deal with any property of that Conference Church in accordance with the directions of the Conference Executive and not otherwise. For the purpose of this clause any Conference Church shall at the direction of Conference Executive direct the relevant Church Trustee to act in accordance with the directions of the Conference Executive.
- c) The Conference Executive shall direct the management, administration, sale, disposal or dealing with any such property and the application of the proceeds therefrom to preserve any rights in such property as may be equitable taking into consideration assistance having been given by:
- (i) Conference Churches
 - (ii) persons who were, at the relevant time, members of Conference Churches
 - (iii) Conference Ministries
 - (iv) Ministry Teams

4. WITHDRAWAL FROM CONFERENCE

A Conference Church wishing to withdraw from Conference and thereby terminating its

affiliation may do so provided that a satisfactory agreement is entered into with the Conference Executive concerning the disposition of any property of the said Conference Church to preserve any rights in such property as may be equitable taking into consideration assistance having been given by any of the persons referred to in 3(c)(i) to (iv).

5. REPRESENTATION

a) Each Conference Church shall be entitled to be represented at all meetings of Conference Convened by its delegates on the following basis:-

- (i) two (2) delegates for the first twenty-five (25) members (or portion thereof) of that Conference Church; and
- (ii) a further one (1) delegate for each additional twenty-five (25) members (or portion thereof) of that Conference Church;

provided that:-

- A. no Conference Church shall have more than twenty-one delegates;
- B. only delegates of those Conference Churches which have paid all monies due to the Conference, the Conference Executive, Conference Ministries or Ministry Teams (or those showing reasonable cause satisfactory to the Conference Executive for not being able to do so) shall be entitled to vote.

6. POWERS

a) Conference may do any acts or make any decisions intended to further the Objective of Conference PROVIDED THAT such acts or decisions do not:

- (i) conflict with any provisions of the Act, or
- (ii) conflict with this Constitution, or
- (iii) affect the government management or administration of any Conference Church.

b) Without limiting the foregoing, Conference, subject to the proviso in (a), may:

- (i) resolve to have the Trust purchase, exchange, take on lease, hold, dispose of and otherwise deal with property;
- (ii) do and suffer all things that bodies corporate may, by law, do and suffer for, or incidental to, the exercise of its functions; and
- (iii) exercise any power conferred on Conference Executive under this Constitution.

7. MEETINGS OF CONFERENCE CONVENED

a) The Annual Conference shall be held at least once in each year, at such time and place as is determined by the Conference Executive.

b) Special Meetings of Conference Convened:

- (i) may be convened as often as necessary by the Conference Executive; and
- (ii) shall be convened by Conference Executive following receipt of a requisition in writing, signed on behalf of at least eight of the Conference Churches. Such requisition shall set forth fully the business proposed to be brought forward at

such meeting.

- c) No business shall be considered or discussed at any special meeting other than that specified in the notice issued by Conference Executive convening such special meeting.
- d) The President, or failing the President, a member of Conference Executive nominated by the Ministry Co-ordinator shall be chairman at all meetings of Conference Convened.²
- e) Any Member of any Conference Church may take part in the deliberations of any meeting of Conference Convened.
- f) An invitation to take part in, or speak at, meetings of Conference Convened may be extended by resolution of the Conference Convened to persons other than Members of Conference Churches.

8. CONFERENCE PRESIDENT

- (a) A person shall be elected at each Annual Conference, at which the term of office of any Conference President comes to an end, to the position of the Conference President and shall hold office for the period commencing at the beginning of the Conference Year which commences at the Annual Conference at which the person is elected and shall end at the conclusion of the Specified Annual Conference (defined in sub-clause (c)).
- (b) In any resolution to elect a Conference President, the resolution shall specify:
 - (i) the period of the term of office for which the appointment pursuant to the election is to be made; and
 - (ii) the Annual Conference at which the term of office of the Conference President is to come to an end.

That period must be a period which comes to an end:

- (iii) no earlier than at the end of the Annual Conference following the Annual Conference at which the person is elected; and
- (iv) not later than at the conclusion of the second Annual Conference following the person's election as Conference President.
- (c) The Annual Conference specified in the resolution referred to in clause 8(b) as the Annual Conference at which the term of office of the Conference President is to come to an end is the "**Specified Annual Conference**".
- (d) A Conference President whose term of office comes to an end at a Specified Annual Conference may not be elected to the office of Conference President at the Specified Annual Conference at which the term of office of that Conference President comes to an end but may be elected to the office of Conference President at a subsequent Annual Conference.
- (e) In the event the person holding the office of Conference President ceases to hold office prior to the date on which that person's appointment would otherwise have come to an end, a member of Conference Executive determined and appointed by a resolution of Conference Executive will assume that office for the balance of the Conference Year in which the Conference

² Amendment to cl 7 approved by Conference on 17 November 2021

President ceased to hold office. The provisions of clause 8(d) shall not prevent the person so appointed standing for election and being elected to the office of Conference President at the Annual Conference following the person's appointment.³

9. CONFERENCE EXECUTIVE

- (a) The Conference Executive shall consist of:
 - (i) the Conference Officers; and
 - (ii) up to nine persons elected, from time to time, by Conference Convened under this Constitution in accordance with clause 9A of this Constitution.
- (b) The Conference President shall be the Chairman of the Conference Executive.
- (c) The Conference President shall have the right to attend any meeting of any Ministry Team and the Council of Management.
- (d) The provisions of clause 9A shall not apply to the Conference Officers.⁴

9A. ELECTION OF MEMBERS OF CONFERENCE EXECUTIVE

- (a) At the first Annual Conference following the date of the resolution by which this clause 9A was added to this Constitution (the "Determining Annual Conference"):
 - (i) up to three persons shall be elected as members of Conference Executive, each for terms of office ending at the conclusion of the first Annual Conference following the Determining Annual Conference;
 - (ii) up to three persons shall be elected as members of Conference Executive, each for terms of office ending at the conclusion of the second Annual Conference following the Determining Annual Conference; and
 - (iii) up to three persons shall be elected as members of Conference Executive, each for terms of office ending at the conclusion of the third Annual Conference following the Determining Annual Conference.
- (b) For the purpose of determining:
 - (i) who of the persons nominated for the election shall be nominated for election for terms of office ending at the conclusion of the first Annual Conference following the Determining Annual Conference ("**First Wave Nominees**");
 - (ii) who of the persons nominated for the election shall be nominated for election for terms of office ending at the conclusion of the second Annual Conference following the Determining Annual Conference ("**Second Wave Nominees**"); and

³ Amendment to cl.8 approved by Conference on 17 November 2021

⁴ Amendment to cl. 9 approved by Conference on 17 November 2021

- (iii) who of the persons nominated for the election shall be nominated for election for terms of office ending at the conclusion of the third Annual Conference following the Determining Annual Conference ("**Third Wave Nominees**"),

the following provisions shall apply:

- (A) if the three (3) members of Conference Executive who have been longest in office at the date of the Conference Notice (as referred to in the Regulations) in respect of the Determining Annual Conference, are nominated for election, they shall be First Wave Nominees;
 - (B) after disregarding the members of Conference Executive referred to in clause (A) of clause 9A(b), if the three (3) members of Conference Executive who have been longest in office at the date of the Conference Notice in respect of the Determining Annual Conference, are nominated for election, they shall be Second Wave Nominees;
 - (C) after disregarding the members of Conference Executive referred to in clause (A) of clause 9A(b) and in clause (B) of clause 9A(b), if the three (3) members of Conference Executive who have been longest in office at the date of the Conference Notice in respect of the Determining Annual Conference, are nominated for election, they shall be Third Wave Nominees;
 - (D) Any persons, apart from members of Conference Executive at the date of the Conference Notice in respect of the Determining Annual Conference, who are nominated election shall be nominated as for election as "**Nominees at Large**".
- (c) For the purpose of clause 9A Conference Executive shall determine the periods in office of each person such as to determine, as the need arises, who has been "longest in office".
 - (d) At the Determining Annual Conference up to nine (9) persons shall be elected to Conference Executive in accordance with the Regulations.
 - (e) The election process in respect of the election of members of Conference Executive at the Determining Annual Conference shall be conducted in accordance with Regulation (s) of the Regulations.
 - (f) At the Annual Conference first held after the Determining Conference, and at each Annual Conference thereafter, up to the number of persons equal to the number of the positions on Conference Executive which will fall vacant as at that Annual Conference (as a result of casual vacancies on Conference Executive, or as a result of the terms of office, of the members of Conference Executive whose terms of office come to an end at the relevant Annual Conference, coming to an end) shall be elected as members of Conference Executive, for terms of office ending at the conclusion of the third Annual Conference following the Annual Conference at which those persons are elected.

- (g) A member of Conference Executive ceasing to hold office at an Annual Conference shall hold office until the conclusion of the Annual Conference at which that member of Conference Executive ceases to hold office and is eligible for re-election.
- (h) The members of Conference Executive may at any time appoint any person to be a member of Conference Executive, either to fill a casual vacancy or as an addition to the existing members of Conference Executive, provided the total number of the elected members does not exceed nine (9).
- (i) For the purpose of clause 9(h) a person who is appointed under clause 9(h) shall be deemed to be an elected member of Conference Executive.
- (j) Despite any other provision of this Constitution, a person appointed as a member of Conference Executive under clause 9(h) shall hold office until the conclusion of the Annual Conference following the Member's appointment but is eligible for election at that meeting.
- (k) The quorum for a meeting of Conference Executive shall consist of not less than the whole number equal to A + B where:
 - A = half of the number of the members of Conference Executive in office at the time the quorum is to be determined rounded up to a whole number; and
 - B = 1.⁵

10. RESPONSIBILITIES OF CONFERENCE EXECUTIVE

The Conference Executive:

- a) May do any acts or make any decisions intended to further the Objective of Conference PROVIDED THAT such acts or decisions do not:
 - (i) conflict with any provisions of the Act, or
 - (ii) conflict with this Constitution, or
 - (iii) affect the government management or administration of any Conference Church, or
 - (iv) conflict with any resolution of Conference Convened.
- b) May, without limiting the foregoing and, subject to the proviso in (a):
 - (i) resolve to have the Trust purchase, exchange, take on lease, hold, dispose of and otherwise deal with property; and
 - (ii) do and suffer all things that bodies corporate may, by law, do and suffer for, or incidental to, the exercise of its functions.
- c) May, where it is of the opinion that to do so will enable the more convenient or advantageous:
 - (i) administration or management of the affairs of Conference under this Constitution; and

⁵ Insertion of new clause 9A approved by Conference on 17 November 2021

(ii) pursuit of the Objective of Conference:

- A. establish,
- B. wind up,
- C. dissolve,
- D. effect a merger or reconstruction of,
- E. change the name of,

any Conference Ministry or Ministry Team it, in its discretion, determines PROVIDED THAT in so doing:

- 1) Conference Executive complies with or satisfies any enactment or the requirement of any statutory authority;
- 2) Conference Executive ensures that all property of that Conference Ministry or Ministry Team shall upon the winding up, dissolution or merger be retained as the property of Conference and where held by the Trust, be held as trustee on behalf of the Conference;
- 3) Conference Executive ensures that appropriate provisions are made to ensure that the requirements, obligations, rights, status or benefits under any Instrument or Enactment are observed, protected or maintained.

d) Shall be responsible for:

(i) the initiation, formulation, oversight, co-ordination, facilitation and implementation of the policies, plans and actions necessary to:

- A. pursue and fulfil the Objective of Conference;
- B. serve and assist the Conference Churches in the manner Conference Executive determines; and
- C. make the best use of the resources of the Conference in the manner Conference Executive determines.

(ii) the presentation to Conference, Conference Convened, Conference Ministries and to Ministry Teams, of the policies and plans in (i), and as necessary, the proposed actions by which those policies and plans will be implemented;

(iii) the implementation of resolutions of Conference Convened;

(iv) the oversight of the business of Conference;

(v) the exercise of the powers of Conference as from time to time may be necessary except such powers as are specifically reserved to:

- A. Conference Convened,
- B. Conference Ministries,
- C. Ministry Teams, and
- D. the Trust,

under this Constitution and the Act;

(vi) the establishment of:

- A. Conference Ministries, and
 - B. Ministry Teams
- to carry out such ministries and functions, including in respect of Ministry Teams, Ministry Functions, which the Conference Executive from time to time determines;
- (vii) determining and specifying the powers, functions, duties, responsibilities, obligations and terms of appointment of:-
 - A. The Council of Management
 - B. Each Council of Ministry convened from time to time
 - C. The Ministry Co-ordinator
 - D. The Administration Co-ordinator
 - E. Each Conference Ministry
 - F. Each Ministry Team
 - G. Each Ministry Leader
 - H. Each Ministry Director;
 - (viii) the oversight and co-ordination of policies, programmes, priorities and activities of all Conference Ministries and Ministry Teams including policies and procedures for:
 - A. safe churches and child protection;
 - B. the endorsement of ministering persons;
 - C. the establishment of, and the oversight of, a professional standards unit; and
 - D. a code of conduct for ministering persons,the responsibility for which may be delegated to such Ministry Teams and/or other persons as Conference Executive determines from time to time.
- e) Shall:
 - (i) appoint a member of the Conference Executive to represent the Conference Executive as a member of:
 - A. the Council of Management; and
 - B. each Council of Ministry convened from time to time;
 - (ii) appoint each:
 - A. Ministry Co-Ordinator;
 - B. Administration Co-Ordinator;
 - C. Ministry Leader;
 - D. Ministry Director;to be appointed, as may from time to time be necessary, after the Relevant Conference;

- (iii) at its discretion, effect:
 - A. the cancellation of any appointment of any person it appoints or
 - B. the removal of any person from any office or position that any person holds under this Constitutionin the Prescribed Circumstances.
- f) Shall:
 - (i) meet from time to time as may be necessary to:
 - A. fulfil the role and responsibilities of, and
 - B. discharge the functions of,the Conference Executive, under
 - 1) the Act,
 - 2) the Constitution of the National Conference of Churches of Christ in Australia,
 - 3) any Enactment, and
 - 4) any Instrument;
 - (ii) notwithstanding (i), meet at least quarterly;
 - (iii) notwithstanding (i) and (ii), meet at any time at the request of:
 - A. any one of the Conference officers;
 - B. at least one third of its members.
- g) Shall present to the Annual Conference in writing:
 - (i) a report as to the principal activities of the Conference Executive, the respective Conference Ministries and Ministry Teams in respect of the Reporting Period;
 - (ii) a report as to the policies, plans and the proposed actions by which the policies and plans will be implemented to fulfil the Objective of Conference in the Conference Year commencing at that Annual Conference;
 - (iii) a report as to the planned activities of Conference Executive, the respective Conference Ministries and the respective Ministry Teams for the Conference Year commencing at that Annual Conference;
 - (iv) a report as to all relevant financial and accounting information in respect of the Conference, the Conference Executive, the respective Conference Ministries and the respective Ministry Teams. Such report shall, in respect of each of the stated entities, cover a period of not less than twelve months ending during each relevant Reporting Period.

11. MINISTRY LEADERS AND MINISTRY DIRECTORS

The appointment of persons to the position of Ministry Leader or Ministry Director (as the case may be) for each of the Ministry Teams established or to be established to undertake the Initial Ministry Functions, shall be appointed by means of elections to be conducted at the Relevant Conference. Such appointments shall take effect from the conclusion of the Relevant Conference. After the Relevant Conference, any appointments of persons to the position of

Ministry Leader or Ministry Director shall be made by the Conference Executive.

12. APPOINTMENTS OF MINISTRY CO-ORDINATOR, ADMINISTRATION CO-ORDINATOR, MINISTRY LEADERS AND MINISTRY DIRECTORS

a) Appointments made to the position of:

- (i) Ministry Co-ordinator,
- (ii) Administration Co-ordinator,
- (iii) Ministry Leaders, and
- (iv) Ministry Directors,

shall be subject to the provisions of this Constitution and to the following conditions:

- A. Appointments shall be for a specified term as determined by the Conference Convened or Conference Executive, but not exceeding periods of five years for each Appointment.
 - B. Any Appointments made by Conference Executive shall, notwithstanding any other matter or thing, be effective only until the conclusion of the Annual Conference following the date of the appointment and shall continue after that date subject only to a resolution of the Conference Convened at that Annual Conference. Such resolution, to take effect, shall require not less than sixty percent (60%) of the valid votes cast in respect of the resolution, to be in support of it.
 - C. A person to be appointed shall not be eligible to participate as a member of the Conference Executive in the consideration of the appointment and shall not be entitled to vote on any matters affecting the status or terms of the appointment.
 - D. Prior to any Appointment being made the relevant position shall be advertised throughout the Conference Churches and elsewhere as the Conference Executive determines. The Conference Executive is empowered to waive this condition where it considers it is appropriate to do so.
 - E. Any person appointed under this clause shall be entitled, on the expiration of their appointment, to be reappointed upon the terms of this clause 12.
- b) Each Ministry Co-Ordinator and Administration Co-Ordinator shall be accountable to the Conference Executive.
- c) Subject to subclause (d) each Ministry Leader, Ministry Director and Ministry Team shall be accountable initially to the Ministry Co-ordinator.
- d) Each Ministry Leader, Ministry Director and Ministry Team shall be accountable ultimately to the Conference Executive.

13. INITIAL MINISTRY TEAMS

In the event, at the date of the Relevant Conference there is no Ministry Team in existence to fulfil any of the Initial Ministry Functions the necessary Ministry Teams shall be appointed under this Constitution to function as and from any date or dates determined by Conference

Convened or Conference Executive.

14. THE COUNCIL OF MANAGEMENT

The Council of Management:-

- a) shall exercise the powers, functions and duties conferred on it and fulfil the responsibilities and obligations imposed on it, under this Constitution or by the Conference Executive;
- b) shall be appointed upon the terms of this Constitution and on such other terms as the Conference Executive from time to time determines;
- c) shall be appointed for each Conference year;
- d) shall, subject to the foregoing, seek to fulfil its role in a manner which will:-
 - (i) fulfil the objective of Conference;
 - (ii) serve and assist the Conference Churches; and
 - (iii) make best use of the resources of Conference.

15. COUNCIL OF MINISTRY

Each Council of Ministry:

- a) shall exercise the powers, functions and duties conferred on it and fulfil the responsibilities and obligations imposed on it, under this Constitution and by the Conference Executive (the "Purpose");
- b) shall be appointed upon the terms of this Constitution and on such other terms as the Conference Executive from time to time determines;
- c) shall be appointed:
 - (i) for such period as the Conference Executive specifies or
 - (ii) until it has carried out the Purpose for which it is appointed.
- d) shall, subject to the foregoing, seek to fulfil its role in a manner which will:
 - (i) fulfil the objective of Conference;
 - (ii) serve and assist the Conference Churches; and
 - (iii) make best use of the resources of Conference.

16. MINISTRY CO-ORDINATOR

The Ministry Co-ordinator:

- a) shall exercise the powers, functions and duties conferred on that person and fulfil the responsibilities and obligations imposed on that person, under this Constitution and by Conference Executive;
- b) shall be appointed upon the terms of this Constitution and on such other terms as the Conference Convened or Conference Executive from time to time determines;
- c) shall subject to the foregoing, seek to fulfil that person's role in a manner which will:-
 - (i) fulfil the objective of Conference;

- (ii) serve and assist the Conference Churches; and
- (iii) make best use of the resources of Conference.

17. ADMINISTRATION CO-ORDINATOR

The Administration Co-ordinator:

- a) shall exercise the powers, functions and duties conferred on that person and fulfil the responsibilities and obligations imposed on that person under this Constitution and by Conference Executive;
- b) shall be appointed upon the terms of this Constitution and on such other terms as the Conference Convened or Conference Executive from time to time determines;
- c) shall subject to the foregoing, seek to fulfil that person's role in a manner which will:
 - (i) fulfil the objective of Conference;
 - (ii) serve and assist the Conference Churches; and
 - (iii) make best use of the resources of Conference.

18. MINISTRY FUNCTIONS; MINISTRY TEAMS, MINISTRY LEADERS AND MINISTRY DIRECTORS

- a) Each Ministry Function shall be the responsibility of:
 - (i) the Ministry Leader or Ministry Director (as the case may be); and
 - (ii) the Ministry Team;appointed to fulfil the relevant Ministry Function.
- b) The:
 - (i) Ministry Leader or Ministry Director in respect of; and
 - (ii) the appointed members of;each Ministry Team will function as a support and resource group for the particular Ministry Function.
- c) Each Ministry Leader shall be the director of the Ministry Team to which the person is appointed.
- d) Each Ministry Leader and Ministry Director (as the case may be):
 - (i) shall:
 - A. carry out the powers, functions and duties conferred on that Ministry Leader or Ministry Director;
 - B. fulfil the responsibilities and obligations imposed on that person, and
 - C. be appointed on such termsas the Conference Executive determines and specifies.
 - (ii) shall, subject to the foregoing, seek to fulfil that person's role in a manner which will:-
 - A. fulfil the objective of Conference;
 - B. serve and assist the Conference Churches; and

- C. make best use of the resources of Conference.
- e) The title of any Ministry Leader for each Ministry Team shall be "Ministry Leader *". At "*" the descriptive name of the ministry function of the Ministry Team will be stated.
- f) The title of any Ministry Director appointed for any Ministry Team shall be "Ministry Director *". At "*" the descriptive name of the ministry function of the Ministry Team will be stated.
- g) Each Ministry Team:
 - (i) Shall comprise the relevant Ministry Leader and those persons who are appointed as members of it from time to time by the relevant Council of Ministry.
 - (ii) Shall:
 - A. carry out the Ministry Functions, and
 - B. be appointed on such terms,as the Conference Convened or the Conference Executive determines and specifies.
 - (iii) Shall report to the Conference Executive as often and in such a manner as the Conference Executive stipulates.
 - (iv) For the purposes of carrying out its Ministry Functions may, with the approval of the Conference Executive and subject to such conditions as are laid down by the Conference Executive,
 - A. resolve to request the Trust as trustee on behalf of the Conference to exercise any power conferred on the Trust under the Act on behalf of the Conference;
 - B. have the custody use benefits and obligations on behalf of the Conference, in respect to any property whether real or personal the Trust holds, arising out of the exercise by the Trust of any power the subject of any resolution under (A).
 - (v) Shall not conduct or make any financial appeal without the written approval of Conference Executive which approval must specify the nature, extent and timing of such appeal.
 - (vi) Shall be called "Ministry Team, *". At "*" the descriptive name of the Ministry Function of the Ministry Team will be stated.
 - (vii) Shall comprise the number of persons specified by the relevant Council of Ministry from time to time.
 - (viii) shall subject to the foregoing, seek to fulfil its role in a manner which will:
 - A. fulfil the objective of Conference;
 - B. serve and assist the Conference Churches; and
 - C. make best use of the resources of Conference.
- h) Each member of each Ministry Team shall be accountable to the Ministry Leader of that Ministry Team or, in respect of any Ministry Team in respect of which a Ministry Leader is not appointed, to the Chairman of that Ministry Team.

- i) The Ministry Co-Ordinator may call a meeting of a Ministry Team at any time upon reasonable notice.
- j) A Ministry Leader, Ministry Director or Chairman of any Ministry Team may call a meeting of the Ministry Team of which he is Ministry Leader, Ministry Director or Chairman at any time upon reasonable notice.
- k) A member of a Ministry Team shall have only one vote, except that the Chairman of the meeting of a Ministry Team shall have in addition a casting vote.
- l) Any Ministry Team shall have the power with the concurrence of Conference Executive to appoint, or shall at the direction of Conference Executive, appoint sub-committees to act on behalf of the relevant Ministry Team. In respect of such sub-committees:
 - (i) The Ministry Team shall be wholly responsible for the policy and action of any such sub-committee.
 - (ii) The function of any such sub-committee so appointed shall be defined by either Conference Executive or the particular Ministry Team.
 - (iii) Any persons to be appointed to any such sub-committee should be subject to the approval of the Conference Executive.
- m) A Ministry Team shall, at its first meeting after the Annual Conference or Conference Convened at which it is elected or, in the event of the position of Chairman of that Ministry Team at any time becoming vacant, elect from amongst its members a Chairman or replacement Chairman who shall remain as Chairman for so long as that person remains a member of that Ministry Team during that Conference Year.
- n) Any Ministry Director appointed in respect of any Ministry Team:
 - (i) shall be accountable to that Ministry Team,
 - (ii) shall be entitled to attend and speak at meetings of that Ministry Team, and
 - (iii) shall have no entitlement to vote at such meetings.

19. VESTING OF PROPERTY IN THE TRUST

Subject to any approval required by law, unless in the opinion of the Conference or Conference Executive:

- a) it is necessary or expedient to comply with a requirement of any Enactment Instrument or the requirement of any competent statutory authority to do otherwise, or
- b) it will enable the Objective of Conference to be more conveniently, advantageously, profitably or economically achieved,

the Conference Executive and any Committees, sub-committees, Ministry Teams and Conference Ministries shall not after the date of the Relevant Conference resolve to have the Trust acquire and have vested in it any real or personal property otherwise than as trustee on behalf of the Conference.

20. CONFERENCE MINISTRIES

- a) Subject to clause 10 hereof, the Conference Ministries specified in subclauses (i), (ii), (iii), and (iv) shall be administered and managed by Ministry Teams as follows:

- (i) The Churches of Christ in New South Wales Christian Education and Evangelism Ministry shall be administered and managed by the Ministry Team, Christian Education and Evangelism.
- (ii) The Churches of Christ in New South Wales Theological College (the "College") shall be administered and managed by the Ministry Team, Training. That Ministry Team shall include the Ministry Co-Ordinator, the Administration Co-Ordinator and such other persons who may be appointed from time to time to the Ministry Team by the relevant Council of Ministry.
- (iii) The Churches of Christ in New South Wales Aborigines Mission Ministry shall be administered and managed by the Ministry Team, Aborigines Mission.
- (iv) The Churches of Christ in New South Wales Overseas Mission Ministry shall be administered and managed by the Ministry Team, Overseas Mission.
- (v) The Churches of Christ in New South Wales Community Care Ministry shall be responsible for:-
 - A. The provision and management of such Institutions, Homes and other facilities as will provide for areas of need within the community including those for the care of the aged, families, children and other persons.
 - B. The development of pastoral care through the local churches and in such other ways as may be appropriate from time to time to meet personal and community needs.
 - C. The organisation of counselling and welfare services to those in need.
 - D. The oversight by Chaplains in various fields including those to hospitals, prisons and industry.
 - E. The conduct of research into areas of a social or community nature, which are thought could improve the way of life of persons in the community and seeking to provide a Christian approach in dealing with these areas.
 - F. The appointment of delegates or representatives to organisations concerned with various aspects of community, welfare and service.
 - G. The appointment of Directors of the Christian Fellowship Association.
 - H. Establishing at its discretion and under its direction groups for the local management of the work of the Community Care Ministry and arranging with local churches for the appointment of members thereto. Any Institution, Home or other facilities not under the management of such a group, shall be managed directly by any appropriate Ministry Team, Community Care.
 - I. Advising and reporting on the development of any social, or community service work by the Conference or any Conference Church.
 - J. The conduct of any activity of a social, community or benevolent nature.
 - K. The conduct of Christian educational facilities and camp sites,
 - L. The provision of Christian education,
 - M. The provision of ministry to children, adolescents and young adults,

- N. The provision of ministry to seniors,
 - O. Any combination of the whole, or any part, of the matters in to (N) inclusive and shall be administered by the Ministry Team, Community Care.
- b) Conference Ministries established pursuant to clause 10(d)(vi)(A), shall be designated "Churches of Christ in New South Wales * Ministry". At "*" the descriptive name of the Ministry function of the Conference Ministry shall be stated.

21. COMPLIANCE WITH CHARITIES LEGISLATION

- A
- a) This Clause 21A shall apply to any Conference Auxiliary, Conference Ministry or Ministry Team, Specified Conference Ministry and Specified Ministry Team, which is or is at any time a public benevolent institution (such auxiliary, ministry or team being referred to in this clause as "PBI"), and the provisions of this constitution shall be read and construed subject to this clause 21A.
 - b) Each PBI shall carry out the matters for which it is responsible under the Constitution, ("objects and activities") in a manner which directly assists any persons in need to relieve their poverty, sickness, suffering destitution, distress, misfortune or helplessness.
 - c) The assets and income of the PBI shall be applied solely in furtherance of its objects and activities and no portion shall be distributed directly or indirectly to the members of the PBI except as bone fide compensation for services rendered or expenses incurred on behalf of the PBI.
 - d) In the event of the PBI being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any one or more other PBIs or other entities having similar objects and being accepted by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act
 - e) Where it furthers the objects of the PBI to amalgamate with any one or more other entities having similar objects, the other entity or entities must have rules prohibiting the distribution of assets and income to members, and must be accepted by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

This Clause 21 shall apply to any Specified Conference Ministry and any Specified Ministry Team and the provisions of this constitution as they apply to any Specified Ministry Team and any Specified Conference Ministry shall be read and construed subject to this clause 21.

- b) No member of any Specified Ministry Team shall be appointed to any salaried office of any Specified Ministry Team or any office of any Specified Conference Ministry paid by fees and no remuneration or other benefit in money or money's worth shall be given by any Specified Ministry Team or any Specified Conference Ministry to any member of any Specified Ministry Team, except:
- (i) the repayment of out-of-pocket expenses;
 - (ii) interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to any Specified Conference Ministry;

- (iii) a reasonable and proper rent for premises let to any Specified Conference Ministry; and
 - (iv) as may be approved, from time to time, by resolutions of Conference Executive.
- c) The Office of a member of any Specified Ministry Team, shall become vacant:
 - (i) upon his or her decease;
 - (ii) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) if he or she becomes mentally ill or a person whose person or estate is liable to be dealt with, in any way under the law relating to mental health;
 - (iv) if he or she resigns his or her office by notice in writing to any Specified Ministry Team;
 - (v) if he or she is absent for more than six months without leave of any Specified Ministry Team, from meetings of any Specified Ministry Team, held during that period;
 - (vi) if he or she ceases to be a member of any Specified Ministry Team;
 - (vii) upon a resolution being passed by a two-thirds majority of members present at a properly constituted meeting of Conference specially called for the purpose, to remove him or her from office;
 - (viii) if he or she holds any office of profit under any Specified Ministry Team;
 - (ix) if he or she is directly or indirectly interested in any contract or proposed contract with any Specified Ministry Team.
- d) The auditor of any Specified Conference Ministry shall not be a member or closely related to a member of any Specified Ministry Team.
- e) A Ministry Director shall not be a member of a Specified Ministry Team.
- f) Surplus Funds of any Specified Conference Ministry will only:
 - (i) be invested in investments authorised for the Investment of Trust Funds by the Trustee Act 1925; or,
 - (ii) be invested with the Churches of Christ Property Trust for investment pursuant to the Churches of Christ in New South Wales Incorporation Act, 1947.
- g) Any amendment of this constitution pertaining to any Specified Conference Ministry will only take effect provided that the Minister of the Crown for the time being administering the Charities Legislation shall be notified of the amendment and if the Minister's approval is required, the Minister has signified his approval to such amendment being made.

22. MINISTRY TEAM, ADVISORY

The Ministry Team, Advisory shall advise the President of Conference of the names of those approved by that Ministry Team for recommendation to the Registrar General to be granted authority to celebrate marriages in New South Wales together with nominations made from Conference Churches according to their needs. Any such Recommendation will be at the discretion of the Ministry Team, Advisory.

23. VOTING AT MEETINGS OF CONFERENCE CONVENED

- a) Only delegates of Conference Churches may vote on any matter being decided by Conference Convened.
- b) A delegate shall have only one vote even though he may represent more than one church.
- c) At meetings of Conference Convened the chairman shall have a casting vote.
- d) The voting for election of persons to be appointed by Conference Convened under this Constitution, shall be by ballot.⁶
- e) In the event of equal votes being cast in any voting for any election of persons under this Constitution, if it is required to determine who is elected, the chairman shall have a casting vote.
- f) Voting for less than the required number of positions to be filled shall not render a vote informal.

24. ELIGIBILITY FOR OFFICE

Only members who satisfy the Qualifying Conditions shall be eligible for election or appointment, as the case may be, to the Conference Executive provided that this clause shall not apply to the eligibility of persons for appointment to the positions of:

- a) the Ministry Co-Ordinator; and
- b) the Administration Co-Ordinator.

25. ASSOCIATED ORGANISATIONS

Conference will co-operate with the following associated organisations and may, at the discretion of the Conference Executive, receive reports from them and provide opportunity at the time of the Annual Conference Meetings of those organisations:

- a) New South Wales Churches of Christ Ministers' Association,
- b) NSW Churches of Christ Christian Women's Fellowship,
- c) the Trust,
- d) Churches of Christ Provident Fund, and
- e) such other organisations as the Conference Executive may consider to be "associated organisations" of Conference.

26. REGULATIONS

Notwithstanding any other provision herein, Conference or the Conference Executive may make, suspend, amend or rescind the Regulations to ensure the proper conduct of the affairs and meetings of Conference provided that Conference Executive may only exercise these powers at times between meetings of Conference Convened. Such action of the Conference Executive shall be presented to Conference for confirmation at or prior to the next Conference Convened. The regulations shall form part of this Constitution.

⁶ Amendment to cl.23 (d) approved by Conference on 17 November 2021

27. AUDITORS

In this clause 27 "Appointing Bodies" means Churches of Christ New South Wales, Conference Executive and such of the Conference Ministries, Ministry Teams, Australian College of Ministries and the Trust as Conference Executive determines from time to time.

In order to facilitate the audits set out in subclause (b):

- a) Conference Executive must ensure auditors are at all relevant times engaged by such of the Appointing Bodies as Conference Executive determines from time to time;
- b) the Appointing Bodies must, in accordance with resolutions of Conference Executive, from time to time, as and when Conference Executive determines, appoint auditors nominated by Conference Executive provided that no auditor shall be appointed for a term of more than three (3) years. Nothing will prevent auditors being appointed on multiple or successive occasions;
- c) the Appointing Bodies must, as and when Conference Executive determines, terminate the engagement of an auditor and appoint an auditor to fill any such vacancy; and
- d) Conference Executive must cause audits to be undertaken annually in respect of the accounts of each of the Appointing Bodies and any other entity, Conference Executive from time to time determines for each financial year ending immediately prior to each Annual Conference and for an executive summary of each auditor's report to be presented to each Annual Conference.

28. CONSTITUTION

- a) No amendment to the Constitution apart from amendments to the Regulations shall be entertained except at a meeting of Conference Convened.
- b) Six weeks' notice to the Administration Co-Ordinator of the intention to propose any amendment of the Constitution shall be given in writing, signed by the proposer.
- c) Such notice shall set forth fully the terms and nature of the proposed amendment.
- d) The Constitution shall not be amended except by the affirmative vote of two thirds of the delegates voting at the relevant meeting of Conference Convened.
- e) Amendments shall take effect as soon as they are adopted unless Conference Convened otherwise resolves.

29. INTERPRETATION

- a) In this Constitution, unless the context or subject matter otherwise indicates or requires:
 - "**Act**" means the Churches of Christ in New South Wales Incorporation Act, 1947.
 - "**Agreement**" means any deed contract or agreement containing covenants, promises or otherwise dealing with contractual rights and obligations.
 - "**Annual Conference**" means the annual meeting of the delegates of the Conference Churches.
 - "**By-Laws**" means any constitution.
 - "**Charities Legislation**" means, such of the Charitable Collections Act, 1934, the Charitable Fundraising Act, 1991 (as and from the date on which that Act commences) and any other Act of Parliament as may, from time to time be applicable.

"Church of Christ" means the whole of the members whose names are for the time being on the roll of any particular congregation of a church known or styled as a Church of Christ at any particular place in the State of New South Wales, being a church which is affiliated under the Constitution.

"Church Trustee" means the trustee at any relevant time holding property as trustee on behalf of any Conference Church.

"Conference" means the association of Churches of Christ affiliated under this Constitution, and which shall be known as the "Conference of Churches of Christ in New South Wales".

"Conference Auxiliary" means any committee or organisation (not being a Ministry Team) consisting wholly of members of Churches of Christ in New South Wales or elsewhere or any committee or organisation that has for its objects the furtherance of the principles or work of the Churches of Christ in New South Wales or elsewhere or of any Ministry Team and, without limiting the generality of the foregoing, includes the National Conference of Churches of Christ in Australia, any Conference of Churches of Christ in any other State or Territory of Australia, any committee or organisation appointed by or formed by the National Conference of Churches of Christ in Australia or by any Conference of Churches of Christ in any other State, Territory or Trust Territory of Australia.

"Conference Church" means a Church of Christ affiliated under this Constitution.

"Conference Churches" means the Churches of Christ affiliated under this Constitution.

"Conference Convened" means any meeting of delegates of the Conference Churches duly called together in accordance with this Constitution and includes any Annual Conference.

"Conference Convened (Election Conference)" means a meeting of Conference Convened called by Conference Executive (other than an Annual Conference) and designated by Conference Executive as a Conference Convened (Election Conference).

"Conference Ministry" means any department or entity which is or was at any time formed or established by Conference and which is or was either directly or indirectly under the control or direction of Conference whether or not the said Conference Ministry has:

- (i) ceased for any reason to exist;
- (ii) has been merged into another Conference Ministry;
- (iii) is managed or administered by a Ministry Team.

"Conference Officers" means, the Conference President, the Ministry Co-Ordinator and the Administration Co-Ordinator⁷.

"Conference Year" means each period between Annual Conferences or the period between the Relevant Conference and the next Annual Conference.

"Constitution" means this Constitution (including the Regulations) as in force for the time being and all amendments or replacements thereof.

⁷ Amendment to cl. 29(a) approved by Conference on 17 November 2021

"Council of Management" means the Council of 3 persons comprising:

- (i) the Ministry Co-Ordinator;
- (ii) the Administration Co-Ordinator;
- (iii) the appointee of the Conference Executive appointed under Clause 10(e)(i)(A).

"Council of Ministry" means those councils of 3 persons convened from time to time by the Conference Executive comprising:-

- (i) the Ministry Leader for the relevant Ministry Team;
- (ii) the Ministry Co-Ordinator;
- (iii) an appointee of the Conference Executive appointed under Clause 10(e)(i)(B);

convened for the purpose of appointing personnel to each Ministry Team established under this Constitution.

"Delegate" means a person appointed by a Conference Church to represent that Conference Church in meetings of Conference Convened.

"Enactment" means an act of Parliament, an enactment made under an Act of Parliament and includes a Statutory Rule and any instrument made under any such Statutory Rule.

"Initial Ministry Functions" means the following Ministry Functions:

- (i) Christian Education and Evangelism;
- (ii) Community Care (Aged Care);
- (iii) Aborigines Mission;
- (iv) Overseas Mission;
- (v) Training;
- (vi) Church Planting;
- (vii) Youth Activities;
- (viii) Community Care (Welfare);
- (ix) Advisory.

"Instrument" means and includes any instrument, Will, Power of Attorney, Agreement, Constitution, By-Laws, Regulations, Memorandum of Association, Articles of Association, Rules of any Association (whether incorporated or unincorporated) or any document containing provisions relating to the creation of a trust, the terms of any trust or the holding of any property upon trust.

"Member" means a person whose name is for the time being on the roll of any Conference Church.

"Ministry Director" means any person appointed as such in respect of a Ministry Team.

"Ministry Function" means the powers, functions, duties and responsibilities and obligations as are from time to time designated by:-

- (i) the Conference Executive; or

(ii) the Conference Convened;

in respect of a Ministry Team.

"Ministry Leader" means the person appointed to the office of Ministry Leader in respect of a Ministry Team.

"Ministry Team" means:

(i) any group of persons, committee or organisation appointed or formed by Conference or under the Constitution and which is either directly or indirectly under the control or direction of Conference, whether or not the said Ministry Team:-

A. changes its name or has changed its name; or

B. has ceased for any reason to exist;

C. is or has been incorporated into or merged with, another Ministry Team;
and

(ii) a group of persons appointed under the provisions of this Constitution to fulfil a Ministry Function.

"Objective of Conference" mean the objective stated in clause 1.

"Person" means and includes an individual a corporation and a body corporate or politic.

"Prescribed Circumstances" means where a person:

(i) becomes a bankrupt or makes any arrangement or composition with that person's creditors;

(ii) becomes mentally ill or the person or the person's estate is liable to be dealt with, in any way under the law relating to mental health;

(iii) fails to properly fulfil the duties, functions, responsibilities and obligations of that person's position.

"Qualifying Conditions" means that a person:

(i) must be a member, in good standing, with a Conference Church;

(ii) must be of Christian faith and character;

(iii) must not be an employee of Conference, any Ministry Team, the Australian College of Ministries or any entity established by Conference or Conference Executive, whether incorporated or unincorporated, to further the objects and purposes of Conference;

(iv) must be endorsed as a candidate for election by two members of a Conference Church who hold senior leadership positions with that Conference Church;

(v) must consent in writing to being a candidate for election to the relevant office;

(vi) must sign a statement that they will support the Objective of Conference;

(vii) must not be a person who is of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;

(viii) must be a person with a current "working with children check" and/or such other

similar form of endorsement determined by Conference Executive;

- (ix) must, as a condition of nomination, undertake that he or she must subscribe to Governance Standard 5 of the Australian Charities and Not-for-Profits Commission; and
- (x) must undertake to sign and deliver to the Conference President from time to time a declaration that he or she is not disqualified under Governance Standard 4 of the Australian Charities and Not-for-Profits Commissioner.

"Regulations" means the regulations to this Constitution and all amendments or replacements thereof.

"Relevant Conference" means the Conference Convened next held after the 1993 Annual Conference. The Relevant Conference shall be held, in any event, within six (6) months of the 1993 Annual Conference.

"Reporting Period" means the calendar year prior to each respective Annual Conference.

"Special Meeting of Conference" means:

- (i) a meeting of Conference Convened called by Conference Executive (other than an Annual Conference); or
- (ii) a meeting of Conference Convened called by Conference Executive (other than an Annual Conference) and designated by Conference Executive as a Conference Convened (Election Conference). At a Conference Convened (Election Conference) no other business shall be considered, discussed or conducted apart from the elections of persons to positions or offices under this Constitution.

"Specified Conference Ministry" means:

- (i) the Churches of Christ in New South Wales, Community Care Ministry; and
- (ii) any other Conference Ministry established under this Constitution which is required to:-
 - A. comply with the Charities Legislation; or
 - B. comply with any requirement of any Minister of the Crown administering the Charities Legislation.

"Specified Ministry Team" means any and all of:

- (i) the Ministry Team, Community Care (Aged Care);
- (ii) the Ministry Team, Community Care (Welfare); and
- (iii) any other Ministry Team established under this Constitution which is required to:
 - A. comply with the Charities Legislation; or
 - B. comply with any requirement of any Minister of the Crown administering the Charities Legislation.

"Statutory Rule" means:

- (i) a regulation, by-law, rule or ordinance:
 - A. that is made by the Governor; or

- B. that is made by a person or body other than the Governor, but is required by law to be approved or confirmed by the Governor; or
- C. a rule of court.

"Trust" means the Churches of Christ Property Trust constituted under the Act.

"Year" means a calendar year being a period of 12 months commencing on 1 January.

- b) Any reference in any Enactment or Instrument to a Conference Department or Conference Committee shall mean and include as may be necessary and appropriate (and if it is necessary to be determined, as determined by Conference Executive):
 - (i) in the case of a Conference Department, a reference to a Conference Ministry;
 - (ii) in the case of a Conference Committee, a reference to a Ministry Team;
 - (iii) a reference to the Conference Executive, Conference Ministry or the Ministry Team constituted in accordance with this Constitution which is the:
 - D. successor, or
 - E. successor in purpose function role or area of responsibility,to the relevant Conference Department or relevant Conference Committee; or
 - (iv) a reference to the Conference Executive, Conference Ministry or the Ministry Team as having objects purposes functions roles or areas of responsibility similar to that Conference Department or Conference Committee.
- c) Any reference in any Enactment Instrument or Agreement to the Conference Secretary shall mean and include a reference to the Administration Co-Ordinator under this Constitution.
- d) Any reference in any Enactment, Instrument or Agreement to the Conference Treasurer shall mean and include a reference to the Administration Co-Ordinator under this Constitution.
- e) A reference to any Act of Parliament refers to the Act of Parliament as amended, consolidated or replaced by another Act of Parliament from time to time.
- f) A word or expression that indicates one or more particular genders shall be taken to indicate every other gender;
- g) A reference to a word or expression in the singular form includes a reference to the word or expression in the plural form;
- h) A reference to a word or expression in the plural form includes a reference to the word or expression in the singular form;
- i) A reference to a person does not exclude a reference to a corporation (in whatever terms expressed); and
- j) A reference to a person does not exclude a reference to an individual merely because elsewhere there is particular reference to an individual (in whatever terms expressed).

30. INDEMNITY OF IDENTIFIED PERSONS

- a) In subclauses (b) to (g):

- (i) **“Agency”** means without limitation each and all of Conference Executive, each Conference Auxiliary, Conference Ministry, Ministry Team, Specified Ministry Team and any other committee or organisation referred to in the Act of this Constitution (however known or styled) and any group of persons, committee or organisation appointed or formed by Conference, Conference Executive, or under this Constitution;
 - (ii) **“Conference Body”** means Conference and each and every Agency;
 - (iii) **“Identified Person”** means each and every person:
 - A. who is employed by a Conference Body;
 - B. who undertakes voluntary work for, or who provides services on a voluntary basis to, a Conference Body; or
 - C. who is a member of any board or committee (or similar group) of a Conference Body.
- b) Each Identified Person is, to the maximum extent permitted by law, indemnified out of the property of the relevant Conference Body against any liability incurred by the Identified Person arising out of the Identified Person undertaking any activity or role as described in any of subclauses (A), (B) and (C) of subclause (a)(iii) [each a "Role"] except to the extent the liability arises out of any of the following:
- (i) a liability owed to the relevant Conference Body that arose out of conduct which was undertaken intentionally and was not undertaken in good faith; and/or
 - (ii) a liability arising out of any criminal offence or dishonest action or omission.
- This clause does not apply to a liability for legal costs.
- c) Each Identified Person is, to the maximum extent permitted by law, indemnified out of the property of the relevant Conference Body against any liability for legal costs the Identified Person may incur as an Identified Person arising out of the Identified Person undertaking any Role except to the extent the liability is a liability for legal costs incurred in defending an action for a liability incurred as an Identified Person where the costs are incurred:
- (i) in defending or resisting legal proceedings in which the outcome of the proceedings is that the Identified Person is found to have a liability, for which they could not be indemnified under subclause (b); and/or
 - (ii) in defending or resisting legal proceedings in which the outcome of the proceedings is that the Identified Person is found guilty of a crime.
- d) Where any Identified Person is the subject of any legal proceedings arising out of the Identified Person undertaking a Role, the relevant Conference Body may advance funds to that person to assist the Identified Person to defend any such proceedings provided appropriate terms as to the repayment of any funds so advanced are agreed.
- e) Where any Conference Body does not have sufficient financial resources to meet any indemnity under this clause 30 Conference Executive may advance to the Conference Body, sufficient funds to enable the Conference Body to meet the indemnity.
- f) For the purposes of subclause (c) the “outcome of the proceedings” is the outcome of the proceedings and any appeal in relation to the proceedings.

- g) Subclause (b) and subclause (c) are separate and independent indemnities and one is not to be read down by reference to the other.”

REGULATIONS

- a) The ordinary rules of debate and procedure shall regulate the proceedings of meetings of Conference in so far as such rules do not conflict with this Constitution.
- b) Any ten (10) delegates shall be entitled to call for a division upon any question put to the vote. A division of delegates shall then be taken.
- c) At least three months' notice shall be given by Conference Executive to the Conference Churches of the time and place of any Conference Convened called under this Constitution. Notice shall be given by means of a Conference Notice (as hereinafter defined).
- d) A "Nomination Form" (as hereinafter defined) shall accompany each Conference Notice.
- e) A "Nomination Form" shall be in a form, which facilitates the making of nominations and in such form as Conference Executive from time to time determines.
- f) A Conference Notice shall specify:
 - (i) the date, time and place of the relevant Conference Convened;
 - (ii) the positions under the Constitution to be filled by election at the relevant Conference Convened for which Nominations (as hereinafter defined) are required.
 - (iii) the Closing Date (as hereinafter defined);
 - (iv) where the Conference Convened has been designated by Conference Executive as a Conference Convened (Election Conference) that the Conference Convened has been so designated; and
 - (v) the name of the person designated by Conference Executive as the Returning Officer for that Conference Convened (hereinafter referred to as the "Returning Officer"). No person who holds an elected position or office under this Constitution shall be designated as the Returning Officer. The Returning Officer shall not be nominated for election to any office or position under this Constitution at any election at which the person acts as the Returning Officer.
- g) At least one month's notice shall be given by the Conference Executive to the Conference Churches of the business to be considered at any meeting of Conference Convened.
- h)
 - (i) Each Nomination for a person to be elected:
 - A. by the Conference Convened; and
 - B. to the Trust as constituted under the Act,(a "Nomination") shall be made on a Nomination Form.
 - (ii) A Nomination for election must be made and endorsed by two members of a Conference Church who hold senior leadership positions with that Conference Church.⁸
 - (iii) A Nomination must be lodged with the Conference Executive not later than one

⁸ Amended by Conference Executive on the 1st October 2020 in line with new Qualifying Conditions.

month before the relevant Conference Convened (the "Closing Date").⁹

- (iv) Each Nomination shall bear a notation confirming the written consent of the nominee to the nomination.
- (v) Subject to (vii), each Nomination shall be put to the ballot and each nominee shall be required to secure fifty percent (50%) or more of the valid votes cast in order to be elected except where the number of Nominations received exceeds ¹⁰ the maximum number to be elected to a particular position or positions in which event:-
 - A. the requirement to secure fifty percent (50%) or more of the valid votes cast shall be waived;
 - B. the persons to be elected shall be that number of persons equal to the number of positions to be filled (the "Relevant Number"); and
 - C. the Relevant Number of persons who obtain the highest number of valid votes cast shall be elected.
- (vi) Sub-regulation (v) shall, subject to the Act, apply as far as practicable to the election of members of the Trust in such manner as Conference Executive determines so as to ensure proper elections and compliance with the Act.
- (vii) To be elected as a Conference Officer a nominee for a position shall be required to secure fifty percent (50%) or more of the valid votes cast, but should there be three or more nominations for any one office:
 - A. the requirement to secure fifty percent (50%) or more of the valid votes cast shall be waived; and
 - B. the persons to be elected shall be that number of persons equal to the number of offices to be filled (the "Relevant Number"); and
 - C. the election for that office shall be by way of preferential voting.
- (viii) A reference in this regulation to "preferential voting" shall mean, so far as practicable, the manner in which voting is conducted in respect of the Legislation Assembly Elections specified in the Constitution Act, 1902, (NSW) adopted in such manner as the Chairman of that meeting of Conference Convened so determines.
- (ix) For the purpose of electing persons to any office or position under this Constitution postal voting shall be allowed in accordance with the provisions of Regulation (q).
- (x) The result of any elections conducted under this Constitution:
 - A. shall be declared by the Chairman of the Meeting of Conference Convened as soon as possible after the Close of Polling (as that expression is defined in Regulation (q)); and
 - B. shall be given by the Returning Officer to the Conference Churches in writing within 14 days of the date of the Close of Polling.
- i) Each Conference Church shall lodge its list of delegates to each Conference Convened with the Conference Executive at least six weeks prior to the date of the commencement of each

⁹ Amended by Conference Executive on 1 October 2020 to reduce the timeline from six weeks to one month.

¹⁰ Amendment approved by Conference on 17 November 2021

Conference Convened. Any Conference Church through its secretary, or other accredited representative appointed for the purpose, shall be entitled to alter its list of delegates at any time prior to the commencement of any meeting of Conference Convened.

- j)
- (i) Six weeks notice in writing shall be given to the Conference Executive of all business to be brought forward at any meeting of Conference Convened.
 - (ii) Such notice shall:
 - A. set forth fully the motion to be moved at the meeting;
 - B. be signed by the Proposer of the motion.
 - (iii) Sub-clause (i) shall not apply to any business:
 - A. presented in or arising out of any reports submitted to that meeting; or
 - B. which the Chairman of that meeting of Conference Convened at his discretion determines to be general business;and Conference Convened may in such circumstances consider and determine that business.
- k) Printed reports presented at a meeting of Conference Convened shall be taken as read.
- l) Each Conference Church shall contribute towards the expenses of the meetings of Conference Convened that amount per annum as determined from time to time by Conference Executive for each twenty-five (25) members (or portion thereof) of that Conference Church.
- m) The Conference Executive shall:
 - (i) Consolidate the financial requirements of the Conference Ministries and Ministry Teams for each year.
 - (ii) Prepare and submit annually a consolidated Conference financial commitment and suggested allocation of unspecified funds for ratification by Conference Convened.
 - (iii) Allocate funds received by the Conference to the Conference Ministries and Ministry Teams according to the direction given from time to time by Conference but after providing for expenses necessarily incurred by the Conference and Conference Executive.
- n) Each Conference Ministry and Ministry Team shall report to Conference Executive at such intervals as may be required by Conference Executive. The report for presentation shall include a properly audited statement of receipts and payments for each period of not less than twelve months ending during each relevant Reporting Period. Each Ministry Team and Conference Ministry shall, by February 1 in each year, submit to Conference Executive a budget for that year.
- o) Conference Executive shall establish and maintain a register of ministers, church secretaries, membership and employees of Conference Ministries and Ministry Teams.
- p) Should it be necessary for any Conference Ministry or Ministry Team to register for the purpose of any Enactment under a name which is different from that given in this Constitution, then such name shall first be submitted to the Conference Executive for its written approval.
- q) The procedure for voting under these Regulations shall be as follows:

- (i) The Conference Executive shall within 7 days after the Closing Date cause ballot papers listing all validly nominated nominees, and appropriate personal details in respect of each nominee (such personal details being the information supplied on each nominees' form of Nomination), to be sent to each delegate of each Conference Church care of the address of each Conference Church together with a notice specifying:
 - A. all necessary information as to the method and means of voting including for the purpose of Regulation (q)(ii) the postal address of the Returning Officer (the "Postal Address");
 - B. that for the purpose of postal voting completed ballot papers must be lodged with the Returning Officer at any time prior to but not later than fifteen minutes prior to the time of the closing of the ballot at the relevant meeting of Conference Convened at which the ballot is conducted (referred to in these Regulations as the "Close of Polling");
- (ii) Each delegate may vote for the election of persons to be elected by:
 - A. lodging the delegate's completed ballot paper with the Returning Officer in an otherwise unmarked envelope bearing the words "ballot paper" within an envelope bearing the delegate's signature and name addressed to "The Returning Officer". The completed ballot paper, to be included in the ballot, must be lodged with the Returning Officer at any time prior to, but not later than 15 minutes before, the Close of Polling. For the purpose of this regulation lodgement may be effected in either of the following ways:-
 - 1) by delivering by hand to the Returning Officer; or
 - 2) by posting to the Returning Officer care of the Postal Address;or
 - B. the delegate or a person on behalf of the delegate placing the delegate's completed ballot paper in the relevant Ballot Box prior to the Close of Polling.
- (iii) All Ballot Papers lodged with or received by the Returning Officer in accordance with regulation (ii)(A) shall be placed in the relevant Ballot Box by the Returning Officer prior to the Close of Polling;
- (iv) For the purpose of this regulation, in the event the person designated as Returning Officer is at any time unable to act, Conference Executive may appoint a substitute person to fulfil the function of that Returning Officer.
- r) For the purpose of the conduct of any meeting of Conference Convened, Conference Executive may establish facilities and arrangements using any technology that gives the delegates of the Conference Churches as a whole a reasonable opportunity to participate in any meeting of Conference Convened.¹¹
- s) For the purpose of the election of persons as members of Conference Executive at the Determining Annual Conference this regulation (s) shall have effect and shall be deemed deleted from this Constitution on that date which is three (3) months after the date of the

¹¹ Added to Regulations on 22 June 2020 by Conference Executive.

Determining Annual Conference. At the Determining Annual Conference up to nine (9) persons are to be elected. For the purpose described:

- i. Regulation (h)(i) to (h)(iv), inclusive, shall have effect for the purposes of this Regulation (s);
- ii. Regulations (h)(v), (h)(vi), (h)(vii) and (h)(viii) shall not have effect for the purposes of this Regulation (s);
- iii. each Nomination of a person for election as a member of Conference Executive at the Determining Annual Conference shall be put to the ballot and each nominee shall be required to secure fifty percent (50%) or more of the valid votes cast in order to be elected except where the number of Nominations received exceeds by 2 or more the maximum number to be elected to Conference Executive in which event:
 1. the requirement to secure fifth percent (50%) or more of the valid votes cast shall be waived;
 2. the persons to be elected shall be that number of persons equal to the number of positions to be filled (the "**Relevant Number**"); and
 3. the Relevant Number of persons who obtain the highest number of valid votes cast shall be elected.
- iv. where any First Wave Nominees are elected under Regulation (s)(iii) they shall be elected for terms of office ending at the conclusion of the first Annual Conference following the Determining Annual Conference;
- v. where any Second Wave Nominees are elected under Regulation (s)(iii) they shall be elected for terms of office ending at the conclusion of the second Annual Conference following the Determining Annual Conference;
- vi. where any Third Wave Nominees are elected under Regulation (s)(iii) they shall be elected for terms of office ending at the conclusion of the third Annual Conference following the Determining Annual Conference;
- vii. where any Nominees at Large are elected under Regulation (s)(iii) they shall be deemed to be elected for terms of office in accordance with Regulation (s)(viii); and
- viii. the order in which Nominees at Large are elected is to be determined. The Nominees at Large shall be deemed to have been elected in the order determined by lot. After determining the order of their deemed election by lot, in the order of that deemed election, these persons shall be deemed to be appointed, subject to the number of the persons so elected, to fill:
 1. the unfilled positions in respect of terms of office ending at the conclusion of the third Annual Conference following the Determining Annual Conference (if any);
 2. the unfilled positions in respect of terms of office ending at the conclusion of the second Annual Conference following the Determining Annual Conference (if any); and

3. the unfilled positions in respect of terms of office ending at the conclusion of the first Annual Conference following the Determining Annual Conference (if any)."^{12 13}

¹² Added to Regulations on 17 November 2021 by Conference.

¹³ This Regulation (s) is deemed to be deleted from this Constitution from 15 February 2023.