

CORPORATIONS ACT 2001

CONSTITUTION

of

ACC International Missions Ltd

ACN

A Company LIMITED BY GUARANTEE



Brisbane

PO Box 236
RBH Post Office Q 4029
Phone: (07) 3252 0011
Fax: (07) 3257 7890

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

TABLE OF CONTENTS

Clause		Page
1	Defined Meanings.....	1
2	Name	1
3	Registered Office.....	1
4	Objects.....	1
5	Powers	2
6	Statement of Belief	2
7	Use of the Income and Property of the Organisation	2
8	Limited Liability	3
9	Members' Contributions	3
10	Use of Property on Winding Up.....	3
11	Gift Fund	4
12	Membership	4
13	Cessation of Membership	5
14	General Meetings of Members	5
15	Proceedings at General Meetings of Members	6
16	Composition of the Board.....	9
17	Powers and Duties of the Board.....	10
18	Proceedings of the Board	11
19	Appointment of Secretary.....	13
20	Seal.....	13
21	Accounts.....	13
22	Notice	13
23	Not a Trade Union	14
24	Indemnity.....	14
25	Insurance	15
26	Alteration of this Constitution	15
27	Definitions and Interpretation.....	15
	Appendix A.....	18

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

1 DEFINED MEANINGS

1.1 Words used in this Constitution and the rules of interpretation that apply are set out and explained in the Definitions and Interpretation clause at the back of this document.

2 NAME

2.1 The name of the Company is ACC International Missions Ltd (hereinafter called "the Organisation").

3 REGISTERED OFFICE

3.1 The registered office of the Organisation shall be situated at such place in the State as the board may from time to time determine.

3.2 The Organisation must display its name and the expression "Registered Office" at that place.

4 OBJECTS

4.1 The Organisation is established with the following objects:

- a) To incorporate Assemblies of God World Mission Inc ('the Association'), a body currently incorporated under the *Associations Incorporation Act 1981* (Vic) ("the Victorian Act") as a Company Limited by Guarantee under s601BA(1)(d) of the *Corporations Act 2001* (Cth) pursuant to s31AA of the Victorian Act.
- b) To take over the assets and undertaking and assume the liabilities of the Association.
- c) To otherwise continue to carry out the mission of the Incorporated Association, namely:
 - i. To recruit, enable, support and send field workers to Australia and foreign countries to establish self-governing, self supporting and self propagating churches and preach the Gospel in Australia and other nations around the world; and
 - ii. To provide pastoral support, direction, vision and strategy for field workers as they prepare for ministry and minister overseas; and
 - iii. To work in synergy with local congregations within the Australian Christian Churches movement and assist them to fulfil the Company's vision; and
 - iv. To otherwise fulfil and follow the missionary objects of the Australian Christian Churches.

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- d) To hold assets as aforesaid and conduct its activities solely for the advancement of religion according to its Statement of Belief.
- e) To preach and teach and generally to further the cause of the Gospel of the Lord Jesus Christ and to advance the Christian faith in Australia and other Nations and to work for the building up and extension and renewal of the Christian Church;
- f) To meet for the worship of God, the Father, Son and Holy Ghost, the preaching and teaching of the Word of God and the administration of the Sacraments;
- g) To render spiritual oversight, care and assistance (whether material or otherwise) and such other help as may be deemed appropriate to, as far as practicable, meet the needs of persons to whom the church ministers; and
- h) To make donations to, assist, undertake the oversight of or in any way co-operate with other churches, organizations, societies or individuals having similar objects.

5 POWERS

- 5.1 The Organisation has the legal capacity and powers of an individual as set out in Section 124(1) of the Act.

6 STATEMENT OF BELIEF

- 6.1 The Statement of Belief of the Organisation is the same as that of AOG, as amended from time to time.

7 USE OF THE INCOME AND PROPERTY OF THE ORGANISATION

- 7.1 The income and property of the Organisation whencesoever derived shall be applied solely towards the promotion of the objects of the Organisation as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the Organisation.
- 7.2 Nothing in clause 7.1 prevents the payment in good faith of reasonable and proper:
- 7.2.1 Remuneration to any officers or servants of the Organisation or to any Member of the Organisation in return for any services actually rendered by them to the Organisation;
 - 7.2.2 Payment for goods supplied to the Organisation by any Member in the ordinary and usual way of business;
 - 7.2.3 Interest on money borrowed from any Member for any purpose of the Organisation at a rate not exceeding the rate for the time being charged by the Commonwealth Bank for overdrafts under \$100,000; or

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

7.2.4 Reasonable and proper rent for premises demised or let by any Member to the Organisation.

7.3 No director shall receive remuneration in respect to his duties as a director of the Organisation.

7.4 If a director is required to perform services for the Organisation which in the opinion of the board are outside the scope of the ordinary duties of a director, then the Organisation may pay the director a fixed sum determined by the Board in respect of those duties.

7.5 The Organisation may also pay the directors' travelling and other expenses that they properly incur:

7.5.1 In attending board meetings or any other meetings of committees of the board; and permissible

7.5.2 In attending any general meetings of the Organisation; and

7.5.3 In connection with the Organisation's business,

provided that no payment shall be made to any director unless authorised by the board.

8 LIMITED LIABILITY

8.1 The liability of Members is limited.

9 MEMBERS' CONTRIBUTIONS

9.1 Every Member of the Organisation undertakes to contribute to the property of the Organisation in the event of the same being wound up whilst he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Organisation (contracted before he ceased to be a Member) and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding fifty dollars (\$50.00).

10 USE OF PROPERTY ON WINDING UP

10.1 If upon the winding up or dissolution of the Organisation there remains after satisfaction of all its debts and liabilities, any property whatsoever (surplus), the surplus shall not be paid to or distributed amongst the Members of the Organisation.

10.2 The surplus shall be given or transferred to the Company or to some other institution or institutions endorsed by the Commissioner of Taxation as a Tax Concession Charity such institution:

10.2.1 having objects similar to the objects of the Organisation; and

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

10.2.2 whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on the Organisation under this Constitution;

such institution or institutions to be determined by the Members of the Organisation at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of the State.

10.3 If the Organisation conducts a Gift Fund and if the Gift Fund is wound up or if the endorsement of the Organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

11 GIFT FUND

11.1 If the Organisation establishes a Fund for Deductible Gift Recipient purposes, it must establish and operate a Gift Fund according to the rules contained in Appendix A.

12 MEMBERSHIP

12.1 The members of the Incorporated Association at the time of registration of the Organisation are the first members of the Organisation.

12.2 The Board may, by regulation, promulgate criteria for admission of new members. A criterion for membership must be that a person holds, in the opinion of the Board, a view that accepts the Statement of Belief of the Organisation. If the applicant for membership is a corporate body, its constitution must, in the opinion of the board, contain a statement of belief that accords with the statement of belief of the Organisation.

12.3 In addition to the criteria mentioned in clause 12.2 the Board must not admit to membership any natural person unless that persons life exhibits the biblical characteristics in line with that of an overseer/elder described in 1 Timothy 3:2-7 and Titus 1:6-9.

12.4 Every application to the Board for membership of the Organisation shall be in such form as prescribed by the Board.

12.5 The Board must keep a Register of membership approvals. The Register must contain the name and address of each Member and the date on which the entry of the Member's name in the Register is made. Inclusion of a name in the Register shall be prima facie evidence of membership.

12.6 When an applicant has been accepted for membership the Secretary must forthwith send to the applicant written notice of his acceptance and enter the name and address of the Member in the Register.

12.7 No entrance fee or annual subscription is payable by Members.

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

13 CESSATION OF MEMBERSHIP

- 13.1 A Member may at any time by giving notice in writing to the secretary resign his membership of the Organisation.
- 13.2 The company may by ordinary resolution cancel a membership and a person shall immediately cease to be a Member when their membership approval is deleted from the Register mentioned in clause 12.5. The company may cancel a membership when, in its opinion, a person no longer meets the criteria for membership referred to in clause 12.2.
- 13.3 Before cancelling a membership the Board must give seven (7) days written notice to the Member setting out the reason for the cancellation and the Member must be given the opportunity to address the Board meeting at which the cancellation is considered.

14 GENERAL MEETINGS OF MEMBERS

- 14.1 An Annual General Meeting of the Organisation must be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings.
- 14.2 All meetings of the Organisation shall be held in Australia.
- 14.3 Any Director may whenever he thinks fit convene an extraordinary general meeting. A Member or Members can only convene a meeting as allowed by the Act.
- 14.4 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, the period of notice with respect to general meetings shall be twenty-one (21) days.
- 14.5 Notice of a general meeting shall specify:
- 14.5.1 the place, the day, and the hour of meeting;
 - 14.5.2 in case of special business the general nature of that business;
 - 14.5.3 if a special resolution is to be proposed at the meeting – set out an intention to propose a special resolution and state the resolution; and
 - 14.5.4 if a Member is entitled to appoint a proxy – a statement setting out information regarding the appointment of a proxy.

Notice must be given to such persons as are entitled to receive such notices from the Organisation. An accidental failure to give notice to a person, or the non receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

14.6 All business transacted at an extraordinary general meeting is special, as is all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and auditors, the election of Directors, and the appointment of auditors, if necessary.

14.7 Where the Organisation has only one member it may pass a resolution by the member recording it and signing the record.

15 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

15.1 No business can be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, at least one half of the Members, present in person or by proxy, is a quorum. For the purpose of this clause "Member" includes a person attending as proxy or as representing a corporation which is a Member.

15.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, must be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determines and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

15.3 The chairperson must preside at every general meeting of the Organisation, or if there is no chairperson, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-chairperson must be the chairperson, or if the vice-chairperson is not present or is unwilling to act then the Members present must elect one of their number to be chairperson of the meeting.

15.4 The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

15.5 At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

15.5.1 by the chairperson, or

15.5.2 by a Member present in person or by proxy.

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- 15.6 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- 15.7 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith.
- 15.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 15.9 A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 15.10 The chairperson may invite any person who is not a Member to attend and address a general meeting.
- 15.11 Circular resolutions:
- 15.11.1 If all the Members have signed a document containing a statement that they are in favour of a resolution of the Members in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a general meeting of the Members held on the day on which the document was signed and at a time at which the document was last signed by a Member or, if the Member signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Member;
- 15.11.2 For the purposes of sub clause 1, two or more separate documents containing statements in identical terms each of which are signed by one or more Members shall together be deemed to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents;
- 15.11.3 A reference in sub clause 1 to all the Members does not include a reference to a Member who, at a meeting of Members, would not be entitled to vote on the resolution.
- 15.12 A Member who is of unsound mind or his person or estate is liable to be dealt with in any way under the law relating to mental health may not vote

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

15.13 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

15.14 The instrument appointing a proxy may be in the following form or in a common or usual form:

"

I.....of..... being a Member of ACC International Missions Ltd hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Organisation, to be held on the day of 20... and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of/against the following resolutions:

Signed this day of20....

(Note - in the event of the Member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.)

* *Strike out whichever is not desired.*"

15.15 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly certified copy of that power or authority shall be is given to the Company Secretary, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the take of the poll and in default the instrument or proxy shall not be treated as valid.

15.16 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Organisation at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

16 COMPOSITION OF THE BOARD

- 16.1 The business and affairs of the Organisation shall be managed by the Board of Directors consisting of not less than five (5) Directors. The Chairperson of the Board of the Company, if a Director of the Organisation, is entitled to hold a position of chairperson of the Board.
- 16.2 At the first annual general meeting of the Organisation and at the annual general meeting of the Organisation in each year thereafter the Directors, apart from the Chairperson of the Board of the Company, must be elected and shall hold office until the next annual general meeting when they must retire but they shall be eligible for re-election.
- 16.3 The election of Directors shall take place in the following manner:
- 16.3.1 A Member of the Organisation shall be at liberty to nominate any other person to serve as a Director. The candidate need not be a member of the Organisation;
 - 16.3.2 The nomination must be approved in writing by the Company;
 - 16.3.3 The nomination, which shall be in writing and signed by the candidate and his proposer must be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - 16.3.4 In case there shall not be a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.
- 16.4 The Board has the power at any time, and from time to time, with the written consent of the Company, to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed, if any, in accordance with this Constitution. Any person appointed as a Director must provide the Organisation with a signed consent to act as a Director prior to their appointment as required by the Act. Any Director so appointed shall hold office only until the next following annual general meeting.
- 16.5 The office of a Director shall become vacant if the Director:
- 16.5.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 16.5.2 becomes prohibited from being a Director of a Organisation by reason of any order made under the Act;
 - 16.5.3 ceases to be a Director by operation of any provision of the Act;
 - 16.5.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- 16.5.5 resigns his office by notice in writing to the Organisation;
- 16.5.6 is absent for more than three months without permission of the Board from meetings of the Board held during that period.
- 16.5.7 In the case of the Chairperson of the Board of the Church, if he ceases to hold the office of Chairperson of the Board of the Church.

17 POWERS AND DUTIES OF THE BOARD

- 17.1 The business of the Organisation shall be managed by the Board who may exercise all such powers of the Organisation as are not, by the Act or by this Constitution, required to be exercised by the Organisation in general meeting. The Board may make regulations for the conduct of the activities of the Organisation, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the Organisation made by the Board may be disallowed by the Organisation in general meeting provided that no resolution by the Organisation in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.
- 17.2 The Board may exercise all the powers of the Organisation to borrow money and to mortgage or charge its property or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Organisation.
- 17.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Organisation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board approves from time to time determines.
- 17.4 The Board shall cause minutes to be made:
 - 17.4.1 of proceedings and resolutions of meetings of the Organisation; and
 - 17.4.2 of proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and
 - 17.4.3 of resolutions passed by Members without a meeting; and
 - 17.4.4 of resolutions passed by Directors without a meeting.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

- 17.5 Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Organisation must give the other Directors notice of their interest and must not be present at the meeting while the matter is being considered or vote on the

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

matter. The notice required to be given to the other Directors must give details of the nature and extent of the material personal interest and the relation of the material personal interest to the affairs of the Organisation. Notice must be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter. Details must be recorded in the minutes of the Directors' meeting.

- 17.6 Subject to sub clause 5, a Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Organisation either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Organisation by a Director nor any contract or arrangement entered into by or on behalf of the Organisation in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Organisation for any profit realised by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.
- 17.7 A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

18 PROCEEDINGS OF THE BOARD

- 18.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the secretary must on the requisition of a Director, summon a meeting of the Board.
- 18.2 Circular resolution:
- 18.2.1 If two (2) of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document is signed and at the time at which the document was last signed by a Director or, if the Directors sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 18.2.2 For the purposes of sub clause 1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents;
- 18.2.3 A reference in sub clause 1 to a majority of the Directors does not include a reference to a Director who, at a Board meeting, would not be entitled to vote on the resolution.

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- 18.2.4 A resolution of the Board passed in accordance with sub clause 1 must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.
- 18.3 The quorum necessary for the transaction of the business of the Board shall be three (3) Directors or such greater number as may be fixed by the Board.
- 18.4 A quorum shall be deemed to hold or be present at a meeting of Directors when they communicate through a telephone conference call, video or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting. A resolution passed by the Board pursuant to this clause must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.
- 18.5 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 18.6 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Director or Directors act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Organisation, but for no other purpose.
- 18.7 The chairperson shall preside at every meeting of the Board, but if there is no chairperson, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the vice-chairperson shall be chairperson or if the vice-chairperson is not present at the meeting then the Directors may choose one of their number to be chairperson of the meeting.
- 18.8 The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Organisation by the Act or the general law) to one or more sub-committees. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board and all members of such sub-committee shall have one vote on the sub-committee.
- 18.9 The Board may appoint one or more advisory boards consisting of such persons as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and all members of such advisory board shall have one vote on the advisory board.
- 18.10 A sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present,

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

and in the case of an equality of votes the chairperson of the sub-committee or advisory board shall have a second or casting vote.

- 18.11 All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

19 APPOINTMENT OF SECRETARY

- 19.1 The secretary shall in accordance with the Act be appointed by the Board for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.

20 SEAL

- 20.1 The Board may provide for the Organisation to have a common seal which must only be used with the authority of the Board or of a sub-committee of Directors authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be counter-signed by the secretary or by a second Director or by some other person appointed by the Board for that purpose. The Board may resolve to execute documents under the hand of a Director or other nominated person without use of the common seal.

21 ACCOUNTS

- 21.1 True accounts shall be kept of the sums of money received and expended by the Organisation and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Organisation.
- 21.2 The Board shall from time to time determine at what times and places and under what conditions the accounting and other records of the Organisation shall be open to the inspection of Members.
- 21.3 The Board shall annually distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act to each Member provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.

22 NOTICE

- 22.1 Any notice required by law or by or under this Constitution to be given to any Member shall be given:
- 22.1.1 personally; or

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- 22.1.2 by sending it by post to the address for the Member in the Register of members;
or
 - 22.1.3 by sending it to the fax number nominated by the Member; or
 - 22.1.4 by sending it by e-mail or like devise to the e-mail address or other electronic
address nominated by the Member.
- 22.2 Where a notice is given personally, service of the notice shall be deemed to occur on the
day of receipt.
- 22.3 Where a notice is sent by post, service of the notice shall be deemed to be effected by
properly addressing, pre-paying, and posting a letter containing the notice, and to have
been effected 3 days after it is posted.
- 22.4 Where a notice has been given by facsimile, e-mail or like device it shall be deemed to
have been given on the same day as transmission.
- 22.5 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- 22.5.1 every Member; and
 - 22.5.2 the Auditor or Auditors for the time being of the Organisation;
- 22.6 No other person shall be entitled to receive notices of general meetings.

23 NOT A TRADE UNION

- 23.1 The Organisation shall not support with its funds any activity or endeavour to impose on or
procure to be observed by its Members or others any regulations or restrictions which, if an
object of the Organisation, would make it a trade union within the meaning of the relevant
legislation.

24 INDEMNITY

- 24.1 Subject to the Act, the Organisation must indemnify every person who is or has been a
Director, the Secretary or an executive officer of the Organisation against a liability:
- 24.1.1 incurred by any such person acting in that capacity to a person other than the
Organisation or a related body corporate where the liability does not arise out of
a lack of good faith;
 - 24.1.2 for the costs on an indemnity basis and expenses incurred by any such person:
 - a) in defending proceedings, whether civil or criminal, in which judgment is
given in his or her favour or in which he or she is acquitted; or

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- b) in connection with an application, in relation to such proceedings, in which the court grants relief to the him or her under the Act.

24.2 Every employee who is not an Director, the Secretary or an executive officer of the Organisation may be indemnified out of the property of the Organisation against a liability:

24.2.1 incurred by the employee acting in that capacity;

24.2.2 for the costs on an indemnity basis and expenses incurred by him or her:

- a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which he or she is acquitted; or
- b) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

25 INSURANCE

25.1 Subject to the Act, the Organisation may pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or executive officer acting in that capacity against:

25.1.1 costs on an indemnity basis and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or

25.1.2 a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Organisation or a breach of the provisions of the Act dealing with improper use of inside information or position.

25.2 The Organisation may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Organisation who is not a Director, Secretary or executive officer concerned in the management of the Organisation.

26 ALTERATION OF THIS CONSTITUTION

26.1 A resolution altering or repealing any part of this Constitution must be passed by special resolution.

26.2 If the Organisation is endorsed as a Tax Concession Charity, no amendment shall be made to clause 7 (Use of the Income and Property of the Organisation), clause 10 (Use of Property on Winding Up), clause 11 (Gift Fund) or Appendix B without prior notice having been given to the Australian Taxation Office.

27 DEFINITIONS AND INTERPRETATION

27.1 Definitions

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

In this Constitution unless there be something in the subject or context inconsistent therewith:

- 27.1.1 **"Annual General Meeting"** means the general meeting held each year as required by the Act and this Constitution;
- 27.1.2 **"AOG"** means the movement known as Assemblies of God in Australia ABN 58 123 514 361, a national association of Pentecostal churches in voluntary cooperation on terms of equality, uniting for evangelism, fellowship, order, discipline and other purposes
- Its supreme governing document is its United Constitution and its supreme governing body is its National Conference.
- It is unincorporated.
- 27.1.3 **"Association"** means the Incorporated Association *Assemblies of God World Missions Inc* ABN 66 077 367 223
- 27.1.4 **"Board"** means the Board of Directors;
- 27.1.5 **"Chairperson"** means the person appointed under clause 16.1;
- 27.1.6 **"Company"** means ACC International Missions Ltd;
- 27.1.7 **"Corporation"** shall have the meaning attributed to it by Section 57A of the Act;
- 27.1.8 **"Member"** means a person whose name is entered in the Register of Members;
- 27.1.9 **"Ordinary resolution"** means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a general meeting of the Organisation;
- 27.1.10 **"Organisation"** means the Company;
- 27.1.11 **"Person"** shall include natural persons and corporations;
- 27.1.12 **"Poll"** means a secret ballot;
- 27.1.13 **"Register of Members"** means the membership register of the Organisation;
- 27.1.14 **"Regulations"** means the regulations made by the Board pursuant to this Constitution;
- 27.1.15 **"Seal"** means the common seal of the Organisation;

**ACC INTERNATIONAL MISSIONS LTD- ACN
CONSTITUTION**

- 27.1.16 **"Secretary"** means any person appointed to perform the duties of a secretary of the Organisation and includes an honorary secretary;
- 27.1.17 **"Special resolution"** means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, both in person or by proxy at a general meeting of the Organisation of which not less than twenty-one (21) days notice specifying the intention to propose the resolution as a special resolution and stating the resolution has been given;
- 27.1.18 **"The Act"** means the *Corporations Act 2001* as amended from time to time;
- 27.1.19 **"The State"** means the State of Victoria;

27.2 Interpretation

In the construction of this Constitution:

- 27.2.1 expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 27.2.2 a gender includes all genders;
- 27.2.3 words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

27.3 Replaceable Rules

Except to the extent that is contained in any provision of this Constitution the replaceable rules referred to in the Act do not apply to this Organisation.

APPENDIX A

Rules for the Establishment and Operation of Gift Fund (refer Clause 11)

- (a) **Maintaining a Gift Fund**
The Organisation must maintain a Gift Fund for the principal purpose / object of the Fund:
 - i) To which gifts of money or property for that purpose are to be made;
 - ii) To which money received by the Organisation because of those gifts is to be credited; and
 - iii) That does not receive any other money or property.

- (b) **Limits on use of Gift Fund**
The Organisation must use the following for the principal purpose / object of the Fund:
 - i) Gifts made to the Gift Fund;
 - ii) Any money received because of those gifts.

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

- (d) **Bank Account**
The Organisation must maintain a separate bank account for the Gift Fund.

- (e) **Record Keeping**
The Organisation must:
 - i) Keep records that record and explain all transactions and other acts the Organisation engages in that are relevant to the Organisation's status as a Deductible Gift Recipient; and
 - ii) Retain those records for at least five years after the completion of the transactions or acts to which they relate.

- (f) **Gift Fund Forms Part of the Organisation**
It is declared that the Gift Fund forms part of the Organisation.