

Christian Family Centre Churches Ltd. Constitution

October 2020

CORPORATIONS ACT 2001

CONSTITUTION

of

Christian Family Centre Churches

ACN 636 723 192

A Company LIMITED BY GUARANTEE

Christian Family Centre Churches
185 Frederick Road
Seaton SA 5023
www.familycentre.org.au

**CHRISTIAN FAMILY CENTRE CHURCHES - ACN 636 723 192
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1 PREAMBLE

The Christian Family Centre, formally constituted as an Incorporated Association in South Australia (Insert Assn #), is transitioned by this Constitution into a Company limited by guarantee.

Within the framework of the Church Universal, Christian Family Centre Churches is associated with a group of local churches of common faith, vision and leadership. This co-operative interdependent fellowship of churches is based on mutual love, respect, loyalty and recognition of each church's autonomy. The CRC Churches International Australia Inc. is such a group and believes that association with it should not interfere with our love for and fellowship with the Church Universal in whatever contact we may have with it.

Christian Family Centre Churches accepts and agrees to abide by the terms and provisions of:

- A. The Charter of CRC Churches International Australia Incorporated,
- B. The Constitution of CRC Churches International Australia Incorporated,
- C. The Approved National Policy Documents and Guidelines of the CRC.

2 DEFINED MEANINGS

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.

3 NAME

The name of the Company is Christian Family Centre Churches (hereinafter called the "Company").

4 REGISTERED OFFICE

4.1 Location

The registered office of the Company shall be situated at such place in Australia as the Board may from time to time determine.

4.2 Display name

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

5 OBJECTS

The objects for which the Company is established are:

- A. To conduct and operate Christian churches;
- B. To promote, teach and practise the precepts and doctrines of the Gospel of the Lord Jesus Christ and seek to lead men, women and young people to a better understanding of the Gospel;
- C. To establish and maintain place(s) for the worship of God our Heavenly Father, and to provide for Christian fellowship for those of like faith in Jesus Christ, and where the Holy

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Spirit may empower the distinctive testimony of the Church. Christian Family Centre Churches may comprise many congregations meeting in different places;

- D. To promote, conduct and carry on such activities and perform such services as are ordinarily carried on and performed by churches and religious Organisations of the Christian faith; like but not limited to church services, Sunday schools, youth meetings, prayer meetings and general services of worship;
- E. To organise, form or otherwise establish Churches in any place in the Commonwealth of Australia or elsewhere;
- F. To train people to become leaders, preachers or ministers suitable for ordination;
- G. To establish, conduct and carry on hospitals, schools, orphanages, alms houses, accommodation, refuges and any other undertaking of a religious, charitable or educational nature that the Board may from time to time decide upon for the relief of the poor, the needy, the sick, the prisoners, the homeless and to relieve their distress by social and spiritual agencies of the Churches; and
- H. To do all and any lawful thing, act or deed as may be incidental or conducive to the attainment of the above objects.

6 POWERS

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

7 DECLARATION OF FAITH

The Company has the doctrines as are expressed in Appendix 1 to this Constitution.

8 USE OF THE INCOME AND PROPERTY OF THE COMPANY

8.1 Non-profit

The income and property of the Company shall be applied solely towards the promotion of the objects of the Company 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 Company.

8.2 Permitted payments to Members and Directors

Nothing in Clause 8.1 prevents the payment in good faith of reasonable and proper:

- 8.2.1 Remuneration to any Member or Director of the Company in return for any services actually rendered by them to the Company;
- 8.2.2 Compensation to any Member of the Company for expenses properly incurred by them on behalf of the Company;
- 8.2.3 Payment for goods supplied to the Company by any Member in the ordinary and usual way of business;
- 8.2.4 Interest on money borrowed from any Member for any purpose of the Company at a rate not exceeding the rate for the time being charged by the Company's Bank for overdrafts under \$100,000; or

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8.2.5 Reasonable and proper rent for premises demised or let by any Member to the Company.

8.3 Directors' fees

No Directors shall receive remuneration or be paid any fees in respect of their ordinary duties as a Director of the Company.

8.4 Reimbursement of Directors' expenses

The Company may also pay the Directors' travelling and other expenses that they properly incur:

8.4.1 In attending Directors' meetings or any other meetings of committees of Directors; and

8.4.2 In attending any general meetings of the Company; and

8.4.3 In connection with the Company's business,

provided that any such payment would be reasonable in the circumstances of the Company. Any such payment must be approved by the Directors.

8.5 Other payments to Directors

Subject to Clause 8.3, no payments shall be made to any Director other than those payments authorised by Clauses 8.2 and 8.4 unless:

8.5.1 the payment is approved by the Directors; and

8.5.2 the payment is approved, if required, by the Members in accordance with the Act.

9 LIMITED LIABILITY

The liability of Members is limited to any amount due and payable as a Member's contribution.

10 MEMBERS' CONTRIBUTIONS

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up whilst he/she is a Member or within one year after he/she ceases to be a Member for payment of the debts and liabilities of the Company (contracted before he/she 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).

11 USE OF PROPERTY ON WINDING UP

11.1 No distribution to Members on winding up

If upon the winding up or dissolution of the Company 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 Company, unless the said Member(s) is also an institution approved by the Commissioner of Taxation as a Tax Concession Charity and with similar charitable objects.

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11.2 Distribution of surplus on winding up

Subject to Clause 11.1, the surplus shall be transferred to the CRC Generations Fund under the oversight of the National Council of the CRC Churches International, and management of the National Executive of CRC Churches International.

The decision to give the surplus assets to the CRC Generations Fund must be made by a Special Resolution of Members at or before the time of winding up and in default thereof by a Judge of the Supreme Court of a State or Territory in which the Company operates.

12 AMALGAMATION

The Company must not amalgamate with any other body that does not have Tax Concession Charity status.

13 MEMBERSHIP

13.1 Members

The inaugural Members at the time of the adoption of this Constitution and such natural persons as the Board admits to Membership in accordance with this Constitution shall be Members of the Company.

13.2 Membership criteria

No person may be admitted to Membership unless the person provides evidence to the Board that they:

- 13.2.1 Have received Jesus Christ as their personal Lord and Saviour;
- 13.2.2 Have been baptized in water by immersion;
- 13.2.3 Submit to and support the Board and leadership of the Churches, accepting both the privilege and responsibilities required of Membership;
- 13.2.4 Accept the CFC Declaration of Faith, the objects, values, vision, mission, ministry strategy and marriage and morality statement of the CFC;
- 13.2.5 Attend public worship services as regularly as possible; are relationally connected; contribute to the financial support of the churches by giving tithes and voluntary offerings; use their abilities and gifts to advance the work of the churches; share their faith with those who don't know Jesus; and keep the Board or their delegated authority informed of extended leaves of absence such as long service leave, out of town employment contracts, illness etc.;
- 13.2.6 Have attained eighteen (18) years of age;
- 13.2.7 Fulfil any other policy requirements the Board establishes;
- 13.2.8 Who agree to offer their resignation if they fall below any of these requirements; and
- 13.2.9 Have the pre-endorsement of the Senior Minister.

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13.3 Form of application

Every application to the Board for Membership of the Company shall be in such form as prescribed by the Board.

13.4 Board may accept or reject

The Board may accept or reject an applicant for Membership without giving a reason.

13.5 Notification of acceptance

When an applicant has been accepted for Membership the Secretary must forthwith send to the applicant written notice of his/her acceptance and update the Register of Members accordingly.

13.6 Annual subscription

No entrance fee or annual subscription is payable by Members.

14 REGISTER OF MEMBERS

14.1 Register must be kept

The Board must keep a Register of Members.

14.2 Contents of Register

The following information must be contained in the Register of Members in respect of each Member:

- 14.2.1 the full name of the Member;
- 14.2.2 the address of the Member;
- 14.2.3 the date of admission to and cessation of Membership; and
- 14.2.4 such other information as the Board requires.

14.3 Member must notify changes

Each Member must notify the Secretary in writing of any change in that person's name or address.

14.4 Evidence of Membership

Inclusion of a name in the Register of Members is prima facie evidence of Membership.

15 CESSATION OF MEMBERSHIP

15.1 When Membership ceases

A person ceases to be a Member on:

- 15.1.1 resignation; or
- 15.1.2 death; or

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- 15.1.3 becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- 15.1.4 becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- 15.1.5 the Member being in breach of Clause 13.2; or
- 15.1.6 the termination of the person's Membership by the Directors or by the Company in general meeting in accordance with this Constitution.

Upon cessation of Membership the Register of Members must be updated in accordance with Clause 14.2.

15.2 Resignation

A Member may by written notice to the Company resign from Membership with immediate effect or with effect from a specified date occurring not more than three (3) months after the service of the notice. A Member remains liable after resignation for any annual subscription fee (if any) due and unpaid at the date of the Member's resignation and for all money due by the Member to the Company, in addition to any sum for which the Member is liable as a Member under Clause 10.

15.3 Censuring, suspension or expulsion of Member

If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- 15.3.1 at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - a what is alleged against the Member; and
 - b the intended resolution;
- 15.3.2 at the Directors' meeting, and before the passing of the resolution, the Member must be given an opportunity of giving, orally or in writing, any explanation the Member thinks fit;
- 15.3.3 the Member may elect to have the question dealt with by the Company in general meeting, by notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding of the Directors' meeting at which the resolution is to be considered by the Directors;
- 15.3.4 if the Member gives a notice under Clause 15.3.3:
 - a no resolution of the Directors on that matter is effective;
 - b a general meeting of the Company must be called for the purpose of considering the resolution set out in the notice originally given to the Member under this Clause; and

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- c if, at the general meeting, a resolution is passed by a majority of at least two-thirds of those present and voting (the vote to be taken by ballot), the Member concerned must be dealt with in accordance with the resolution; and

15.3.5 in the case of a resolution passed by the Directors the Membership of the Member automatically terminates, in which case the Member ceases to be a Member.

16 GENERAL MEETINGS OF MEMBERS

16.1 General meetings

An Annual General Meeting of the Company 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.

16.2 Location

All meetings of the Company shall be held in Australia. The Company may hold a meeting of its Members at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

16.3 Convening meetings

A majority of Directors may whenever they think fit convene an extraordinary general meeting. Members can only convene a meeting as allowed by the Act.

16.4 Amount of notice of meetings

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.

16.5 Contents of notice

Notice of a general meeting shall:

- 16.5.1 set out the place, the day, and the hour of meeting;
- 16.5.2 state the general nature of the meeting's business;
- 16.5.3 if a Special Resolution is to be proposed at the meeting – set out an intention to propose a Special Resolution and state the resolution.

16.6 Persons entitled to notice

Notice of every general meeting shall be given in any manner authorised by Clause 26 and in accordance with the Act to:

- 16.6.1 every Member and Director; and
- 16.6.2 the Auditor or Auditors, if any, for the time being of the Company;

No other person shall be entitled to receive notices of general meetings.

16.7 Notice of adjourned meeting

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.

16.8 Accidental failure to give notice

Subject to the Act, an accidental failure to give notice of any general meeting to a person entitled to receive notice, 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.

17 PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

17.1 Business of Annual General Meeting

The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:

- 17.1.1 to receive and consider the annual financial report, the report of the Board and the Audit/Financial Review report as applicable. The Auditor is entitled to be heard by the Members on any part of the business of the meeting that concerns the Auditor in the capacity of the Auditor;
- 17.1.2 the election of Directors; and
- 17.1.3 the appointment of Auditors.

17.2 Special business

All other business transacted at an Annual General Meeting and all business transacted at any extraordinary general meeting is special business.

17.3 Quorum

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. A quorum for any meeting shall be two-thirds of all Members. For the purpose of this Clause "Member" includes a person attending as proxy.

17.4 When quorum not present

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.

17.5 Chairperson

The Chairperson is the Senior Minister or an appointed delegate. If the Senior Minister or the appointed delegate is not present or is unwilling to act then the Members present must elect one of their number to be Chairperson of the meeting. The Members may appoint an independent Chairperson pre-approved by the Advisory Council.

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17.6 Adjournment

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 notice of the adjourned meeting shall be given in accordance with Clause 16.7 (if required).

17.7 Voting and demanding a poll

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:

17.7.1 by the Chairperson, or

17.7.2 by a Member present in person.

17.8 Declaration of vote on show of hands

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 Company, 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.

17.9 Taking a poll

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.

17.10 Chairperson does not have a casting vote

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 is not entitled to a second or casting vote. A Chairperson, who is not a Member of the Company, shall not be entitled to vote.

17.11 Voting rights

A Member may vote in person or by proxy (provided such proxy is also a Member of the Company) 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 authorized representative shall have one vote.

17.12 Appointment of proxies

The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorized in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be

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entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.

17.13 Proxy form

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

"I.....of.....
being a Member of Christian Family Centre Churches hereby appoint
of or failing him/her
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 Company, to be
held on the day of 20..... and
at any adjournment thereof.

My proxy is hereby authorized 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 they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.)

* Strike out whichever is not desired."

17.14 Proxy form and power of attorney to be deposited before meeting

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 deposited at the registered office of the Company, faxed to the registered office or deposited at, faxed or sent by electronic mail to such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) 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 (24) hours before the time appointed for the take of the poll and in default the instrument or proxy shall not be treated as valid.

17.15 Validity of proxy or attorney vote

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 Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

18 COMPOSITION OF THE BOARD

18.1 Directors and appointment of Chairperson

The business and affairs of the Company shall be managed by the Board of Directors consisting of the Senior Minister and not less than six (6) elected Directors. The Chairperson shall be the Senior Minister or an appointed delegate.

18.2 Directors on adoption of this Constitution

The Directors on adoption of this Constitution shall remain Directors until the first Annual General Meeting after the adoption of this Constitution. With the exception of the Senior Minister who is an ex-officio Member of the Board.

18.3 Senior Minister

- 18.3.1 The Senior Minister must hold a CRC National Minister's Credential and is appointed by the Board by a three-fourths majority vote;
- 18.3.2 The Senior Minister is the Chairperson of the Board;
- 18.3.3 The appointment, termination or discipline of the Senior Minister must be by a Special Resolution passed in accordance with Clause 29.2 of this Constitution.

18.4 Term of appointment

- 18.4.1 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.
- 18.4.2 Each Director will be confirmed by the Members at the Annual General Meeting.

18.5 Election of Directors

The election of Directors shall take place in the following manner:

- 18.5.1 The Board shall be at liberty to nominate any other person to serve as a Director. The candidate must be a Member of the Company;
- 18.5.2 No person is eligible for election as a Director unless they meet, in the opinion of the Board, the Biblical requirements for Elders as outlined in 1 Timothy 3 and Titus 1, and agree to abide by the doctrines and policies of the Company, and the CRC Churches International from time to time, and any other relevant Code of Conduct of CRC Churches International from time to time;
- 18.5.3 No person is eligible for election as a Director unless they provide a written consent to the Company;
- 18.5.4 The nomination, which shall be in writing and signed by the candidate and their proposer, and the consent must be lodged with the Secretary at least fourteen days (14) before the Annual General Meeting at which the election is to take place;
- 18.5.5 In case there shall not be a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies;

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18.5.6 On reasonable grounds, the Senior Minister may refuse to endorse the nomination of a Director.

18.6 Increasing or reducing number of Directors

The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors provided that the minimum number of Directors must not be less than six (6).

18.7 Board power to appoint

The Board has the power at any time, and from time to time, 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 Company 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 conclusion of the next following Annual General Meeting when they shall retire but they shall be eligible for re-election.

18.8 Resignation

A Director may resign from office by notice in writing to the Company.

18.9 Removal by Members

Subject to the Act, a Director may be removed from office by ordinary resolution of the Members at a general meeting convened for that purpose on at least twenty-one (21) days' notice. At the meeting the Director must be given the opportunity to present his/her case orally or in writing.

18.10 Directors cannot remove another Director

A Director cannot be removed from office by the other Directors.

18.11 Vacation of office of Director

The office of a Director shall become vacant if the Director:

- 18.11.1 becomes bankrupt or makes any arrangement or composition with their creditors generally;
- 18.11.2 becomes prohibited from being a Director of a Company by reason of any order made under the Act;
- 18.11.3 ceases to be a Director by operation of any provision of the Act;
- 18.11.4 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;
- 18.11.5 resigns his office in accordance with Clause 18.8;
- 18.11.6 is removed under the provisions of Clause 18.9;
- 18.11.7 fails to meet, in the opinion of the Board, the Biblical requirements for Elders as outlined in 1 Timothy 3 and Titus 1, or fails to abide by the doctrines and

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policies of the Company or the CRC Churches International from time to time or any other relevant Code of Conduct of the Church or CRC Churches International from time to time;

18.11.8 for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period;

18.11.9 ceases to be a Member pursuant to Clause 15.

19 POWERS AND DUTIES OF DIRECTORS AND THE BOARD

19.1 General powers of Board

The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

19.2 Regulations and Policies

The Board may make regulations and policies for the conduct of the activities of the Company. Such regulations and policies shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulations and policies of the Company made by the Board may be disallowed by the Company in general meeting provided that no resolution by the Company 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.

19.3 Borrowing

The Board may exercise all the powers of the Company 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 Company.

19.4 Execution of cheques etc

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Board from time to time determines.

19.5 Minutes

The Board shall cause minutes to be made:

19.5.1 of proceedings and resolutions of meetings of the Company; and

19.5.2 of proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and

19.5.3 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. Where the minutes referred to in this Clause are signed in accordance with this Clause, those

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minutes shall be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

19.6 Notice required when Director has material personal interest

Subject to the Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company 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 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 Company. 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.

19.7 Standing notice of interest

A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter in accordance with the Act. The notice may be given at any time and whether or not the matter relates to the affairs of the Company at the time the notice is given.

19.8 Director may contract with Company

Subject to Clause 19.6, a Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by a Director nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Company for any profit realized by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.

19.9 Director with interest may affix seal

A Director who has an interest 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.

19.10 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:

19.10.1 to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;

19.10.2 to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in this Constitution;

19.10.3 not to misuse their position as a Director;

19.10.4 not to misuse information they gain in their role as a Director;

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19.10.5 to disclose any perceived or actual material conflicts of interest in the manner set out in this Constitution;

19.10.6 to ensure that the financial affairs of the Company are managed responsibly; and

19.10.7 not to allow the Company to operate while it is insolvent.

20 PROCEEDINGS OF THE BOARD

20.1 Meetings of the Board

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.

20.2 Circular resolutions

20.2.1 If a majority of the Directors have signed a document, including via email, 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.

20.2.2 For the purposes of Clause 20.2.1, two (2) 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.

20.2.3 A reference in Clause 20.2.1 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.

20.2.4 A resolution of the Board passed in accordance with Clause 20.2.1 must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

20.3 Quorum for Board

The quorum necessary for the transaction of the business of the Board shall be two-thirds of the total Board.

20.4 Meetings by electronic means

A majority of Directors 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.

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20.5 Voting at Board meetings

While it is felt consistent with scripture that there should be total unity in the passing of resolutions and in the appointments to office, unless stated otherwise in the Constitution, decisions shall be by a simple majority of votes cast by Directors present at the meeting and a determination by a majority shall for all purposes be deemed a determination of the Board.

20.6 Permitted acts during vacancy in Board

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 may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

20.7 Chairperson

The Senior Minister or an appointed delegate is the Chairperson for meetings of the Board. If the Senior Minister or the appointed delegate is not present within ten (10) 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.

20.8 Sub-committees

The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the Directors of the Company 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.

20.9 Advisory boards

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.

20.10 Conduct of sub-committees and advisory boards

A sub-committee or advisory board may meet and adjourn as it thinks proper. Resolutions of questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of votes the Chairperson of the sub-committee or advisory board shall not have a second or casting vote.

20.11 Defects in appointment or qualifications of Director

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.

21 DISPUTES

21.1 Handling disputes

- 21.1.1 A dispute within the Company that is unable to be resolved between its parties must, before taking any other action, be referred to the Board for resolution unless either the Senior Minister, a Director or the Board is a party to the dispute.
- 21.1.2 Where a dispute is referred to the Board for resolution the Board must ensure each party to the dispute has the opportunity to put the party's version of events before it and to be heard by it.
- 21.1.3 In the hearing of matters relating to a dispute every Director must act in accordance with sub-Clause 19.6 concerning any material personal interest.
- 21.1.4 In the event of circumstances occurring not envisaged or unresolvable according to this Constitution, the Advisory Council are authorised to resolve the impasse by mediation, their recommendation being final. The Advisory Council is to liaise and consult with the National Executive of CRC Churches International in their deliberative process.
- 21.1.5 The Advisory Council is an advisory body which must be invited in to intervene in a dispute as prescribed in By Law 2 to this Constitution.

22 APPOINTMENT OF SECRETARY

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. A person must provide the Company with a signed consent to act as Secretary prior to their appointment.

23 SEAL

23.1 Common seal optional

The Board may provide for the Company 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.

23.2 Affixing the seal

The Company may execute a document (including a Deed) using a seal if the seal is affixed to the document and the affixing of the seal is witnessed by:

- 23.2.1 two (2) Directors; or
- 23.2.2 a Director and a Secretary.

23.3 Execution of documents without seal

The Company may execute a document (including a Deed) without using a seal if the document is signed by:

- 23.3.1 two (2) Directors; or

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23.3.2 a Director and a Secretary.

23.4 Other ways of executing documents

Notwithstanding Clauses 23.2 and 23.3, a document (including a Deed) may also be signed by the Company in any other manner permitted by law.

24 ACCOUNTS

24.1 Keeping of financial records

True accounts shall be kept in accordance with the Act, the ACNC Act and any Charitable Fundraising Legislation (as applicable), of the sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place and of the proper credits and liabilities of the Company. The Company's financial year is 1st January to 31st December unless the Directors pass a resolution to change the financial year.

24.2 Inspection by Members

The Board shall from time to time determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.

24.3 Reporting to Members

The Board shall provide annual financial reporting to Members in accordance with the Act.

24.4 Directors' Access to documents

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

25 DEDUCTIBLE GIFT RECIPIENT FUNDS

25.1 Revocation of endorsement

- 25.1.1 If the Company is wound up or its endorsement as a deductible gift recipient holder is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- a. gifts of money or property for the principal purpose of the Company;
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and/or
 - c. money received by the Company because of such gifts and contributions.

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25.2 Receipts – DGR Funds

25.2.1 Receipts issued by the Public Benevolent Institution must state:

- a. the name of the Organisation;
- b. the ABN of the Organisation; and
- c. the fact that the receipt is for a gift.

25.2.2 Receipts issued by the Educational Building Fund must state:

- a. the name of the Organisation;
- b. the ABN of the Organisation; and
- c. the fact that the receipt is for a gift.

26 NOTICE

26.1 Service of notices

Any notice required by law or by or under this Constitution to be given to any Member shall be given:

26.1.1 personally; or

26.1.2 by sending it by post to the address for the Member in the Register of Members;
or

26.1.3 by sending it to the fax number nominated by the Member; or

26.1.4 by sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.

26.2 When notice deemed to be served

Where a notice is given personally, service of the notice shall be deemed to occur on the day of receipt. 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 seven (7) days after it is posted. 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.

27 INDEMNITY

27.1 Indemnity for Directors, Secretaries and other officers

Subject to the Act and to the extent permitted by law, the Company must indemnify every person who is or has been a Director, the Secretary or another officer of the Company against a liability:

27.1.1 incurred by any such person acting in that capacity to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;

27.1.2 for the costs 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

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

27.2 Indemnity for employees

Every employee who is not a Director, the Secretary or another officer of the Company may be indemnified, unless prohibited by law, out of the property of the Company against a liability:

- 27.2.1 incurred by the employee acting in that capacity;
- 27.2.2 for the costs 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 the Act.

28 INSURANCE

28.1 Insurance for Directors, Secretaries and other officers

Subject to the Act, the Company shall pay insurance premiums in respect of insurance for the benefit of a Director, Secretary or another officer of the Company acting in that capacity against:

- 28.1.1 costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- 28.1.2 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 Company or a breach of the provisions of the Act dealing with improper use of inside information or position.

28.2 Insurance for others

The Company may pay insurance premiums in respect of insurance for the benefit of the Auditor or an employee of the Company who is not a Director, Secretary or another officer of the Company concerned in the management of the Company.

29 SPECIAL RESOLUTIONS

29.1 Alteration of this Constitution

- 29.1.1 A resolution altering or repealing any part of this Constitution must be passed by Special Resolution.
- 29.1.2 The Advisory Council shall pre-approve any Constitution amendment and are to ensure that the CRC National Executive are informed and consulted before the amendment is passed.
- 29.1.3 Amendments to this Constitution must not be made if passing it causes the Company to no longer be a charitable organisation.

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29.2 The appointment, termination or discipline of the Senior Minister

- 29.2.1 The Advisory Council shall pre-approve in writing, any appointment, termination or discipline of the Senior Minister and are to ensure that the CRC National Executive are informed and consulted before the resolution is passed.

30 DEFINITIONS AND INTERPRETATION

30.1 Definitions

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

- 30.1.1 “**Advisory Council**” means an advisory body who must be invited in to intervene in a dispute (refer to By Law 2);
- 30.1.2 “**Annual General Meeting**” means the general meeting held each year as required by the Act and this Constitution;
- 30.1.3 “**Board**” means the Board of Directors of the Company;
- 30.1.4 “**Chairperson**” means the Chairperson of the Board;
- 30.1.5 “**Church**” means the Company;
- 30.1.6 “**Company**” means Christian Family Centre Churches;
- 30.1.7 “**CRC Churches International Inc**” is the group of Pentecostal churches to which the Company is affiliated;
- 30.1.8 “**CFC**” means the Christian Family Centre Churches;
- 30.1.9 “**CRC**” means the CRC Churches International Australia Inc.;
- 30.1.10 “**Director**” means a person elected or appointed as a Director of the Company;
- 30.1.11 “**Member**” means a Member of the Company;
- 30.1.12 “**National Executive**” means the National Executive of the CRC Churches International Australia Inc.;
- 30.1.13 “**Ordinary resolution**” means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person at a general meeting of the Company;
- 30.1.14 “**Person**” shall include natural persons and corporations;
- 30.1.15 “**Poll**” means a secret ballot;
- 30.1.16 “**Register**” means the Register of Members of the Company;
- 30.1.17 “**Regulations and Policies**” means the regulations and policies made by the Board pursuant to this Constitution;
- 30.1.18 “**Seal**” means the common seal of the Company;

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- 30.1.19 “**Secretary**” means any person appointed to perform the duties of a Secretary of the Company and includes an honorary Secretary;
- 30.1.20 “**Senior Minister**” means the person in the office of Senior Minister from time to time while holding that office (or their nominee);
- 30.1.21 “**Special Resolution**” means, subject to the Act, a resolution passed by a majority of not less than 75% of eligible voters, present in person at a general meeting of the Company of which not less than twenty-one (21) days’ notice has been given, such notice setting out the intention to propose the Special Resolution and stating the resolution;
- 30.1.22 “**the ACNC Act**” means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time; and
- 30.1.23 “**the Act**” means the Corporations Act 2001 (Cth) as amended from time to time.

30.2 Interpretation

In the construction of this Constitution:

- 30.2.1 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;
- 30.2.2 gender means either male or female;
- 30.2.3 the singular includes the plural and vice versa; and
- 30.2.4 words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

30.3 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 Company.

APPENDIX 1 – DECLARATION OF FAITH

The Church believes in and presents the following basic Christian truths:

1. The Scriptures

The Scriptures, as originally written (ie) the sixty six (66) books of the Protestant Bible, are infallibly inspired by God. They alone constitute the final authority in all matters pertaining to Christian faith and practice.

The Old and New Testaments are not to be added to, superseded, or changed by later tradition or supposed revelation; and because the Bible is the completed Word of God, whatever is not contained therein is not to be declared as an article of faith.

All articles of faith are held because they are understood to be the central or main teaching of the Scripture, and are therefore always subject to the authority of the Scripture.

Matthew 4:4; 5:17-18; 24:35; John 5:39; 10:35; 17:17; Acts 28:23; 1 Corinthians 2:7-16;
2 Timothy 3:15-17; 2 Peter 1:19-21

2. God

There is one God, perfect and holy, existing eternally in loving community as the three persons of the Father, Son and Holy Spirit; who is the Creator and Preserver of all things, physical and spiritual, visible and invisible.

These three persons are co-eternal, equal and distinct in every respect, though each person of the Godhead possesses His own characteristics, and each performs His own specific divine works in total unity and harmony with the others.

Matthew 3:16-17; 28:19; John 14:16-17; 1 Corinthians 12:4-6; 2 Corinthians 13:14;
Ephesians 2:18; 4:4-6

3. God the Father

The Father of our Lord Jesus Christ is personal, ever present, sovereign, self-existent, immortal, holy, unchanging, good, merciful, all-powerful, all-knowing, loving, gracious, faithful and just.

The Father gave His Son, Jesus Christ, for the redemption of all people.

1 Corinthians 15:24-28; John 3:36; Matthew 6:13; 19:26; Hebrews 12:7ff; 1 John 1:3;
Revelation 4:11; Leviticus 11:44; 20:26; Acts 17:27-28; Genesis 17:1; 18:14; 21:33;
Mark 14:36; Luke 1:37; 18:27; John 4:24; Malachi 3:6; Numbers 23:19; Exodus 3:6, 13-14;
Deuteronomy 4:39; Daniel 4:35; 2 Corinthians 1:3; Psalms 5:4-5; 25:8; 89:26,28; 90:2; 102:25-27;
103:13; 107:1; 139:1-12; Isaiah 40:25, 28; 46:9-10; 57:15; 63:11-16;
Romans 2:4; 8:28; 12:1

4. God the Son, Jesus Christ

As the eternal Son of God, Jesus Christ is the Lord of all creation and the eternal Word. He was made flesh when he was conceived supernaturally by the Holy Spirit through the virgin Mary, being then truly God and truly human, perfect in nature, teaching and obedience to the Father.

He is the only Saviour for our world, living a sinless life and dying a vicarious sacrifice as the Representative Human, shedding His precious blood for the forgiveness of sin for all people. Victorious over all the powers of darkness, He rose physically from the dead, ascended into heaven, reigns over creation at the right hand of the Father, and will personally return in glory to consummate His redemptive work.

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He is the Head of His body, the Church, which He loves, directs, empowers, and grows.

John 1:1-3; Isaiah 7:14; 9:6; Matthew 1:18-25; John 14:9; 17:1,5; Philippians 2:5-11; Hebrews 7:23-28; Acts 1:11; Matthew 24:30; Acts 10:36; Matthew 26:28; Romans 5:1,18; Acts 13:39; Ephesians 5:23; Colossians 2:15; Hebrews 1:3; 8:1; 12:2; 1 Peter 3:22; Colossians 1:15-20

5. God, the Holy Spirit

As the eternal Spirit of God, He is the giver of life, and draws people to Jesus Christ in faith, bringing about the new birth and the full outworking of the salvation process. He unites himself to people who put their trust in Christ, producing in them righteous character and conduct.

The Holy Spirit inspired the great Old Testament prophets, priests, judges, and kings. He anointed and enabled Jesus Christ to outwork His saving mission on earth. He filled the Church with Pentecostal power and equips believers to outwork God's purposes.

John 14:16-17,26; 16:8-11; 1 Corinthians 12:13; John 3:5; 1 Corinthians 6:19; Romans 8:9-11; Galatians 5:22-23; 2 Corinthians 3:17-18; 1 Peter 1:2, 10-12; 2 Peter 1:20-21; Luke 4:1, 18-21; Acts 2:4; 4:31

6. Humanity

All people are created by God in his own image and for Him by a specific act of creation. Though originally created to be morally upright and perfect, expressing a creative and dignified purpose, humanity as a whole has fallen short of God's glorious design through individual and universal moral weakness, commencing with the original sin of Adam and Eve. Consequently, all people find themselves separated from intimate union with God. Apart from the intervention of Jesus Christ, no person can resolve their moral dilemma and alienation from God. Despite a person's character and achievements, they remain lost and without hope apart from the salvation provided by Jesus Christ.

At the end of the age, associated with the return of Christ, the dead will rise and all people will give an account of their life before Christ. The just will rise to eternal life; the unjust to punishment.

Genesis 1-3; Genesis 1:26-27; Romans 5:12, 16-17; Jeremiah 17:9; Ephesians 2:1-3, 12; John 6:44; John 3:3-7; Acts 4:12; 2 Corinthians 11:3

7. The Devil

The devil, a fallen angel is the spiritual enemy of all people, who enslaves humanity by empowering their choices against submitting to Christ's authority and salvation. The death and resurrection of Christ empowers believers to exercise authority over the devil's works, until the day of final judgement when the devil and his evil spirits will be consigned to eternal punishment.

Genesis 3:1-5; Matthew 25:41; Luke 10:18-19; 2 Corinthians 4:4; Ephesians 2:2; 6:11-12; Colossians 2:15; James 4:7; 1 Peter 5:8-9; 1 John 3:8; Jude 6; Revelation 12:7-9, 11-12; 20:10

8. Salvation

Salvation is the direct consequence of the great redemptive act of God in Christ. It is the free and gracious gift of God to all who turn to Him in genuine repentance and wholehearted trust in the Lord Jesus Christ. It results in union with God and a life characterised by love, repentance, trust and moral uprightness. There is no other means except through the salvation provided by the Lord Jesus Christ by which people can be saved.

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Salvation describes the effect of Christ's work on the cross upon people. It entails a secure relationship with God, freedom from guilt, discovery of God-endowed dignity, the liberating presence of the Holy Spirit and His instantaneous regenerative work and introduction to the family of God.

It is depicted in the Bible as rescue, new birth, adoption, new life, new creation, eternal life, certain hope, heavenly citizenship, coming into light, legal justification, sacrificial atonement, release from bondage and freedom.

Ephesians 2:8-9; Romans 5:1; Acts 2:38; 3:19-21; 4:12; 13:31; Titus 3:4-7; Ephesians 1:5,7; Galatians 6:14-15; 1 Corinthians 1:30; 2 Corinthians 5:17

9. The Church

All spiritually reborn believers are Members of the body of Christ, the one true church universal. Spiritual unity is to be expressed among Christians by acceptance and love of one another across ethnic, socio-economic, national, generational, and denominational lines.

The local church is a congregation of believers who under Christ's leadership, gather for worship, prayer, instruction, encouragement, mutual accountability, and community with each other.

Through it, believers invest time, energy, and resources into the Church's primary task of fulfilling the Great Commission — reaching lost people, making disciples and empowering them to be fully devoted to Christ.

Romans 12:4-5; 1 Corinthians 12:27ff; Ephesians 5:23, 26-27; 2:22; 1 Peter 2:5,9; Titus 2:14; Matthew 28:19-20

10. The Ordinances

There are two perpetual rituals to be observed by Christians – baptism and communion. They are ordained by the Lord Jesus Christ, and equally proclaim his death, burial and resurrection. When through the preaching of the Word from the scriptures, the real meaning inherent in these ordinances is understood and faith is aroused in the recipients, the Holy Spirit produces great benefits through them. Though they are important in Christian worship, they are not essential for salvation.

Romans 8:11; 10:17

10.1 Baptism

Baptism is an integral part of Christian initiation. We practise baptism of believers by immersion in water upon profession of faith in Christ. It signifies identification of the believer with Christ's death, burial and resurrection; separation from the old way of living without Christ; and the newness of life now discovered in Christ.

Matthew 28:19; Mark 16:16; Acts 2:38,41; 8:12-13, 36-39; 9:17-18; 10:47-48; 16:14-15; 18:8; 19:4-5; 22:16; Romans 6:3-5; Galatians 3:26-27; Colossians 2:12; 1 Peter 3:20-21

10.2 Communion

Communion is the ceremony in which bread and wine, symbolising Jesus' body and blood, are shared in remembrance of Christ's death, in proclamation of His presence, and in anticipation of His return.

Matthew 26:26-29; Mark 14:22-25; Luke 22:15-20; 1 Corinthians 10:16-17; 11:20-26

11. The Baptism in the Holy Spirit

The spiritual experience which we call Baptism in the Holy Spirit described in Acts 2:1-4 is distinct from and subsequent to the "new birth" and is normally accompanied by the

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manifestation of speaking in other tongues as the initial evidence. This experience was not only for the early disciples but continues for generations to come (Acts 2:37-39) and is a gracious and supernatural gift available to all believers and is received by faith.

The purpose of the Baptism in the Spirit is to supernaturally empower the effective witness of Christ's followers (Acts 1:8, 4:31), and to edify and build them up (1 Corinthians 14:4; Jude 20).

Mark 16:15-20; Luke 24:49; John 7:37-39; Acts 1:8; 2:1-40; 8:15-19; 10:44-47; 19:1-7; Luke 11:13

12. The Gifts of the Holy Spirit

Though everything in the Christian life can be talked about in terms of "gift", the supernatural gifts of the Holy Spirit recorded in 1 Corinthians 12:7-11 in particular, such as word of wisdom, word of knowledge, faith, gifts of healing, working of miracles, prophecy, distinguishing between spirits, tongues and interpretation of tongues are an integral part of the worship and ministry of the Church (1 Corinthians 12:7-11). They are given by the Holy Spirit and are exercised through the believer by faith. The gifts are to edify and equip the Church for ministry, and should operate in harmony with the fruit of the Spirit.

1 Corinthians 12:1ff; Romans 15:19; Hebrews 2:4; Acts 3:4-7; 5:3; 11:28-30; 13:9-11; 16:18; 27:10, 22-25; 1 Corinthians 12:7; 13:1-2

13. The Fruit of the Spirit

The life of the true believer, being genuinely united with God's Holy Spirit, will be characterised by growth in His love, joy, peace, patience, kindness, goodness, faithfulness, gentleness, self-control, compassion and humility which the New Testament calls the 'Fruit of the Spirit' (Galatians 5:22-23, Colossians 3:12).

This fruit also characterises the true ministry of the Church. Galatians 5:22-26; Colossians 3:12ff; 1 Corinthians 13:1ff; John 15:1ff

14. Divine Healing

The Bible contains a healing covenant affirmed in both Testaments, providing a promise of spiritual, psychological and physical health and well-being for the whole person, and divine deliverance from all bondage to the power of Satan. The basis of this covenant for every believer is God's compassion and mercy and because of Christ's atoning work on the cross.

Jesus expressly gave His disciples authority and power through the Holy Spirit to heal all kinds of sickness and disease, and to minister deliverance to those bound with demonic power. Divine healing and deliverance is available to all through active faith in the redemptive death, victorious resurrection and continuing ministry of Jesus Christ.

Exodus 15:26; Matthew 8:16-17; James 5:14-16; Matthew 10:1; Mark 16:17-18

15. Prayer

Prayer is the two-way communication between God and people. God freely invites His people to discuss all aspects of their lives with Him, offering to Him their petitions, intercession, and thanks. Through prayer, the believer can receive forgiveness, deliverance, provision, comfort, guidance, reassurance, encouragement and strength. God promises not only to listen to believing prayer but to respond to it, therefore believers can pray with faith and authority and so see the transforming power of God set in action.

Psalms 100:4; Jeremiah 33:3; Matthew 7:7-8, 11; 21-22; John 14:13-14; 16:23-24; Ephesians 6:18; Philippians 4:6-7; James 1:5-6; 1 John 5:14-15; John 4:24; Romans 8:26-27; 1 Corinthians 14:14-15; Jude 20; Matthew 6:9:1-15

16. The Resurrection

We believe that at the end of the age, Jesus will return bodily to earth and all people, righteous and unrighteous, will rise bodily from the dead. For the former, it will be a resurrection into reward and life with God; for the latter, it will be a resurrection into judgement and separation from God.

We believe in the eternal punishment of the wicked who maliciously do evil to others and who have hardened their hearts by wilfully rejecting and despising the love of God which was demonstrated in the giving of His Son on the cross for their salvation.

Isaiah 26:19; Daniel 12:2-3, 13; John 5:28-29; 6:39-40; 1 Corinthians 15; Revelation 20:4-6, 11-15; Philippians 3:21

17. Bible Prophecy

It is accepted that God is in charge of human affairs and history. This present era, in which God rules through His church, will be brought to a close when Jesus returns to earth. His return will be visible, personal and glorious. Though the timing of events is undetermined, Jesus' return will be associated with His judgement of all people, their resurrection, the outworking of His judgement on all satanic powers, and the introduction of the glorious and prosperous new heaven and earth.

Matthew 24:36-44; Acts 1:11; 2 Peter 3:1-14

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BY LAW 1

REGISTER OF POLICY DOCUMENTS

Version Number : 1.3
Issue Date: 5th August 2019

The following register details documents endorsed by the Board as prescribing policy and procedure for the governance and operation of the Christian Family Centre Churches. The documents are binding on the Directors and Members of Christian Family Centre Churches and foundational to the operation of the Christian Family Centre Churches.

All documents listed have been ratified by the Board of Christian Family Centre Inc. on **July 23rd, 2019** and are included in this By Law as current at the time of incorporation of the Company.

	Document	Focus	Publication Date	Version No.	Approved by Board
1	CFC Governance and Decision Making	From the “Moving Forward” document	July 2019		July 23 rd , 2019
2	CFC Spiritual Purposes	Values, Vision and Mission Policy from the “Moving Forward” document	July 2019		July 23 rd , 2019
3	CFC Partnership Policy and Procedures	The responsibilities of partnership	*5 th August 2019		August 4 th 2019
4	CFC Lead Pastor Inauguration Vow	Commitment to leading the CFC way			July 23 rd , 2019
5	CFC Employment Policy Guidelines – Marriage and Morality Statement	For all salaried staff			July 23 rd , 2019
6	CFC – Duty of Care Policy & CRC Duty of Care Policy				July 23 rd , 2019
7	CFC – Conflict of Interest Policy	To ensure integrity by all leaders			July 23 rd , 2019

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8	CRC Churches International Charter	Charter of the CRC	Sept 2010		July 23 rd , 2019
9	CRC Churches International Australia Constitution	National Constitution of the CRC	Oct 2015		July 23 rd , 2019
10	CRC Ministry Guidelines	Ministry Guidelines for CRC leaders	April 2017		July 23 rd , 2019
11	CRC The Role and Authority of Senior Ministers and Church Eldership Boards	Defining the responsibilities of both positions	June 2015		July 23 rd , 2019
12	CRC Statement on Sexual Harassment	Aligned to Government standards	April 2017		July 23 rd , 2019
13	CRC Women in Ministry Guidelines	Our positive position	March 1997		July 23 rd , 2019
14	Guidelines on the question of Discipline and Restoration of Ministers	The process involved over a 12 to 24 month period.	June 2017		July 23 rd , 2019
15	A Statement on Divorce and Remarriage in relation to Ministerial Credentialing in the CRC	To give guidance on this sensitive matter	May 2017		July 23 rd , 2019
16	CRC Privacy Guidelines	Aligned to Government Policy	May 2003		July 23 rd , 2019
17	CRC Social Media Guidelines	Aligned to Government Policy	Nov 2016		July 23 rd , 2019
18	CFC WHS Policy	Clear processes involved			July 23 rd , 2019
*	<i>Endorsed at Christian Family Centre Inc Special Members Meeting 5th August 2019</i>				

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BY LAW 2

ADVISORY COUNCIL

Version Number: 2.0
Issue Date: 12th October 2020

1. BACKGROUND

The legal governance of the Christian Family Centre Churches will be the responsibility of the duly appointed Board as stated in the Constitution and rules.

The Advisory Council are an advisory body who must be invited in to intervene in a dispute, by either

1. The Senior Minister, or
2. The three-fourths agreement of the Board.

1.1 General Counsel

The Advisory Council can provide general counsel and advice to the Senior Minister and/or the Board at any time.

1.2 Senior Minister / Governance Board relationship.

In relation to any employment related matters of the Senior Minister or any unresolved dispute that may arise, the Advisory Council **must be** consulted in order to determine an outcome. This includes the appointment, termination or discipline of the Senior Minister.

The Advisory Council, when officially appealed to, are the ultimate accountability point for matters relating to the Senior Minister and the Advisory Council's determinations are binding on both the Senior Minister and the Christian Family Centre Churches Board.

1.3 Advisory Council Appointment and Removal Process

The Advisory Council Members shall be recommended by the Senior Minister and ratified by the Board at the first Board Meeting in each calendar year.

To avoid an arbitrary abuse of power, the Board cannot remove all members of the Advisory Council at the same time.

The Advisory Council should have a minimum of 5 members.

A minimum of 3 members should be reappointed to the Advisory Council for continuity purposes.

Advisory Council members may make a recommendation to the Board in the event that one of the appointed Advisory Council members is no longer suitable for the role.

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The endorsed Advisory Council Members at the time of incorporation of the Company are:

Ian Miller
Rob Gallagher
Bruce Sharman
Trevor Murphy
Danny Parker

2. MANDATE

The Advisory Council is to provide advice to the Senior Minister and thereby to the Board.

The Oversight functional responsibility shall include:

- Spiritual input to the Senior Minister providing wisdom, encouragement and support;
- Resolution of disputes or conflicts involving the Senior Minister and the Board; and
- Appointment, dismissal and discipline of the Senior Minister.

3. RESOLUTION OF CONFLICTS

3.1 Unresolved Dispute

The Advisory Council are to be advised and involved in any unresolved conflict that occurs between the Senior Minister and the Board or vice versa. The model for resolution is outlined later in this document and is to be utilized prior to an invitation being made for the Advisory Council being consulted.

3.2 Dispute Resolution Process

Any dispute that may arise between Board Members is to be resolved using a Biblical model, recognizing that the ultimate accountability for CFC Churches remains with the Senior Minister. The resolution process to be followed is:

- 3.2.1 The two parties are to attempt to discuss the conflict with a view to resolution.
- 3.2.2 If a meeting cannot be mutually agreed upon or, the meeting does not lead to a satisfactory conclusion of the matter, then the Senior Minister or the Board by a three-fourths majority decision are able to contact a Member of the Advisory Council requesting their involvement.
- 3.2.3 The Advisory Council Member is then to advise the remaining Advisory Council Members and formulate a process for reconciliation, keeping the Senior Minister and the Board up to date.
- 3.2.4 The Advisory Council can process the dispute by whatever means they feel necessary including remote consultation or an in-situ consultation. The decision of the Advisory Council is final and binding on both the Senior Minister and the Board, unless there is a legal process in place or required.

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3.2.5 Any costs incurred by the Advisory Council and associated with the resolution process are to be borne by the Company.

4. Employment Related Matters

4.1 Appointment, Dismissal, Censuring or Discipline of the Senior Minister

Any matter relating to the appointment, dismissal, censuring or discipline of the Senior Minister must be referred to the Advisory Council **prior to any action being taken.**

4.2 Removal of the Senior Minister

In the event of the death, incapacitation, termination or proven misconduct (immorality, misappropriation of funds, and/or doctrine contradicting the adopted Articles of Faith of the Church) of or by the Senior Minister, the Board shall be responsible for the immediate administration of the Company's affairs. Notification of the event and a request for assistance is to occur as soon as possible to the Advisory Council.

4.3 Appointment of New Senior Minister

The Board with the pre-approval of the Advisory Council shall have the power to nominate, approach and appoint a person of their choice to the position of Senior Minister.

4.4 Process for Appointment or Termination of the Senior Minister

Any appointment or termination of a Senior Minister by the Board shall be carried by a three-fourths majority of the Board, but only with the endorsement of the Advisory Council after they have consulted with the CRC National Executive.