

Explanation of the proposed changes to the Constitution.

The current Constitution has served the needs of the church well and will remain largely unchanged by the amendments that are proposed at the AGM. Most amendments fix a number of spelling errors and a few procedural issues. The amendments that are more material than these are:

Change the way a director can be forcibly removed: The current Constitution provides that the Board of Governance can remove a director. Due to the provisions of the Corporations Act, this clause is void, that is, of no effect. The proposed amendments allow the members of the church to remove a director. This would occur at a meeting called by the Board of Governance. The members could decide at this meeting to either remove or retain the director.

Introduce an effective 2-year term for directors: Currently the Constitution has a term limit for directors, but this only applies when the Board of Governance is inactive. Practically, directors are currently appointed for life while the Board of Governance is active. This was the original intent of the Constitution, but it was also intended that the Board of Governance would be able to effectively supervise the directors. Given that it is unable to do so by law, a term expiry is being introduced. These amendments will also allow the Board of Governance to reappoint directors to serve as many terms as deemed appropriate.

Allow for deacons to govern in emergency circumstances: “Governance Deacons” serve on the Board of Governance when the church does not have an Eldership. The Constitution also requires that at least one Board of Governance member not be on staff. The proposed amendments will allow for the deacons to serve on the Board of Governance in an unexpected scenario where all the Elders are staff members.

Introduce a cascading mechanism for the chair of general meetings: Currently the Chair of directors chairs AGMs and any other General Meetings (there have not been any of these in the Church’s history). The amendments will retain this provision, but also introduce a cascading mechanism for when this chair is not available and has not nominated a person. Other directors or Elders will be able to chair the meeting. If no person is able or eligible as provided, members will still be able to elect a chair.

Changes to the dispute mechanism: In the event of disputes in the Church, the Constitution provides a resolution mechanism involving mediation and arbitration. While this has remained unused to date, this mechanism is proposed to be enhanced by requiring that:

- one director be appointed an arbitrator if possible
- involved parties not mislead the arbitrators, and make representations in good faith