

CONSTITUTION OF THE COUNCIL OF CHURCHES OF WESTERN AUSTRALIA

Adopted as revised by the General Meeting of the Conference of Churches of Western Australia, 17th November 2001. Further amended on 21st January 2003, under direction from the Ministry of Fair Trading, in order to comply with the Act. This affected the wording of section 24 only.

The name of the organisation was changed to the Council of Churches of Western Australia (Inc.) at the Annual General Meeting of April 2003.

Further amendment was made on 21st October 2007 to change the objects by the insertion of clause 5K.

Amended by the Annual General Meeting of 28th March 2009 to revise clause 6 and 17 in particular and remove the appendix one.

Amended by the General Meeting on 1st October 2011 that the wording General Secretary be replaced by Executive Officer in Clauses 6, 10, 14, 15, 16, 17 and 22.

Amended by the Annual General Meeting on 7th April 2016 clauses 2 – 24 as per attached sheet.

All former drafts of the Constitution are superseded by this document.

1. NAME

The name of the organization shall be The Council of Churches of Western Australia Inc. (CCWA Inc.).

2. DESCRIPTION

The Council of Churches of Western Australia Inc. is an Association of Christian Churches or related Christian bodies, which exists to promote a closer unity among Christians in Western Australia, according to the commitments, purposes and objects of the Constitution.

3. BASIS

The Council is based on the acknowledgement of the Lord Jesus Christ as God and Saviour as witnessed to by the scriptures and in the life of the Church, and on the readiness of the Churches to fulfil together their common calling to the glory of the one God, Father, Son and Holy Spirit.

4. PURPOSES AND OBJECTS

- a To discover and celebrate in prayer and worship the unity the Member Churches have in Christ that the world might believe.
- b To enrich all Member Churches through the sharing of faith, hope and love, and in this way to lead to a deeper commitment by all to Christ and His Kingdom.
- c To foster in the Member Churches a vision of Christian unity.
- d To provide a forum for discussing the concerns of Member Churches.
- e To establish and maintain relationships with other ecumenical agencies in Australia and overseas.
- f To assist communication among Member Churches.
- g To facilitate common action or collaboration by the Churches in witness and service.
- h To be the servant of and responsible prophet to the Churches.
- i To call the Churches to prayer for the unity Christ wills by the means that He wills.
- j to provide ecumenical chaplaincy services in hospitals, prisons and other institutions as appropriate.

5. MEMBERS

- a The Executive Officer shall keep and maintain a Register of Member Churches, Member Congregations, Associates and Friends, in which shall be entered the full name, address and date of entry of each Member Church, Member Congregation, Associate Member and Friend. The Register shall be available for

inspection and copying by Member Churches, Member Congregations, Associate Members and Friends upon request.

- b Churches willing to accept the Basis and Purposes and Objects of the Council and to co-operate in fulfilling its purposes through providing financial and participative support may apply for Membership of the Council as Member Churches. .
- c Single congregations of Churches consisting of many congregations, which members are eligible to be Member Churches but are not Member Churches, may apply for membership as Member Congregations.
- d Churches or Congregations which do not have credal statements within their traditions and therefore finds it difficult to subscribe formally to what appears to it to be a written credal statement in the Basis may apply for and be elected to membership provided that the church or Christian community demonstrates by its life and conduct that it upholds the spirit of the Basis.
- e Churches may be elected to Membership of the Council on the affirmative vote of three-fourths of those attending at any meeting of the Council , PROVIDED THAT the application has been considered by the Executive, and application and report given to each Member Church at least two calendar months before the Council votes on the application for membership.
- f A Member Church or Member Congregation shall cease to be a Member of the Council upon its Head or other proper officer of the Church giving notice to the Council of its resignation from the Council; or upon the General Meeting resolving, pursuant to a recommendation of the Executive made after consultation with the Heads of other Member Churches, and proper officers of other Member Churches and Member Congregations to terminate the relationship with that Member Church or Member Congregation. .
- g Upon a Member Church or Member Congregation ceasing to relate to other Member Churches and Member Congregations through the Council the Executive Officer shall make in the Registry an entry recording the date upon which the Member Church or Member Congregation ceased to so relate. Twelve calendar months after notification of such entry into the register, it will be deemed that the membership of the Member Church or Member Congregation has lapsed.

6. ASSOCIATES

Associates of the Council shall be:

Churches which are not yet admitted, or do not wish to be admitted, to Membership but which nevertheless support the Purposes and Objects, and are willing to participate in the work of CCWA, and pay the Associate Membership Fee

Christian Associations sympathetic to the Purposes and Objects of the Constitution, willing to participate in the work of CCWA, and pay the Associate Membership Fee.

7. VOTING RIGHTS

Membership shall entitle Churches to vote on all matters brought before the Council.

Associates and Friends of the Council may not vote at any meeting of the Council.

8. EXTENT OF AUTHORITY

- a The Council shall provide opportunity for discussion, decision and joint action on behalf of the Member Churches. Any issue may be brought to the attention of the Council by one or more of the Member Churches or from within the Council itself.
- b Member Churches may authorise the Council of Churches to make public statements on their behalf.
- c All such statements must receive the prior approval of the individual Head of each Member Church.
- d Where a majority of Member Churches agrees but unanimity is not reached, the names of member Churches supporting the statement shall be attached to the statement.
- e The President and/or the Executive Officer, or a person authorised by them in relation to particular issues, shall have authority to make public statements on already agreed policy of the Executive and as authorised by the Heads of Member Churches.

9. FUNCTIONS AND POWERS

The functions and powers of the Council shall include the following:

- a To establish committees as may be necessary to fulfil the Purposes and objects. All committees shall be responsible to the Council.
- b To call conferences on specific subjects as occasion may require.

- c To make adequate provision for the establishment of a suitable administrative office and meeting premises complete with furnishings and all equipment necessary for the efficient running of the administrative office and meetings of the Executive.
 - d Employ and pay administrative staff to support the Executive and carry out the administrative, financial and legislative requirements of a not for profit organisation. Keep true and accurate records that record the financial transactions and the financial position of the Council in a manner that can be conveniently and properly audited and submit accounts at each Annual General Meeting. Prepare annual budgets to be presented to the Annual General Meeting and produce a monthly cost centre accounts showing actual results against budget with variations for presentation to the monthly Executive meeting.
 - e To administer all sums of money subscribed or given by any person or organisation for the support, maintenance or benefit of the Council whether by the operation of any trust devise the same subject to any special provisions attached thereto and to appeal for, collect, and receive monies as appropriately directed by the Executive in furtherance of the purposes herein before referred to and to administer, control and disburse the same.
 - f To promote and further in all possible ways the purposes and objects herein before set out.
- Any of the functions and powers above may, by resolution of the Council, be delegated to the Executive Committee.

10. FINANCIAL YEAR

The financial year shall be from 1st January up to and including 31st December each year.

11. COUNCIL GENERAL MEETINGS

The Council shall hold two meetings in each calendar year, the first being the Annual Meeting held within four (4) months of the end of the previous financial year.

12. COMPOSITION OF COUNCIL MEETINGS

The Membership of Council meetings shall consist of:

- a The Heads of Member Churches, who shall be Vice-Presidents of the Council.
- b Up to 10 other delegates from each Member Church.
- c Up to 3 delegates from each Member Congregation.
- d The President, Executive Officer and the Treasurer of the Council.
- e Alternates, appointed by Member Churches and Member Congregations in place of delegates unable to attend a meeting or any part of a meeting. Alternates shall have the same rights as the delegates they replace.

13. OFFICERS OF THE COUNCIL

The Officers shall be:

- a The President, who shall be nominated by and from the Delegates at each Annual Meeting or by formal written Member Church nomination and shall be elected annually by the Delegates at each Annual Meeting, or by formal written Member Church nomination, who is to hold office until the close of the succeeding Annual Meeting. The President shall not hold office for more than two successive years – with approval of the Delegates at each Annual General Meeting this two year term can be extended for a further year with a maximum of a two year extension if no other nominations are received. The role of the President shall be as described in the Policy and Procedures Manual, and consists generally to be a support to the role of the Executive Officer, and to be a signatory to various official documents and contracts.
- b The Vice-Presidents, who are the heads of the Member Churches for the time being. The role of the Vice-Presidents is to arrange for nominations from their Churches to the Council Executive, to participate in any discussions or debates as they see fit, and to promote the work of the Council among their Churches.
- c The Executive Officer, appointed by the Council on terms decided on recommendation from the Executive. The role of the Executive Officer is described in the Policy and Procedures Manual adopted from time to time by the Executive.
- d The Treasurer, who shall be elected by but not necessarily from the Delegates at each Annual Meeting, who is to hold office until the close of the succeeding Annual Meeting. The role of the Treasurer is described in the Policy and Procedures Manual adopted from time to time by the Executive.

14. REMOVAL OF OFFICERS

- a The President and the Treasurer may be removed from office only by the following procedures:

- i. The carrying of a vote of no confidence motion against the Officer by a two-thirds vote of the Executive.
- ii. This must be followed by the calling of an extraordinary General Meeting, with 21 days' notice of the motion to be put to the meeting to remove the office bearer from office.
- b The Executive Officer, being a salaried officer, may only be removed from office by the procedures outlined in the Policy and Procedures Manual, in accordance with current state and federal legislation.

15. EXECUTIVE

- a The Council shall elect an Executive of the Council to serve with the President, Executive Officer and Treasurer. All Member Churches and Member Congregations of the Council shall be eligible to be represented on the Executive.
- b The Anglican Church, the Roman Catholic Church and the Uniting Church shall each be eligible to appoint three representatives and other Member Churches shall each be eligible to appoint one representative as the official representatives of the Member Churches. Member Congregations collectively shall be eligible to appoint one representative chosen by consensus or election between them, failing which the Executive will appoint the representative.
- c The Executive shall carry out the decisions of the Council, shall prepare the business for Council meetings, and shall act on behalf of the Council between Council meetings.
- d The Executive shall meet at least six times in each calendar year.
- e The Executive is empowered to determine the cessation of the Membership of any church or association in accordance with the provisions of paragraph 6 (f) and (g).
- f The Executive shall appoint its own Chairperson.
- g Further information on the role and responsibilities of the Executive can be found in the Policy and Procedures Manual adopted from time to time by the Executive.

16. QUORUM

The quorum for the Council shall be fifteen representatives from at least four Member Churches. The quorum for the Executive shall be six representatives from at least three Member Churches.

17. AUDITOR

The auditor(s) shall be appointed at each Annual Meeting, and shall hold office until the close of the succeeding Annual Meeting. The role of the auditor is described in the Policy and Procedures Manual adopted from time to time by the Executive.

18. ACCOUNTABILITY

The Council shall report annually to its Member Churches and Member Congregations and shall submit with its report an audited financial statement.

19. AMENDMENTS

Amendments to this Constitution may be made at a General Meeting or at a Special Meeting convened for the purpose, PROVIDED THAT:

- a The proposed amendments have been notified to each Member Church and to each delegate to the Council at least two calendar months before they are considered by the Council .
- b The proposed amendments are approved by three-fourths of the delegates present and voting at the meeting.
- c Amendments (including further amendments) to clauses 3 (Basis), 5 (Purposes and Objects), 6 (Members) and 21 (Amendments) have been approved by all Member Churches.
- d Amendments to other clauses may be further amended by a three-fourths majority of those present and voting at the meeting.
- e Any amendment to the Basis, Purposes and Objects, and Powers of the Council shall be subject to any ministerial approvals required under the Associations Incorporation Act, 1895.

20. COMMON SEAL

The Common Seal shall remain in the custody of the Executive Officer and shall not be affixed to any document except by the authority of the Council or its Executive previously given and except in the presence of and countersigned by any two of the following Officers of the Council , namely the President, The Executive Officer and the Treasurer.

21. INCOME AND PROPERTY

The income and property of the Council shall be applied solely to the promotion of its Purposes and Objects and no part thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise by way of pecuniary profit to the Members provided that remuneration may be paid in good faith to officers and servants of the Council or other persons in return for services actually rendered to the Council.

22. DISSOLUTION

1. If upon winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:
 - a. to another association incorporated under the Act; or
 - b. for charitable purposeswhich incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan of the surplus property of the association.
2. In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

Constitutional changes passed by a Special Resolution of Members at the Annual General Meeting on 7th April 2016

4. COMMITTEES – Delete all of Clause 4
5. PURPOSES AND OBJECTS – Renumber to 4. Delete item j, item k becomes item j
6. MEMBERS – Renumber to 5
7. ASSOCIATES – Renumber to 6
8. FRIENDS – Delete all of 8
9. VOTING RIGHTS – Renumber to 7
10. EXTENT OF AUTHORITY – Renumber to 8
11. FUNCTIONS AND POWERS – Renumber to 9
 - a. Delete commissions and, such commissions and
 - c. Delete wording and replace with – To make adequate provision for the establishment of a suitable administrative office and meeting premises complete with furnishings and all equipment necessary for the efficient running of the administrative office and meetings of the Executive.
 - d. Delete all of d and replace with – Employ and pay administrative staff to support the Executive and carry out the administrative, financial and legislative requirements of a not for profit organisation. Keep true and accurate records that record the financial transactions and the financial position of the Council in a manner that can be conveniently and properly audited and submit accounts at each Annual General Meeting. Prepare annual budgets to be presented to the Annual General Meeting and produce a monthly cost centre accounts showing actual results against budget with variations for presentation to the monthly Executive meeting.
 - e. Insert after receive monies as appropriately directed by the Executive
12. FINANCIAL YEAR – Renumber to 10
13. COUNCIL GENERAL MEETINGS – RENUMBER TO 11. Delete all wording and replace with – The Council shall hold two meetings in each calendar year, the first being the Annual General Meeting held within four (4) months of the end of the previous financial year.
14. COMPOSITION OF COUNCIL MEETINGS – Renumber to 12
15. Officers of the council – Renumber to 13. Insert after successive years – With approval of the Delegates at each Annual General Meeting this two year term can be extended for a further year with a maximum of two year extension if no other nominations are received.
16. REMOVAL OF OFFICERS – Renumber to 14
17. EXECUTIVE – Renumber to 15
18. QUORUM – Renumber to 16
19. AUDITOR – Renumber to 17
20. ACCOUNTABILITY – Renumber to 18

21. AMENDMENTS – Renumber to 19
22. COMMON SEAL – Renumber to 20
23. INCOME AND PROPERTY – Renumber to 21
24. DISSOLUTION – Renumber to 22