

CONSTITUTION

OF

CCCVaT Ministries Ltd

Australian Company Number (ACN) 629 507 099

Australian Business Number (ABN) 82 629 507 099

A company limited by guarantee

Table of contents

Preliminary

- 1 Name of CCCVaT Ministries Ltd
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions

Religious charitable purposes and powers

- 6 Object
- 7 Distinctives, Statement of Faith, Doctrinal Statement and Board Charter
- 8 Powers
- 9 Not-for-profit
- 10 Amending the constitution

Members

- 11 Membership
- 12 Initial members
- 13 How to apply to become a member
- 14 Para-church organization
- 15 Delegate requirements
- 16 Directors decide whether to approve membership
- 17 When a person becomes a member
- 18 When a person stops being a member
- 19 Register of members and Member's Delegates

Dispute resolution and disciplinary procedures

- 20 Dispute resolution
- 21 Disciplining members

General meetings of members

- 22 General meetings called by Directors
- 23 General meetings called by members
- 24 Annual general meeting
- 25 Notice of general meetings
- 26 Quorum at general meetings

- 27 Using technology to hold meetings
- 28 Auditor's right to attend meetings
- 29 Chairperson for general meetings
- 30 Role of the chairperson
- 31 Adjournment of meetings

Members' resolutions and statements

- 32 Members' resolutions and statements
- 33 Company must give notice of proposed resolution or distribute statement

Voting at general meetings

- 34 How many votes a member has
- 35 Challenge to member's right to vote
- 36 How voting is carried out
- 37 When and how a vote in writing must be held
- 38 Appointment of proxy
- 39 Voting by proxy

Directors

- 40 Number of Directors
- 41 Election and appointment of Directors
- 42 Election of chairperson
- 43 Term of office
- 44 When a Director stops being a Director

Powers of Directors

- 45 Powers of Directors
- 46 Delegation of Directors' powers
- 47 Payments to Directors
- 48 Execution of Documents

Duties of Directors

- 49 Duties of Directors
- 50 Conflicts of interest

Directors' meetings

- 51 When the Directors meet
- 52 Calling Directors' meetings

- 53 Chairperson for Directors' meetings
- 54 Quorum at Directors' meetings
- 55 Using technology to hold Directors' meetings
- 56 Passing Directors' resolutions
- 57 Circular resolutions of Directors

Secretary

- 58 Appointment and role of secretary

Minutes and records

- 59 Minutes and records
- 60 Financial and related records

By-laws

- 61 By-laws

Notice

- 62 What is notice
- 63 Notice to CCCVaT Ltd
- 64 Notice to members
- 65 When notice is taken to be given

Financial matters

- 66 Company's financial year
- 67 Appointment of Auditor

Indemnity, insurance and access

- 68 Indemnity
- 69 Applicable persons
- 70 Insurance
- 71 Directors' access to documents

Winding up

- 72 Surplus assets not to be distributed to members
- 73 Distribution of surplus assets

ANNEXURE 1

Historical Background

ANNEXURE 2

Distinctives

ANNEXURE 3

Statement of Faith

ANNEXURE 4

Doctrinal Statement

PRELIMINARY

1. Name of the Company is:

CCCVaT Ministries Ltd [CCCVaT].

2. Type of company:

CCCVaT Ministries Ltd [CCCVaT] is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity for advancing religion as registered with the ACNC.

3. Limited liability of members:

The liability of **members** is limited to the amount of the guarantee in clause 4.

4. The guarantee:

Each **member** must contribute an amount not more than \$10 (the guarantee) to the property of CCCVaT if CCCVaT is wound up while the **member** is a **member** or within 12 months after ceasing to be a **member**, and this contribution is required to pay for the:

- (a) debts and liabilities of CCCVaT, or
- (b) costs of winding up.

5. Definitions and Interpretation:

In this constitution, words and phrases have the meaning set out as follows:

5.1 Definitions:

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

board means the board of the Company.

CCCVaT Ministries Ltd means CCCVaT and visa-versa.

Christian Brethren Churches [Victoria and Tasmania] means those churches listed in the Australian Missionary Tidings Directory in Australia and other member churches in Victoria and Tasmania.

Christian Brethren Trust means the trust established by the Trust Deed dated 1 August 1921 and the Supplemental Trust Deed executed on 5 February 1962 which deeds are registered in the register of Successory Trusts under the Successory & Charitable Trusts Act 1958.

church means a church recognized as a Christian Brethren Church.

Company means CCCVaT Ltd referred to in clause 1.

Corporations Act means the *Corporations Act 2001* (Cth).

Delegate means a **member** church's nominee to represent it at CCCVaT **member** meetings.

Director means a person elected or appointed to the board of the Company.

elected chairperson means a person elected by the Directors to be CCCVaT Ltd's chairperson under clause 42.

general meeting means a meeting of **members** and includes the annual **general meeting**, under clause 24.

member means a **member** of CCCVaT Ltd, its nominee or delegate.

member present means, in connection with a **general meeting**, a **member present** in person, by delegate or by proxy at the venue or venues for the meeting.

registered charity means a charity that is registered under the **ACNC Act**.

special resolution means a resolution:

- i. of which notice has been given under clause 25(5)(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of CCCVaT Ltd that remain after paying all debts and other liabilities of CCCVaT Ltd, including the costs of winding up.

5.2 Reading this constitution with the Corporations Act:

- (1) The replaceable rules set out in the Corporations Act do not apply to CCCVaT.
- (2) While CCCVaT is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- (3) If CCCVaT is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- (4) A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

5.3 Interpretation:

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

RELIGIOUS CHARITABLE PURPOSES AND POWERS

6. Object:

CCCVaT exists to serve its churches under the objects prescribed in Clause 6 of this constitution. CCCVaT recognises and is committed to the autonomy of our Christian Community Churches but encourages a commitment to fellowship with other Churches within

the movement. Churches are not accountable to CCCVaT and CCCVaT is not responsible for the conduct of the churches or the pastor or the leaders the churches may choose to appoint. CCCVaT's object is to pursue the following religious charitable purpose(s):

- (a) To enable the Christian Brethren Churches in Victoria and **member** Tasmania churches to:
 - i. advance the Gospel of Jesus Christ; and
 - ii. be a dynamic and relevant Christian movement

in collaboration with the Christian Brethren Trust [CBT], Christian Brethren Community Care Ltd [CBCC], Christian Youth Camps Ltd [CYC], Mission Advisory Council [VIC] [MAC-VIC], CCCVaT School Support Services Ltd and/or such other entities as agreed by **members** from time to time.
- (b) To aid and assist Christian Brethren Churches in Victoria and **member** Tasmania churches by:
 - i. equipping and resourcing current and future leaders;
 - ii. aiding and resourcing the ministry of those churches including providing assistance to help revitalize them;
 - iii. developing and maintaining guidelines and policies;
 - iv. promoting ministry initiatives.
- (c) To:
 - i. Plant new Christian Churches;
 - ii. Develop and implement new ministries; and
 - iii. Maintain a network for the sharing of Christian initiatives.
 - iv. seek ways to emphasize unity of belief at the same time as enjoying and encouraging diversity in the way in which local Churches express themselves.
- (d) To aid and assist CCCVaT School Support Services Ltd to:
 - i. fund and promote school chaplaincy; and
 - ii. manage all aspects of school chaplaincy.
- (e) To raise funds for religious charitable purposes including but not limited to Christian ministry and School Chaplaincy.

7. Distinctives, Statement of Faith, Doctrinal Statement and Board Charter:

- (1) CCCVaT abides to the core values as enshrined in its Distinctives as detailed Annexure 2.
- (2) CCCVaT abides to 'The Statement of Faith' of the Christian Community Churches in Australia as detailed Annexure 3 and on its website:

<http://ccaust.org/about-us/statement-of-faith/>.

(3) CCCVaT abides to 'Doctrinal Statement' of the Christian Community Churches in Victoria and Tasmania as detailed Annexure 4.

(4) CCCVaT abides to a Board Charter that the board retains the right to modify at will.

8. Powers:

Subject to clause 9, CCCVaT has the following powers, which may only be used to carry out its purpose(s) detailed in clauses 6 and 7:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

9. Not-For-Profit:

- (1) CCCVaT must not distribute any income or assets directly or indirectly to its **members**, except as provided in clauses 9 (2) and 73.
- (2) Clause (1) does not prevent CCCVaT from undertaking the following, provided they are done in good faith:
 - (a) paying a **member** for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to CCCVaT; or
 - (b) making a payment to a **member** in carrying out CCCVaT religious charitable purpose(s).

10. Amending the Constitution:

- (1) Subject to clause 10 (2), the **members** may amend this constitution by passing a special resolution. The amendment must be approved by the Christian Brethren Trust prior to being presented to a **members** meeting of the Company.
- (2) The **members** must not pass a special resolution to amend this constitution which causes CCCVaT Ltd to no longer qualify to be a charity.

MEMBERS

11. Membership:

Membership of CCCVaT is available to:-

- (1) Churches that are the:
 - (a) the initial **members** who are existing **members** of the Unincorporated Association of Christian Community Churches in Victoria or Tasmania; and
 - (b) a church which has successfully applied to the board to become a **member** of CCCVaT.
- (2) a Para-church organization directly associated or connected with some or all recognised Christian Brethren churches in Australia or **member** churches of CCCVaT which is committed to the Distinctives, Statement of Faith and Doctrinal Statement

referred to in clause 7.

Initial members:

- 12.** The initial **members** are required to acknowledge agreement to the Distinctives, Statement of Faith and Doctrinal Statement of CCCVaT as referred to in clause 7 and nominate Delegates to be the member's representatives, as per the formula prescribed in clause 13, who may be the same Delegates who at the time of incorporation were Delegates of the unincorporated association.

How to apply to become a member:

- 13.** A church seeking to become a **member** of CCCVaT, may apply for membership on the prescribed application form, which shall provide for the nomination of Delegates over the age of 18 to represent the **member** as per the following formula:

- (1) Churches with 1 to 100 attendees, may appoint one Delegate.
- (2) Churches with 101 or more attendees, may appoint two Delegates.

The number of attendees of an Associate is to be determined by the leadership of the relevant **member** (acting reasonably) and notified in writing to the Association upon request.

Para-church organization:

- 14.** A Para-church organization directly associated or connected with some or all of the recognised Brethren Churches in Australia or **members** of CCCVaT, which is committed to the Distinctives, Statement of Faith and Doctrinal Statement referred to in clause 7, may apply for membership on the prescribed application form, which will include the name of one Delegate over the age of 18 years to represent the organization.

Delegate/Director requirements:

- 15. Member** nominees, representatives, and Directors are required to be a person of good standing, at least 18 years of age of a **member** church of CCCVaT or a board member/director of a Para-church organisation as referred to in clause 14 however, one Director at any one time may be member in good standing of a church in Australia other than a **member** church of CCCVaT provided that the church has a Statement of Faith and or beliefs consistent with the Statement of Faith and Doctrinal Statement referred to in clause 7.

16. Directors Decide Whether to Approve Membership and Eligibility for Directorship:

- (1) The Directors shall approve membership of an initial **Delegate** provided the Church and or Para-church organisation acknowledges agreement to the Distinctives, Statement of Faith and Doctrinal Statement referred to in clause 7 and provides the details of the **member**, its nominee's and its Delegate in accordance with clause 19.

- (2) For all other applications by churches and Para-church organisations the Directors must consider an application for membership within a reasonable time after the secretary receives the application.
- (3) If the Directors approve an application, the secretary must as soon as possible:
 - (a) enter the Delegates of the new **member** on the register of **members**, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership commenced.
- (4) If the Directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, without reasons.
- (5) The Directors must consider applications on the prescribed form for qualifying persons wishing to be a director of CCCVaT, that are received by the secretary at least twenty eight days before an annual general meeting.
- (6) If the Directors form the view that an application for a person to be a director is a member in good standing of a church which has a Statement of Faith and beliefs that are consistent with the Statement of Faith and Doctrinal Statement referred to in clause 7, the secretary must as soon as possible write to the applicant to tell them that their application is approved and the applicant shall be eligible for election as a director.
- (7) If the Directors reject the application for a person to be a director, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, without reasons.

17. When a Person Becomes a Member:

17.1 The **member's** nomination of a representative shall become effective once the representative's details are entered into the register of **members**.

17.2 The **member's** representative shall hence be known as a Delegate.

18. When a Person Ceases Being a Member:

A person immediately ceases being a **member's nominee or** Delegate (and where relevant a **member** immediately ceases being a **member**) if:

- (a) the secretary of CCCVaT has been notified in writing that the Delegate has been replaced (including being redundant due to a reduction in the membership of their church resulting in a change of entitlements set out in clause 13), by the Elders or leadership of the **member** church;
- (b) the secretary of CCCVaT Ltd has been notified in writing that the relevant Delegate has been replaced by a decision of the Para-church organisation;
- (c) they cease to be of sound mind or body;
- (d) they become insolvent;
- (e) they resign, by writing to the secretary;

- (f) they are expelled under clause 21;
- (g) they bring the movement into disrepute;
- (h) they do not act in accordance with biblical principles; or
- (i) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a Delegate according to their appointment.

19. Register of Members and Member's Delegates:

CCCVaT must establish and maintain a register of **members** and **member's** Delegates. The register must be kept by the secretary and must contain:

- (a) for each **member** and each **member** that ceased being a **member** in the last seven years:
 - i. name of the church.
 - ii. street address of the church or Para-church organisation.
 - iii. postal address of the church or Para-church organisation, for the service of notices.
 - iv. email address of the church or Para-church organisation.
 - v. date the **member** was entered on to the register.
 - vi. Date the **member** ceased to be a member.
- (b) for each Delegate that ceased being a Delegate in the last seven years:
 - i. name of the Delegate.
 - ii. address of the Delegate.
 - iii. address of the Delegate for the service of notices.
 - iv. email address of the Delegate.
 - v. date the Delegate was entered on to the register.
 - vi. Date the Delegate ceased to be a Delegate of the **member**.
- (2) CCCVaT Ltd must give current **members** access to the register of **members** and Delegates.
- (3) Information that is accessed from the register of **members** and Delegates must only be used in a manner relevant to the interests or rights of **members**.

DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURES

20. Dispute Resolution:

- (1) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a **member**, Delegate or a Director and:
 - (a) one or more **members**;
 - (b) one or more Delegate;
 - (c) one or more Directors; or
 - (d) CCCVaT.

- (2) A **member** must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 21 until the disciplinary procedure is completed.
- (3) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (4) If those involved in the dispute do not resolve it under clause 20 (3), they must within 10 days:
 - (a) tell the Directors about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation;
- (5) The mediator must:
 - (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree:
 - i. for disputes between Delegate, a person chosen by the Directors; or
 - ii. for other disputes, a person chosen by the trustees for the time being of the Christian Brethren Trust.
- (6) A mediator chosen by the Directors under clause (5)(b)(i):
 - (a) may be a **member** Delegate or former **member** Delegate of CCCVaT;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- (7) When conducting the mediation, the mediator must:
 - (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.

21. Disciplining Members:

- (1) In accordance with this clause, the Directors may resolve to warn, suspend or expel a **member** from CCCVaT if the Directors consider that:
 - (a) a **member** has rejected one or more of the components of the Distinctives, Statement of Faith and Doctrinal Statement referred to in clause 7;
 - (b) a **member** is acting in a manner inconsistent with the Distinctives, Statement of Faith and Doctrinal Statement referred to in clause 7;
 - (c) the **member** has breached this constitution, or
 - (d) the **members'** behaviour has caused, is causing or is likely to cause harm to CCCVaT, the movement and the Christian Faith in general.

- (2) At least 14 days before the Directors' meeting at which a resolution under clause 21 (1) will be considered, the secretary must notify the **member** and its Delegate(s) in writing:
 - (a) that the Directors are considering a resolution to warn, suspend or expel the **member**;
 - (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - (c) what the **member** is said to have done or not done; and
 - (d) the nature of the resolution that has been proposed.
- (3) Before the Directors pass any resolution under clause 21 (1), the **member** must be given a chance to explain or defend themselves by:
 - (a) sending the Directors a written explanation before that Directors' meeting; and/or
 - (b) speaking at the meeting.
- (4) After considering any explanation under clause 23 (3), the Directors may take such steps they consider appropriate to suspend, warn or expel the **member** from membership of CCCVaT Ltd including:
 - (a) take no further action;
 - (b) warn the **member**;
 - (c) suspend the **member's** rights for a period of no more than 12 months;
 - (d) expel the **member**;
 - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
 - (f) require the matter to be determined at a general meeting or annual general meeting.
- (5) The Directors cannot fine a **member**.
- (6) The secretary must give written notice to the **member** of the decision under clause 21 (4) as soon as possible.
- (7) Disciplinary procedures must be completed as soon as reasonably practical.
- (8) There will be no liability for any loss or injury suffered by the **member** or its Delegate as a result of any decision made in good faith under this clause.

GENERAL MEETINGS OF MEMBERS

22. General Meetings Called by Directors:

- (1) The Directors may call a general meeting.
- (2) If **members** with at least 5% of the votes that may be cast at a general meeting make a written request to CCCVaT for a general meeting to be held, the Directors must:
 - (a) within 21 days of the **members** request, give all **members** notice of a general meeting; and

- (b) hold the general meeting within 2 months of the **members** request.
- (3) The percentage of votes that **members** have (in clause 22 (2)) is to be worked out as at midnight before the **members** request the meeting.
- (4) The **members** who make the request for a general meeting must:
 - (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to CCCVaT.
- (5) Separate copies of a document setting out the request may be signed by **members** if the wording of the request is the same in each copy.

23. General Meetings Called by Members:

- (1) If the Directors do not call the meeting within 21 days of being requested under clause 22 (2), 50% or more of the **members** who made the request may call and arrange to hold a general meeting.
- (2) To call and hold a meeting under clause 23 (1) the **members** must:
 - (a) as far as possible, follow the procedures for general meetings set out in this constitution;
 - (b) call the meeting using the list of **members** on CCCVaT's **member** register, which CCCVaT must provide to the **members** making the request at no cost; and
 - (c) hold the general meeting within three months after the request was given to CCCVaT.
- (3) CCCVaT must pay the **members** who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

24. Annual General Meeting:

- (1) A general meeting, called the annual general meeting, must be held:
 - (a) within 18 months after registration of CCCVaT; and
 - (b) after the first annual general meeting, within five months after the end of each financial year.
- (2) Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
 - (a) a review of CCCVaT's activities;
 - (b) a review of CCCVaT's finances;
 - (c) any auditor's report;
 - (d) the election of Directors, and
 - (e) the appointment and payment of auditors, if any.
 - (f) any statement the Company is required to provide under the ACNC Act or the Corporations Act.

- (3) Before or at the annual general meeting, the Directors must give information to the **members** on CCCVaT activities and finances during the period since the last annual general meeting.
- (4) The chairperson of the annual general meeting must give the **members** as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of CCCVaT.

25. Notice of General Meetings:

- (1) Notice of a general meeting must be given to:
 - (a) each **member's** Delegate entitled to vote at the meeting;
 - (b) each Director; and
 - (c) the auditor (if any).
- (2) Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- (3) Subject to clause 25 (4), notice of a meeting may be provided less than 21 days before the meeting if:
 - (a) for an annual general meeting, all the **members** entitled to attend and vote at the annual general meeting agree beforehand; or
 - (b) for any other general meeting, **members** with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (4) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a Director;
 - (b) appoint a Director in order to replace a Director who was removed; or
 - (c) remove an auditor.
- (5) Notice of a general meeting must include:
 - (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution; and
 - (d) a statement that **members'** have the right to appoint proxies and that, if a **members'** Delegate appoints a proxy:
 - i. the proxy must be a member in good standing with the **member**;
 - ii. the proxy form must be delivered to CCCVaT at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - iii. the proxy form must be delivered to CCCVaT at least 48 hours before the meeting.

- (6) If a general meeting is adjourned for one month or more, the **members'** Delegate(s) must be given new notice of the resumed meeting.

26. Quorum at General Meetings:

- (1) For a general meeting to be held, the **member** Delegates of at least 25% of the Company's **members** (a quorum) must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a **members'** Delegate or proxy of more than one **member**).
- (2) No business may be conducted at a general meeting if a quorum is not present.
- (3) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- (4) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

27. Using Technology to Hold Meetings:

- (1) CCCVaT may hold a general meeting at two or more venues using any technology that gives the **members** as a whole a reasonable opportunity to participate, including to hear and be heard.
- (2) Anyone using this technology is taken to be present in person at the meeting.

28. Auditor's Right to Attend Meetings:

- (1) The auditor (if any) is entitled to attend any general meeting and to be heard by the **members** on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (2) CCCVaT Ltd must give the auditor (if any) any communications relating to the general meeting that a Delegate is entitled to receive.

29. Chairperson for General Meetings:

- (1) The elected chairperson is entitled to chair general meetings.
- (2) The **members** present and entitled to vote at a general meeting may choose a Director or **members'** Delegate to be the chairperson for that meeting if:
 - (a) there is no elected chairperson, or
 - (b) the elected chairperson is not present within 30 minutes after the starting time set for the meeting, or

- (c) the elected chairperson is present but says they do not wish to act as chairperson of the meeting.

30. Role of the Chairperson:

- (1) The chairperson is responsible for the conduct of the general meeting, and for this purpose must give **members** a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- (2) The chairperson has a casting vote in the event of a deadlock [equal votes for and against a motion].

31. Adjournment of Meetings:

- (1) If a quorum is present, a general meeting must be adjourned if a majority of Delegates present direct the chairperson to adjourn it.
- (2) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

MEMBERS' RESOLUTIONS AND STATEMENTS

32. Members' resolutions and statements:

- (1) **Members** with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to CCCVaT of a resolution they propose to move at a general meeting (**members'** resolution); and/or
 - (b) a written request to CCCVaT that CCCVaT give all **members** a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (**members'** statement).
- (2) A notice of a **members'** resolution must set out the wording of the proposed resolution and be signed by the **members'** Delegates proposing the resolution.
- (3) A request to distribute a **members'** statement must set out the statement to be distributed and be signed by the **members'** Delegates making the request.
- (4) Separate copies of a document setting out the notice or request may be signed by **members'** Delegates if the wording is the same in each copy.
- (5) The percentage of votes that **members** have (as described in clause 32(1)) is to be worked out as at midnight before the request or notice is given to CCCVaT.
- (6) If CCCVaT Ltd has been given notice of a **members'** resolution under clause 32(1)(a), the resolution must be considered at the next general meeting held no more than two months after the notice is given.
- (7) This clause does not limit any other right that a **members'** Delegate has to propose a resolution at a general meeting.

33. Company Must Give Notice of Proposed Resolution or Distribute Statement:

- (1) If CCCVaT has been given a notice or request under clause 32:
 - (a) in time to send the notice of proposed **members'** resolution or a copy of the **member's** statement to Delegates with a notice of meeting, it must do so at CCCVaT cost, or
 - (b) too late to send the notice of proposed **members'** resolution or a copy of the **members'** statement to **members** with a notice of meeting, then the **member** who proposed the resolution or made the request must pay the expenses reasonably incurred by CCCVaT in giving the **members** notice of the proposed **members'** resolution or a copy of the **members'** statement. However, at a general meeting, the **members** may pass a resolution that CCCVaT will pay these expenses.
- (2) CCCVaT Ltd does not need to send the notice of proposed **members'** resolution or a copy of the **members'** statement to Delegates if:
 - (a) it consists of more than 1000 words;
 - (b) the Directors consider it may be defamatory;
 - (c) clause 33(1)(b) applies, and the **members** who proposed the resolution or made the request have not paid CCCVaT enough funds to cover the cost of sending the notice of the proposed **members'** resolution or a copy of the **members'** statement to Delegates; or
 - (d) in the case of a proposed **members'** resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the **members**.

VOTING AT GENERAL MEETINGS

34. How Many Votes a Member Has:

- (1) Each **members'** Delegate has one vote.
- (2) Each **member** may exercise as many votes according to the number of **members'** Delegates allowed under clause 13.

35. Challenge to Delegate's Right to Vote:

- (1) A **member** or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- (2) If a challenge is made under clause 35 (1), the chairperson must decide whether or not the Delegate may vote. The chairperson's decision is final.

36. How Voting is Carried Out:

- (1) Voting must be conducted and decided by:
 - (a) a show of hands;

- (b) a vote in writing; or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- (2) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
 - (3) On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
 - (4) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

37. When and How a Vote in Writing Must be Held:

- (1) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (a) the **members'** Delegates of at least five **members** present;
 - (b) **Delegates present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - (c) the chairperson.
- (2) A vote in writing must be taken when and how the chairperson directs, unless clause 37 (3) applies.
- (3) A vote in writing must be held immediately if it is demanded under clause 37 (1):
 - (a) for the election of a chairperson under clause 29 (2); or
 - (b) to decide whether to adjourn the meeting.
- (4) A demand for a vote in writing may be withdrawn.

38. Appointment of Proxy:

- (1) A **member** may appoint a proxy to attend and vote at a general meeting on their behalf.
- (2) A proxy does not need to be a **members'** Delegate but must be a member of a **member** church of CCCVaT or board member of a **member** Para-church organisation.
- (3) A proxy appointed to attend and vote on behalf of the **member** has the same rights as the **members'** Delegate to:
 - (a) speak at the meeting;
 - (b) vote (including in writing) (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under clause 37 (1).
- (4) An appointment of proxy (proxy form) must be signed by the **member** appointing the proxy and must contain:
 - (a) the **member's** name and address;
 - (b) the CCCVaT Ltd's name;
 - (c) the proxy's name or the name of the office or membership held by the proxy; and

- (d) the meeting(s) at which the appointment may be used.
- (5) A proxy appointment may not be standing (ongoing).
- (6) Proxy forms must be received by the CCCVaT at the address stated in the notice under clause 25(5)(d) or at the CCCVaT registered address at least 48 hours before a meeting.
- (7) A proxy does not have the authority to speak and vote for a **member** at a meeting while the **members'** Delegate is at the meeting.
- (8) Unless the CCCVaT receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing **member**:
 - (a) Dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a **members'** Delegate who appointed the proxy.
- (9) A proxy appointment may specify the way the proxy must vote on a particular resolution.

39. Voting by Proxy:

- (1) A proxy is not entitled to vote on a show of hands (but this does not prevent a Delegate appointed as a proxy from voting as a **member** on a show of hands).
- (2) When a vote in writing is held, a proxy:
 - (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a Delegate or holds more than one proxy, may cast the votes held in different ways.

DIRECTORS

40. Number of Directors:

CCCVaT Ltd must have at least five and no more than nine Directors.

41. Election and Appointment of Directors:

- (1) The initial Directors are the people who have agreed to act as Directors and who are named as proposed Directors in the application for registration of CCCVaT.
- (2) Apart from the initial Directors and Directors appointed under clause 41 (5), the **members** may elect a Director by a resolution passed in a general meeting.
- (3) Each of the Directors must be appointed by a separate resolution, unless:
 - (a) the representatives present have first passed a resolution that the appointments may be voted on together; and
 - (b) no votes were cast against that resolution.

- (4) A person is eligible for election as a Director of CCCVaT if they:
 - (a) are a nominee of a **member** of CCCVaT;
 - (b) while not being a nominee of a **member**, are approved as eligible to stand for election pursuant to an application approved by the then present Directors provided by clause 16 (5);
 - (c) are nominated by two nominees or Delegates of **members** entitled to vote (unless the person was previously elected as a Director at a general meeting and has been a Director since that meeting);
 - (d) give CCCVaT their signed consent to act as a Director of CCCVaT; and
 - (e) are not ineligible to be a Director under the Corporations Act or the ACNC Act.
- (5) The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
 - (a) is a nominee or Delegate of a **member** of CCCVaT, or approved as eligible to stand for election pursuant to an application approved by the then Directors provided for by clause 16 (5);
 - (b) gives CCCVaT their signed consent to act as a Director of CCCVaT; and
 - (c) is not ineligible to be a Director under the **Corporations Act** or the **ACNC Act**.
- (6) If the number of Directors is reduced to fewer than **three** or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to **three** (or higher if required for a quorum) or calling a general meeting, but for no other purpose.
- (7) The Christian Brethren Trust is entitled to appoint one Director.
- (8) The Directors may appoint a person nominated by a Para-Church **member** who does not attend a member church:
 - (a) Appointments under clause 41(8) are limited to a maximum of two persons, each from different Para-Church **members**.
- (9) All Directors appointed by the Board under clause 41(5) must stand for election at the first annual general meeting following their appointment.
- (10) The Directors may recruit a consultant [person] to leverage their expertise, to advise the board:
 - (a) The person is to advise the board until the Directors decide otherwise.
 - (b) The person may participate in board meetings at the discretion of the Directors.
 - (c) The person may not vote on any matter before the board.
 - (d) The Directors are empowered to reimburse the person for their advice on a reasonable basis, where requested.

42. Election of Chairperson:

The Directors must elect a Director as CCCVaT elected chairperson.

43. Term of Office:

- (1) At each annual general meeting:
 - (a) any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire; and
 - (b) at least one-third of the remaining Directors must retire.
- (2) The Directors who must retire at each annual general meeting under clause 43(1)(b) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- (3) Other than a Director appointed under clause 43 (5), a Director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (4) Each Director must retire at least once every three years.
- (5) A Director who retires under clause 43 (1) may nominate for election or re-election, subject to clause 43 (6).
- (6) A Director who has held office for a continuous period of **nine** years or more may only be re-appointed or re-elected by a special resolution once.
- (7) A Director who has not been a Director for at least twelve months may be elected.

44. When a Director Ceases Being a Director:

A Director stops being a Director if they:

- (a) die;
- (b) give written notice of resignation as a Director to CCCVaT;
- (c) are removed as a Director by a resolution of **members** on the grounds that they;
 - i. are no longer of sound mind or body;
 - ii. brings CCCVaT, the movement or Christian Faith into disrepute;
 - iii. no longer acts in accordance with biblical principles;
 - iv. breaches the obligations designated under this constitution.
- (d) the **member** that nominated them ceases being a **member**;
- (e) no longer attends a church whose Statement of Faith and beliefs are consistent with the those of CCCVaT as referred to in clause 7.
- (f) are absent for three consecutive Directors' meetings without approval from the Directors, or

- (g) become ineligible to be a Director of CCCVaT under the Corporations Act or the ACNC Act.

POWERS OF DIRECTORS

45. Powers of Directors:

- (1) The Directors are responsible for managing and directing the activities of CCCVaT to achieve the purposes set out in clause 6.
- (2) The Directors may use all the powers of CCCVaT except for powers that, under the Corporations Act or this constitution, may only be used by **members**.
- (3) The Directors must decide on the responsible financial management of CCCVaT including:
 - (a) any suitable written delegations of power under clause 46, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (4) Save for a Director whose right to be a Director is based on clause 41(5) the Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a **members'** resolution at a general meeting.

46. Delegation of Directors' Powers:

- (1) The Directors may delegate any of their powers and functions to a committee, a Director, an employee of CCCVaT (such as a chief executive officer) or any other person, as they consider appropriate.
- (2) The delegation must be recorded in CCCVaT' minute book.

47. Payments to Directors:

- (1) CCCVaT must not pay fees to a Director for acting as a Director.
- (2) CCCVaT may:
 - (a) pay a Director for work they do for CCCVaT, other than as a Director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of CCCVaT.
- (3) Any payment made under clause 47 (2) must be approved by the Directors.
- (4) CCCVaT Ltd may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

48. Execution of Documents:

CCCVaT Ltd may execute a document without using a common seal if the document is signed by:

- (a) two Directors of CCCVaT, or
- (b) a Director and the secretary.

Duties of Directors

49. Duties of Directors:

The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of CCCVaT;
- (b) to act in good faith in the best interests of CCCVaT and to further the religious charitable purpose(s) of CCCVaT set out in clause 6;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 50;
- (f) to ensure that the financial affairs of CCCVaT Ltd are managed responsibly; and
- (g) not to allow CCCVaT Ltd to operate while it is insolvent.

50. Conflicts of Interest:

- (1) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
 - (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the **members** at the next general meeting, or at an earlier time if reasonable to do so.
- (2) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- (3) Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50 (4):
 - (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- (4) A Director may still be present and vote if:
 - (a) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of CCCVaT (see clause 70);

- (b) their interest relates to a payment by CCCVaT under clause 68 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- (c) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
- (d) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of CCCVaT, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

DIRECTORS' MEETINGS

51. When the Directors Meet:

The Directors are to meet at least six times per year with four requiring formal reports from executive staff.

52. Calling Directors' Meetings:

- (1) A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.
- (2) A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

53. Chairperson for Directors' Meetings:

- (1) The elected chairperson is entitled to chair Directors' meetings.
- (2) The Directors at a Directors' meeting may choose a Director to be the chairperson for that meeting if the elected chairperson is:
 - (a) not present within 30 minutes after the starting time set for the meeting; or
 - (b) present but does not want to act as chairperson of the meeting.

54. Quorum at Directors' Meetings:

- (1) Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors but not less than three [3].
- (2) A quorum must be present for the whole Directors' meeting.

55. Using Technology to Hold Directors' Meetings:

- (1) The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- (2) The Directors' agreement may be a standing (ongoing) one.

- (3) A Director may only withdraw their consent within a reasonable period before the meeting.

56. Passing Directors' Resolutions:

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

57. Circular Resolutions of Directors:

- (1) The Directors may pass a circular resolution without a Directors' meeting being held.
- (2) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57 (3) or clause 57 (4).
- (3) Each Director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (4) CCCVaT may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (5) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 57 (3) or clause 57 (4).

SECRETARY

58. Appointment and Role of Secretary:

- (1) CCCVaT must have at least one secretary, who may also be a Director.
- (2) A secretary must be appointed by the Directors (after giving CCCVaT their signed consent to act as secretary of CCCVaT) and may be removed by the Directors.
- (3) The Directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- (4) The role of the secretary includes:
 - (a) maintaining a register of CCCVaT Ltd's **members**, and
 - (b) maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings and circular resolutions.

MINUTES AND RECORDS

59. Minutes and Records:

- (1) CCCVaT must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of general meetings;

- (b) minutes of circular resolutions of **members**;
 - (c) a copy of a notice of each general meeting; and
 - (d) a copy of a **members'** statement distributed to **members** under clause 33.
- (2) CCCVaT must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and
 - (b) minutes of circular resolutions of Directors.
 - (3) To allow **members** to inspect CCCVaT records:
 - (a) CCCVaT must give a **member** access to the records set out in clause 59 (1); and
 - (b) the Directors may authorise a **member** to inspect other records of CCCVaT, including records referred to in clause 59 (2) and clause 59 (1).
 - (4) The Directors must ensure that minutes of a general meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next meeting.
 - (5) The Directors must ensure that minutes of the passing of a circular resolution (of **members** or Directors) are signed by a Director within a reasonable time after the resolution is passed.

60. Financial and Related Records:

- (1) CCCVaT must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- (2) CCCVaT must also keep written records that correctly record its operations.
- (3) CCCVaT must retain its records for at least 7 years.
- (4) The Directors must take reasonable steps to ensure that CCCVaT records are kept safe.
- (5) CCCVaT must provide to the Christian Brethren Trust the following:
 - (a) Management financial statements quarterly.
 - (b) ministry activity reports quarterly.
 - (c) an annual budget to be submitted for approval at least two months prior to the end of financial year.
 - (d) Annual audited financial statements at least 3 weeks prior to the annual general meeting.

BY-LAWS

61. By-Laws:

- (1) The Directors may pass a resolution to make by-laws to give effect to this constitution.

- (2) **Members** and Directors must comply with by-laws as if they were part of this constitution.

NOTICE

62. What is Notice:

- (1) Anything written to or from CCCVaT under any clause in this constitution is written notice and is subject to clauses 63 to 65, unless specified otherwise.
- (2) Clauses 63 to 65 do not apply to a notice of proxy under clause 38 (6).

63. Notice to CCCVaT:

Written notice or any communication under this constitution may be given to CCCVaT, the Directors or the secretary by:

- (a) delivering it to CCCVaT' registered office;
- (b) posting it to CCCVaT' registered office or to another address advised by CCCVaT for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by CCCVaT to the **members** as CCCVaT' email address or other electronic address, or

64. Notice to Members:

- (1) Written notice or any communication under this constitution may be given to a **member**:
 - (a) in person;
 - (b) by posting it to, or leaving it at the address of the **member** in the register of **members** or an alternative address (if any) nominated by the **member** for service of notices;
 - (c) sending it to the email or other electronic address nominated by the **member** as an alternative address for service of notices (if any)
 - (d) if agreed to by the **member**, by notifying the **member** at an email or other electronic address nominated by the **member**, that the notice is available at a specified place or address (including an electronic address).
- (2) If CCCVaT does not have an address for the **member**, CCCVaT is not required to give notice in person.

65. When Notice is Taken to be Given:

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;

- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent; unless notified by the carrier that it was unable to deliver the notification; and
- (d) given under clause 64 (1)(d) is taken to be given on the business day after the notification that the notice is available is sent.

FINANCIAL MATTERS

66. Company's financial year:

CCCVaT Ltd's financial year is from 1st of January to 31st December unless the Directors pass a resolution to change the financial year.

67. Appointment of auditor:

- (1) The provisions in this clause 67 shall apply to the Company unless the Company is exempted under the ACNC Act from the requirement to be audited, in which case the **members** will decide whether an auditor will be appointed.
- (2) A registered company auditor must be appointed. No appointment of an auditor shall be effective unless the auditor has first tendered to the Company a signed consent to so act.
- (3) The auditor must not be an officer of the Company.
- (4) The first auditor shall be appointed within 1 month of the registration of the Company by:
 - (a) The Directors; or
 - (b) The **members**.
- (5) The Company must:
 - (a) At its first annual general meeting appoint an auditor; and
 - (b) At each subsequent annual general meeting, if there is a vacancy in the office of auditor, appoint an auditor to fill the vacancy.
- (6) An auditor appointed pursuant to clause 67(5) shall hold office until resignation or removal from office or until the auditor is not capable of acting as auditor for any reason.
- (7) An auditor may be removed by resolution passed at a **members** meeting.
- (8) Where an auditor resigns in accordance with clause 67(6) or is removed in accordance with clause 67(7), the board may appoint another person to be the auditor until the next annual general meeting.

INDEMNITY, INSURANCE AND ACCESS

68. Indemnity:

- (1) CCCVaT indemnifies each officer of CCCVaT out of the assets of CCCVaT, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of CCCVaT.
- (2) In this clause, 'officer' means a Director or secretary and includes a Director or secretary after they have ceased to hold that office.
- (3) In this clause, 'to the relevant extent' means:
 - (a) to the extent that CCCVaT is not precluded by law (including the Corporations Act) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (4) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of CCCVaT.

69. Applicable persons:

The provisions of clauses 68, 69, 70 and 71 shall apply to applicable persons, which expression shall include:

- (1) Every person who is or has been an officer of the Company, including Directors.
- (2) Every person who is or has been an officer of a related body corporate of the Company.
- (3) If the Directors determine, an employee or former employee of the Company or a related body corporate of the Company.
- (4) If the Directors determine and to the extent permitted under any act of parliament, an auditor or former auditor of the Company or a related body corporate of the Company.

70. Insurance:

- (1) To the extent permitted under the Corporations Act, the Company may pay, or agree to pay, a premium in respect of a contract insuring any one or more applicable persons against any liability incurred by the applicable person provided that the liability does not arise out of conduct involving:
 - (a) A wilful breach of duty in relation to the Company or a related body corporate of the Company; or
 - (b) A contravention of the Corporations Act.
- (2) To the extent permitted under the Corporations Act, the Company may pay, or agree to pay, an applicable person for costs and expenses incurred by that applicable person in defending proceedings, whatever the outcome of the proceedings.

71. Directors' Access to Documents:

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

WINDING UP

72. Surplus Assets not to be Distributed to Members:

If CCCVaT is wound up, any surplus assets must not be distributed to a **member** or a former **member** of CCCVaT.

73. Distribution of Surplus Assets:

- (1) Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after CCCVaT is wound up must be distributed to:
 - (a) the Christian Brethren Trust established by the Trust Deed dated 1 August 1921 and the Supplemental Trust Deed executed on 5 February 1962 which deeds are registered in the register of Successory Trusts under the Successory & Charitable Trusts Act 1958 or to such other fund or entity approved by the Christian Brethren Trust with religious charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any surplus assets to its **members** to at least the same extent as CCCVaT.
- (2) The decision as to the surplus assets must be made by a special resolution of **members** at or before the time of winding up. If the **members** do not make this decision, CCCVaT may apply to the Supreme Court to make this decision.

ANNEXURE 1

Historical Background

1. Since the early twentieth century meetings took place in Victoria from time to time of Elders then leading up to the inauguration of an Association the meeting was called: *The Christian Brethren Co-Ordinating Committee (CBCC)*.
2. Between 2000 and 2003 discussions took place at CBCC of how best to achieve the vision of advancing the Gospel of Jesus Christ and be a dynamic and relevant Christian movement, under the Lordship of Christ and the guidance and power of the Holy Spirit.
3. To achieve these objectives, in May 2003 Christian Brethren Churches in Victoria formed an unincorporated association to be known as CBFV to replace the CBCC and its functions.
4. CBFV's purpose was to enhance the interaction between Christian Brethren churches in Victoria; equipping and resourcing leaders; aid the ministry of churches including providing assistance to help revitalize them; plant new Christian Churches; developing and maintaining guidelines and policies that may be of assistance to churches.
5. A name change took place in May 2010 in the light of the imminent formation of a national network of churches which has been incorporated as Christian Community Churches of Australia Limited. The association in Victoria CBRF became CCCV, Christian Community Churches of Victoria. Thereafter the association encouraged churches in Victoria to use the name Christian Community Church when describing themselves. At the 2010 AGM the financial year was changed to the calendar year.
6. To reflect inclusion in the association of a number of Christian Community Churches from Tasmania the name changed from CCCV to Christian Community Churches Victoria and Tasmania (CCCVaT) at the 2011 AGM.
7. Para-church organisations work alongside and in co-operation with Christian Community Churches of Victoria. The principal para-church organisations of the Christian Community Churches in Victoria include the Christian Brethren Trust, Christian Youth Camps Ltd, Missionary Advisory Council (Vic), CCCVaT Ltd, School Services and Christian Brethren Community Care Ltd. These bodies work in cooperation to support the work of the Christian Community Churches in Victoria – allowing it to flourish and for new ministries to develop.
8. Christian Youth Camps Ltd, in conjunction with the Christian Brethren Trust was able to fund the growth and development of CBFV as it was then known and is committed to ongoing support of the current body, CCCVaT.
9. The board of the unincorporated association CCCVaT considers that it is an appropriate time to incorporate

ANNEXURE 2

Distinctives

Movement not a denomination

CCCVaT is a movement of like-minded local churches, predominantly from a Christian Brethren heritage, that have united under a common vision and mission, set of beliefs and core values.

Leadership by influence

Leadership of CCCVaT is via relationship, trust and influence rather than hierarchical authority and enforced compliance of organizational obligations, liturgy, leadership validation and behavioural expectations.

Autonomy of church affiliates

We believe in the autonomy and self-governance of the local church, but we affirm and value unity and mutuality across our movement and are committed to support and empower each other to advance God's kingdom and provide opportunity for many others to know and follow Jesus.

Evangelism and discipleship

We are driven by the Great Commission of Jesus Christ (Matthew 28:18-20). We are committed to take the Gospel of Jesus Christ to all people and to provide a ministry of discipleship for each new believer, so that they will become all that God has designed them to be.

Scripture

We are committed to the Bible as the foundation and final authority for life and ministry. We encourage all in our movement to study it diligently, apply it daily, and teach its truth to others.

Prayer

We are committed to prayer as the means by which we communicate with God and He communicates with us. We view prayer as the 'powerhouse' of the Church and essential to effective ministry and mission. We are dedicated to pray for the salvation of the lost, the advancement of God's Kingdom in the world, and for the empowerment of God's Holy Spirit of all in our movement so that they may live by the commands and teachings of Jesus Christ.

Priesthood of all believers

We celebrate and practice the priesthood of all believers (1 Peter 2:4, 5, 9; Revelation 1:6, 5:10). We believe that through Christ we have been given direct access to God (1 Timothy

2:5), God is equally accessible to all the believers, and every follower of Christ has equal potential and validity to minister for God in all aspects of faith and church, according to the gifts God has given them (Romans 12:3-8 & 1 Corinthians 12:7-13)

Plurality of leadership

We believe in the plurality of leadership where the local church is led by a defined group of leaders with equal authority, with the pastor being viewed as one among equals.

Ordinances

We observe two ordinances, full immersion baptism and communion. We practice full immersion baptism as a public declaration and representation of a Christian's spiritual union with Christ in His death, burial and resurrection (Romans 6:3-8). We regularly celebrate communion in our local churches, usually weekly, following Christ's instruction to do this to remember Him (1 Corinthians 11:23-26).

ANNEXURE 3

Statement of Faith

CCCVaT, recognizing the authority of God's word has carefully considered and adopted the following Statement of Faith (refer CCCAUST <http://cccaust.org/about-us/statement-of-faith/>). This is to be read in conjunction with the CCCVaT Doctrinal Statement as it provides Bible references undergirding each of the following Statements.

We believe the Bible as originally given by God is divinely inspired, infallible, entirely trustworthy; and is the supreme authority in all matters of faith and conduct, from which we can know that:

1. There is one true eternal creator God – existing in three Persons: Father, Son and Holy Spirit.
2. God created all things, making man and woman in His own image and for relationship with Him.
3. Sin entered into the world through human disobedience following rebellion against God.
4. The Son, Christ Jesus, was born of a virgin and lived as a sinless man. Christ died to save all people from sin. Christ rose from the grave defeating the power of sin.
5. The death and resurrection of Christ brings salvation by grace through faith to those who repent; seek forgiveness; and believe in Him.
6. The Holy Spirit, following Jesus' return to His Father in heaven, lives within those who have salvation as a comforter and guide; guaranteeing their eternal hope.
7. Those who trust in Jesus as their Lord and Saviour are called to live a transformed life and as such we have the responsibility to:
 - a. Encourage other Christians through meeting together for worship and fellowship;
 - b. Obey the moral directives and practice ethical values taught in the Bible as expressed within the context of their: public and personal life; sexual conduct; heterosexual marriages, (their covenantal relationship of one man and one woman), and their relationships with others;
 - c. Share the good news to all the world;
 - d. Be active in expressing God's love through social justice.

8. Jesus is the only way to a relationship with God. Those who have received salvation have eternal life as joint heirs with Christ. Those who do not believe in Christ are separated from God for eternity.
9. The true universal Church is a spiritual entity composed of all individuals who put their faith in Jesus Christ. God has called individual Christians to meet together as a local, autonomous congregation. The Lord Jesus mandated two ordinances for the church: believer's baptism and the Lord's Supper.
10. Christ will return as Lord to the earth and everyone will see him. There will be a new heaven and a new earth.

ANNEXURE 4

'Doctrinal Statement'

CCCVaT, recognizing the authority of God's word, has carefully considered and adopted the following Doctrinal Statement. These Biblical references in their entirety are an essential component of this Doctrinal Statement as they undergird each of the following Statements.

The Godhead

We believe in one eternal God, Creator of all things, infinitely perfect, eternally existing in three Persons: Father, Son and Holy Spirit (Deut 6:4; Psalm 90:2; 2 Cor 13:14; Matt 28:18-19).

The Bible

We believe the 66 books of the Bible as originally given by God, are divinely inspired, infallible, entirely trustworthy; and the supreme authority and sufficient in all matters of Christian doctrine, faith and life (2 Tim 3:15-17; 2 Pet 1:20-21; Jude 3).

The Person and Work of Christ

We believe that Jesus Christ is God incarnate, fully God and fully man, one Person in two natures, having been conceived by the Holy Spirit and born of a virgin. Jesus lived a sinless life on earth, died on the cross as the perfect sacrifice for our sins, was buried and rose bodily from the dead. Further, He ascended into heaven, where, at the right hand of the Majesty on High, He is now our High Priest and Advocate (Luke 1:37; John 1:1, 14, 18; Acts 1:9-11; 4:10-12; Rom. 1:4; 3:24-25; 5:8-10; 8:34; 1 Cor. 15:3-4; Eph 1:7; 1 Tim 2:5; Heb 1:3; 4:14-16; 6:19-20; 7:24-25; 9:24; 1 John 2:1-2).

The Person and Work of the Holy Spirit

We believe that the Holy Spirit is co-equal with the Father and the Son. The ministry of the Spirit is to glorify Christ, convict people of sin, righteousness and judgment, regenerate the believing sinner, and at the point of conversion, baptize those who believe into the body of Christ. The Holy Spirit then indwells, guides, instructs, sovereignly gifts Christians for the common good of the church and empowers the believer for Christ-like living and service (John 14:16-17; 16:7-15; Acts 5:3-4; Rom 8:8; 1 Cor 3:16; 6:19; 12:7, 11-13, 18; 2 Cor 13:14; Gal 5:22-23; Eph 1:13-14; 5:18).

Angels, Fallen and Unfallen

We believe that God created spirit beings known as Angels. We believe the Bible teaches that Satan is a personal angelic being, the highest of all angelic creatures. Satan sinned through pride and with him other angels known now as demons joined Satan's rebellion against God. Satan through his revolt became the author of sin. Satan is the open and declared enemy of

God and humankind and he shall be eternally punished in the Lake of Fire (Gen 3:1-19; Isa 14:12-17; Ezek 28:11-19; Matt 4:2-11; 25:41; 2 Pet 2:4; Jude 6; Rev 20:10).

Creation and Fall of Humankind

We believe that humankind was created male and female in the image and likeness of God. The first human beings, Adam and Eve sinned by disobeying a direct command of God, and as a consequence every person is spiritually lost or dead. Each person is born with a sinful nature and needs the miracle of new birth before he/she can enter the Kingdom of God (Gen 1:25-27; 2:15-17; John 3:16-18, 36; 5:24; 10:27-29; Acts 10:43; Tit 3:4-7).

Salvation

We believe that the Lord Jesus Christ died for the sins of the world. His shed blood and His resurrection provide the only means of eternal salvation, and salvation is offered as a free gift of God. Only through repentance towards God and faith in the Lord Jesus Christ can an individual be forgiven, regenerated by the Holy Spirit, and thus become an eternal child of God (Luke 24:47; John 3:16-18, 36; 5:24; 10:27-29; Acts 10:43; Rom 5:12, 17; Eph 1:7-8; 2:8-9; Tit 3:4-7; 1 Pet 1:3-5, 13-15).

Christian Living

We believe that our faith in Christ is to result in a godly life style. Christians are to obey the moral directives and practice ethical values taught in the Bible as expressed within the context of their public and personal life. God commands us to love Him supremely and others sacrificially, and to live out our faith with care for one another, compassion toward the poor and justice for the oppressed. In obedience to Christ's commission, we are to make disciples among all people, always bearing witness to the gospel in word and action. (Matt 26:28; Luke 24:47; 1 Cor 6:9-11; Gal 5:19-26; Eph 4:25-5:21; 1 Thess 3:12-13; Jam 1:26-27; 1 John 3:14-18).

Morality and Marriage

Sexual morality as prescribed in the Bible is the standard Christians are called to adopt. We believe that God only sanctifies heterosexual marriages and condemns all sexual misconduct including: adultery, evil desires, fornication, homosexuality, lust, orgies and a wide range of other specific sexual sins (Gen 1:25-27; Matt 5:27-28; 19:3-6; Rom 1:24-28; 1 Cor 6:9-10; Gal 5:19-21; Col 3:5; 1 Thess 4:1-8; Heb 13:4; 1 Tim 1:10; Jude 7).

The Church

We believe the true universal Church is a spiritual entity composed of all individuals who have genuinely repented of their sin, who through saving faith in Jesus Christ have been forgiven, regenerated by the Holy Spirit, and are united together in the Body of Christ of which Christ is Head. We believe that only those who are thus members of the true Church shall be eligible for membership in the local church.

We believe God has called individual Christians to meet together as a local, autonomous congregation. These local churches are to be bases of evangelistic outreach, submit to Christ as Lord and Head of the Church, be guided by a recognized group of elders, acknowledge a gifted ministry, baptize converts, join together for prayer, worship, teaching, exhortation, fellowship, and the breaking of bread, and take up offerings in order to support those who minister the Word of God, preach the Gospel, have financial or special needs and to support mission (Acts 2:42-47; 11:27-30; 12:45; 20:7,17-38; 1 Cor 8:1-14; 12:1-28; 2 Cor 8:1-9:15; Rom 12:1-16; Eph 1:22-23; 4:11-16; Phil 1:1; 4:15-18; Tit 1:5; 1 Pet 5:1-4).

We believe that the establishment and continuity of local churches is clearly taught and defined in the New Testament Scriptures and that the members of the one scriptural Church are directed to associate themselves together in local assemblies. We teach that it is scriptural for true churches to cooperate with each other for the presentation and propagation of the faith. (Acts 14:23, 27; 15:19-31; 20:17,28; 1 Cor. 5:4-7, 13; 11:18-20; Gal. 1:2; Phil. 1:1; 1 Thess. 1:1; 2 Thess. 1:1; Heb. 10:25).

Ordinances of the Church

We believe the Lord Jesus mandated two ordinances, the believer's baptism by immersion and the Lord's Supper, which visibly and tangibly express the gospel. Though they are not the means of salvation, when celebrated by the church in genuine faith, these ordinances confirm and nourish the believer.

Believer's baptism is to follow personal repentance towards God and faith in the Lord Jesus Christ as Lord and Savior. Such baptism is an acted parable of a Christian's death, burial and resurrection with Christ. It is an outward sign of an inward divine work (Matt 28:19-20; Acts 8:12, 35-39; 16:31-33; Rom 6:3-4; 10:9-10; Col 2:12; 1 Pet 3:21).

The Lord's Supper is also called in the Bible, the Breaking of Bread, or the Communion. Communion is a time of worship, a celebration of the redemptive activity of God through Christ. It is a remembrance of Christ, a proclamation of His death, and a meal anticipating of the Return of Christ (Matt 26:26-29; Mark 14:22-24; Luke 22:15-20; Acts 2:42; 20:7; 1 Cor 10:16-17; 11:17-33).

The Second Coming of Jesus Christ

We believe in the personal return of the Lord Jesus Christ for His Church and the establishing of His Kingdom on earth. This coming is to be expected at any time and, as our blessed hope, motivates the Christian to godly living, sacrificial service and energetic mission (Dan 9:27; John 14:1-3; 1 Cor 15:51-52; Phil 3:20; 1 Thess 4:13-18; Rev 6:1-19:21; 20:1-3).

The Resurrection of the Believer and Unbeliever

We believe that God will raise the dead bodily and judge the world, assigning the unbeliever to condemnation and eternal conscious punishment and the believer to eternal blessedness and joy with the Lord in the new heaven and the new earth. (Luke 16:19-31; John 5:28-29; 1 Cor 15:12-58; 2 Cor 5:8-10; Phil 1:23; Rev 20:11-15).