

**The CONSTITUTION of
PEOPLE INTERNATIONAL AUSTRALIA
1st May 2015**

- ❖ Registered under the name “People International” with the Australian Charities and Not-for-profits Commission as a Charity for the Advancement of Religion, 1st January 2004
- ❖ Charity ABN 63 954 139 414
- ❖ Registered with the Australian Business Register as an Unincorporated Organisation, 27 January 2004
- ❖ Registered with the Australian Taxation Office ATO for GST purposes, 21 July 2004
- ❖ Endorsed by the Commissioner of Taxation and Registrar of the Australian Business Register as an income tax exempt charitable entity, 26 March 2004
- ❖ Endorsed by the Commissioner of Taxation and Registrar of the Australian Business Register for charity tax concessions, 8 July 2004, to access: (a) Income Tax Exemption from 1 February 2004, (b) GST Concessions from 1 July 2005 and (c) FBT Rebate from 1 July 2005
- ❖ Name changed on all registers from “People International” to “People International Australia”, March 2015
- ❖ Registered under the Associations Incorporation Act 2009 (NSW) – People International Australia Inc effective 5 February 2016

Contents

1. Name
2. Date
3. Definitions
4. Primary Objectives
5. Secondary Objectives
6. Membership
7. Board of Directors
8. Board of Directors, Terms of Service
9. Responsibilities of the Board
10. Meetings of the Board of Directors
11. Annual General Meeting
12. Auditor
13. Committees
14. Property And Finances
15. Amending the Constitution
16. Amalgamation
17. Dissolution

1. NAME

The organisation shall be known as “People International Australia”, or PIA.

2. DATE

This revision of the Constitution was accepted 1st May 2015, with further amendments made and accepted on 27th January, 2016.

3. DEFINITIONS

In this Constitution unless the context otherwise requires:

- (a) **People International (PI)** is the international organisation whose primary mission-focus is Central Asia, and which operates through and in partnership with national PI bodies in various countries.
- (b) **Central Asia** is the inexact geographic region commonly recognized as stretching from Russia to northern Pakistan, and from Turkey to China.
- (c) **People International Australia (PIA)** is the national PI body in Australia, working with PI through the International Covenant of People International, which includes its Statement of Faith.
- (d) **Ministry** shall mean the activities of PIA as established by this constitution.
- (e) **The Board of Directors** shall mean the governing body responsible for the oversight of the Ministry;
- (f) **ED** shall mean the Executive Director, responsible for the day to day management of the Ministry;
- (g) **Members** of PIA are listed and described under Item 6 of this Constitution.
- (h) **Field Workers** means people serving “on the field” in world mission under the banner of PIA
- (i) **AGM** shall mean the Annual General Meeting of People International Australia;
- (j) **"Chair"** shall mean the Chairperson of the Board;
- (k) **"Secretary"** shall mean the Secretary of the Board;
- (l) **"Treasurer"** shall mean the Treasurer of PIA;
- (m) **"Trustees"** shall mean the Board of Directors.

4. PRIMARY OBJECTIVES

The primary objectives of PIA are:

- (a) To take Christ's love to the people of Central Asia primarily, by establishing and enabling His church, as in the International Covenant of PI.
- (b) To promote and grow the vision of PIA in Australia.
- (c) To work with local churches and Christian organisations in Australia to raise up, send and support members who seek to fulfill the objectives in Central Asia.
- (d) To provide direction, oversight, practical assistance and spiritual nurture that facilitates the objectives and vision.

5. SECONDARY OBJECTIVES

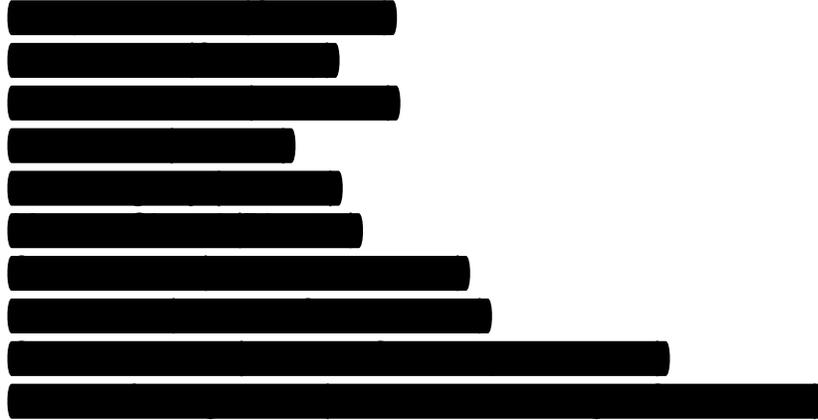
For the purpose of carrying out the Primary Objectives, PIA has the following objectives:

- (a) To manage the business and resources of PIA in ways that build and promote the Primary Objectives of PIA;
- (b) To ensure compliance with all applicable legal and government requirements of the organisation;
- (c) To apply the assets and income of PIA solely in furtherance of its objects, with no portion of the income or capital or assets to be distributed directly or indirectly to the members of PIA except as payment for services rendered or expenses incurred, and then only at a reasonable commercial rate for the provision of those services or expenses.
- (d) To keep abreast of current trends and thinking in world mission, aiming at best practice in our chosen theatre of service;
- (e) To work with local churches and Christian organisations in Australia to inform and envision them for mission engagement in Central Asia.
- (f) To provide services of selection, training, deployment, pastoral support and practical support for people who apply and become field workers through PIA;
- (g) To work cooperatively with other like-minded organisations, as will promote the primary objectives of PIA.

6 MEMBERSHIP

- (a) PIA reaches its Objectives through its members. Members include the Board of Directors; the Executive Director; the Pastoral Care Director; and all serving missionaries (be they Australian based or those working overseas); and all State Representatives.

At this time the **Register of Membership** includes:



Members do not pay fees, but are expected to be active supporters of PIA's mission objectives by helping raise financial support, and for some by working in a voluntary capacity.

- (b) Members are invited to the AGM of PIA, with opportunity to speak, ask questions or present submissions to the Board.
- (c) Any member may be removed from membership, as recommended by a **majority vote** of the Board of Directors, for behavior contrary to that outlined in "The Christian Lifestyle Questionnaire" to which all sign up before becoming members. Members can appeal this decision in writing to the Secretary; however the Board's majority decision on considering an appeal is final.
- (d) If disputes arise between members, or members and the Board of Directors, every effort will be made to reconcile the parties involved. If this proves unsuccessful, independent consultation will be employed.
- (e) In the event of PIA being unable to pay its debts or obligations, members do not have any personal liability once all effort has been made by the Board to do all they can to meet those liabilities/debts.

7. BOARD OF DIRECTORS

- (a) The Board is the governing body of PIA.
- (b) Board Directors must meet all legal and PIA requirements for Board Directors prior to joining the Board and while serving as Board Directors.
- (c) Board Directors do not benefit financially or materially from being Directors.
- (d) New Board Directors are appointed for the skills and expertise they bring to the Board, as required and determined by the Board.
- (e) New Board Directors are appointed by the Board of Directors.
- (f) At any time any Member of PIA may suggest to the Board Chair the name of any person for consideration as a new Board Director.
- (g) The Board of Directors determines the size of the Board annually, which is to consist of not fewer than four persons.
- (h) Where an Executive Director is appointed by the Board, that person shall be on the Board by virtue of the office of ED. The ED shall not be a voting member of the Board, nor counted as one of the four for minimum number of Directors.

8. DIRECTOR TERM OF SERVICE

The term of service of an incoming Director shall be three years following appointment to the Board.

- (a) Each Board Director will retire at the end of their 3 year term, but may be re-appointed on the vote of the remaining Board Directors, to a maximum of six years in total.
- (b) After 6 continuous years as a Board Director, there will be a one year break before that person becomes eligible for reconsideration as a Board Director.
- (c) Retiring Board Directors shall finish their term as Directors at the end of the AGM; New Board Directors shall start their term as Directors at the end of the AGM.
- (d) Board Directors shall fill a casual vacancy on the Board at a regular Board Meeting, following all requirements of Board Directorship and according to skills and expertise required.
- (e) When a new Board Director has filled a casual vacancy for more than 6 months, that time will be deemed to be the first year of service as a Board Director.

- (f) When needed, and by unanimous vote, the Board may agree to shorten or lengthen by up to one year a Board Director's 3 year term, to assist Board continuity.
- (g) A Board Director may cease to be a Director at any time:
 - i. by written notice of resignation to the Chair; or
 - ii. by written notice from the Board signed by a majority of Board members, terminating his/her Directorship.

In each case, the Director concerned shall be given the right to be heard in the next Board meeting.

- (h) There will be no provision for proxy representation for any Board Director.

9. RESPONSIBILITIES OF THE BOARD

The Board is the governing body of PIA, and charged with directing and protecting the objectives and vision of PIA through good management of the affairs of PIA. This includes but is not limited to:

- (a) Compliance with guidelines that apply to PIA's Australian registration, currently under the Australian Charities and Not-for-Profits Commission.
- (b) Through the Chair, the appointment, supervision and dismissal of the Executive Director, and setting of terms and conditions of ED employment.
- (c) The care and preservation of any property PIA may acquire that relates to the activities of the Ministry.
- (d) The proper conduct of the AGM of PIA
- (e) The making of rules required to ensure the smooth and effective operation of the Ministry.

10. MEETINGS OF THE BOARD OF DIRECTORS

- (a) The Board of Directors shall meet at least 3 times per year.
- (b) Board meetings are convened by the Chair, or a person designated by the Chair.
- (c) Additional meetings of the Board will be convened on the written request of two or more Board Directors.
- (d) Notice of Board Meetings shall be given by the Convener at least two weeks prior, taking all reasonable care that all Directors receive due notice.

- (e) A quorum will be more than half of all Directors
- (f) The Board shall appoint its own officers, being Chair, Secretary and Treasurer, and any other officer it may require from time to time. These appointments, along with new Board Directors, will be announced to the AGM.
- (g) Decisions of the Board are made by majority vote. When a vote is tied, the Chair will exercise a casting vote.
- (h) Minutes of all Board meetings will be kept, as required by convention and law.
- (i) In the possibility that it be subsequently discovered that the appointment of any Director was defective in terms of this Constitution, Board decisions made while that person was a Director will not be deemed invalid on account of his/ her Directorship.
- (j) For single issues only, and when a face-to-face meeting of the Board is impractical, the Board may “meet” electronically. In such a case:
 - i. All Board Directors shall be given notice;
 - ii. A quorum is required;
 - iii. The decision must be unanimous;
 - iv. Minutes will be kept, to be tabled at the next meeting of the Board.

11. ANNUAL GENERAL MEETING

- a) The financial year of PIA ends at 30th June.
- b) The AGM of PIA will be held in the third quarter of each calendar year.
- (c) One month’s notice of the AGM will be provided to all Members of PIA, all of whom are invited to be present, with opportunity to question or speak. (Members unable to attend the AGM will be invited to make submissions, and vote on issues with notice, by post or email to the Secretary at least two weeks prior to the meeting.)
- (d) The Chair shall present an annual report.
- (e) The Treasurer shall present the annual financial report, the Auditor’s statement for the year, and present the budget for the coming financial year.

- (f) The AGM shall appoint a qualified Auditor for the coming year.
- (g) The ED shall present a report of the activities of the Ministry during the preceding year, and the progress of PIA in achieving its objectives.
- (h) The ED shall present a strategic plan for the coming year.
- (i) Retiring Board Directors finish their term of service at the end of the AGM.
- (j) The Chair of the Board will announce the names of New Directors as appointed by the Board, and the Board office holders as agreed by the Board.

12 AUDITOR

- (a) The Board of Directors at the Annual General Meeting shall appoint an auditor.
- (b) The Auditor shall be a qualified accountant who is a member of the Association of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants or an equivalent accounting body.
- (c) The Auditor shall not be a member of the Board of Directors

13. COMMITTEES

- (a) Committees or Task Forces may be appointed by the Board for roles or tasks agreed by the Board.
- (b) A Committee or Task Force will be chaired by a Board Director, who will report to the Board.
- (c) Committees and Task Forces may co-opt Members and non-members of PIA to fulfill their objectives.
- (d) At the Board's discretion, the Chair may invite selected Committee or Task Force members or other persons, to attend a Board meeting or meetings to assist the Board in its work.
- (e) Such an invitee may be invited to speak in the meeting, but not vote.

14. PROPERTY AND FINANCES

- (a) The Board is responsible to see that property and equipment owned by PIA is managed in an appropriate and responsible way.

- (b) PIA raises all its financial resources through the voluntary donations of those who support its objectives as outlined in this constitution. Funds are to be deposited into the organisation's bank account, and drawn on as required electronically (where two Board members must authorize transfers) or by cheque, where two Board members must sign.
- (c) The Treasurer keeps the books and all financial records, and regularly presents financial statements at Board meetings.
- (d) The Auditor is appointed to check the books of PIA each year and present a report to the AGM held in the third quarter of the calendar year.
- (e) Members have the right to inspect the books and records of the organisation by giving reasonable notice of at least two weeks to the Treasurer. There is no cost associated with this process.

15. AMENDMENTS TO THE CONSTITUTION

The Board of PIA has the power to amend its Constitution at a regular meeting of the Board provided all of the following conditions are met:

- (a) All Board Directors are given a minimum 30 days notice of the proposed amendment(s);
- (b) The source and full text of the amendment(s) is included with the notice, plus the reasons for the proposal; and
- (c) More than 75% of the Board Directors are present at the meeting, and agree to the amendment(s).

Should the meeting propose any change to the notified amendment(s), the change must be agreed unanimously. Failing that, the amendment process must start again, following the above conditions.

- (d) Registration of any amendments to the Constitution, once approved by the Board as outlined in this Constitution, will be applied for with the appropriate government body/department within the time frame required by that government body.

16. AMALGAMATION

- (a) In the furtherance of its objectives, the Board of Directors may agree to amalgamate with one or more organisations provided that those organisations have objects similar to those of PIA, and following all due legal process.

- (b) All Members of PIA shall be notified of any impending amalgamation, and again notified when an amalgamation is completed.

17 DISSOLUTION

- (a) A resolution to dissolve the Ministry must be passed by vote of the Board.
- (b) In such a case, assets and funds of the Ministry will first be used to cover all expenses and liabilities of PIA.
- (c) On dissolution, no funds or assets of PIA shall be paid or distributed among any of the Board of Directors or members, but shall be handed over to a registered organisation or organisations with similar objectives to PIA and whose income is exempt from income tax.
- (d) This distribution shall be determined by the Board prior to dissolution.

History of this Constitution

- 15 January 2004: Original Constitution of PI in Australia
- 15 April 2015: Review and draft amendments of Constitution of PI Australia
- 1 May 2015: Acceptance of amended Constitution
- 27 Jan 2016: Acceptance of amended Constitution by Board of Directors of PI Australia
- 27 July 2016: Membership amended by AGM