



**CORNEY & LIND**  
L A W Y E R S

CORPORATIONS ACT 2001

**CONSTITUTION**

**of**

**Baptist World Aid Church and Community Engagement Ltd**

**ACN 670 147 449**

A Company LIMITED BY GUARANTEE

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Corney & Lind Lawyers Pty Ltd  
PO Box 236  
RBH Post Office  
QLD 4029  
Phone: (07) 3252 0011  
Fax: (07) 3257 7890  
[www.corneyandlind.com.au](http://www.corneyandlind.com.au)

**Baptist World Aid Church and Community Engagement Ltd - ACN 670 147 449  
CONSTITUTION**

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**1 DEFINED MEANINGS**

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

**2 NAME**

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The name of the Company is Baptist World Aid Church and Community Engagement Ltd (hereinafter called "the Company").

**3 REGISTERED OFFICE**

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**3.1 Location**

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

**3.2 Display name**

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

**4 OBJECTS**

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The **objects/purposes** for which the Company is established are:

- A. To advance religion being the Christian faith as expressed in the Collective Vision of the Movement of Baptist Churches in Australia;
- B. To advance social and public welfare and the promotion or protection of human rights;
- C. To give gifts to other charities existing for purposes that include any of the above purposes including other entities in the TAI Group.

The **activities** of the Company will all be carried on for the advancement of the above purposes including:

- A. advocacy and education (including teaching by ministers of religion);
- B. the recognition of ministers of religion (who will assist in the outworking of the above purposes).

**5 POWERS**

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

**6 USE OF THE INCOME AND PROPERTY OF THE COMPANY**

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**6.1 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 Member of the Company.

**6.2 Permitted payments to any Member and Directors**

Nothing in clause 6.1 prevents the payment in good faith of reasonable and proper:

- 6.2.1 Remuneration to any Member or Director of the Company in return for any services actually rendered by them to the Company;
- 6.2.2 Compensation to any Member of the Company for expenses properly incurred by them on behalf of the Company;

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- 6.2.3 Payment for goods supplied to the Company by any Member in the ordinary and usual way of business;
- 6.2.4 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 Commonwealth Bank for overdrafts under \$100,000; or
- 6.2.5 Reasonable and proper rent for premises demised or let by any Member to the Company.

**6.3 Directors' fees**

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

**6.4 Reimbursement of Directors' expenses**

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

- 6.4.1 In attending Directors' meetings or any other meetings of committees of Directors; and
- 6.4.2 In attending any general meetings of the Company; and
- 6.4.3 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.

**6.5 Other payments to Directors**

Subject to clause 6.3, no payments shall be made to any Director other than those payments authorised by clauses 6.2 and 6.4 unless:

- 6.5.1 the payment is approved by the Directors; and
- 6.5.2 the payment is approved, if required, by the Member in accordance with the Act.

**7 LIMITED LIABILITY**

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The liability of the Member(s) of the Company is limited.

**8 MEMBER'S CONTRIBUTIONS**

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The Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up whilst they are a Member or within one year after they cease to be a Member for payment of the debts and liabilities of the Company (contracted before they 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).

**9 USE OF PROPERTY ON WINDING UP**

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**9.1 No distribution to Member on winding up unless Member is a Tax Concession Charity**

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 to the Member of the Company unless the Member is endorsed by the Australian Taxation Office as a Tax Concession Charity.

**9.2 Transfer of assets on winding up**

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Upon the winding up or dissolution of the Company, any assets remaining after satisfaction of all its debts and liabilities must be transferred to an institution or institutions endorsed by the Australian Taxation Office as a Tax Concession Charity having objects similar to the objects of the Company, such institution or institutions to be determined by the Member of the Company (by resolution of the board of the Member) at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of a State or Territory in which the Company operates.

## **10 AMALGAMATION**

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

## **11 MEMBERSHIP**

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### **11.1 Sole Member**

The sole member of the Company is Transform Aid International Ltd.

### **11.2 New Membership**

- 11.2.1 The membership of the Company will be comprised of a sole corporate Member. The Directors may not admit new members.
- 11.2.2 On its resignation, the Member must appoint a corporation to membership in accordance with this Constitution, with such appointment to take effect contemporaneously with its resignation. Any Member appointed pursuant to this clause must be a corporation.
- 11.2.3 When a new Member has been accepted for membership by the Company the secretary must forthwith update the Register of Members accordingly.

### **11.3 Annual subscription**

No entrance fee or annual subscription is payable by any Member.

## **12 REGISTER OF MEMBERS**

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### **12.1 Register must be kept**

The Board must keep a Register of Members.

### **12.2 Contents of Register**

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

- 12.2.1 the full name of the Member;
- 12.2.2 the address of the Member;
- 12.2.3 the date of admission to and cessation of membership;
- 12.2.4 in the case of a Corporate Member, the full name and address of its nominated representative; and
- 12.2.5 such other information as the Board requires.

### **12.3 Member must notify changes**

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The Member and nominated representative must notify the Secretary in writing of any change in that person's name or address.

**12.4 Evidence of membership**

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

**13 CESSATION OF MEMBERSHIP**

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**13.1 When membership ceases**

A person ceases to be a Member on:

13.1.1 resignation; or

13.1.2 the Member:

- a being dissolved or otherwise ceasing to exist;
- b having a liquidator or provisional liquidator appointed to it; or
- c being insolvent.

Upon cessation of membership the Register of Members must be updated in accordance with clause 12.2.

**13.2 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 3 months after the service of the notice. A Member remains liable 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 8.

**14 RESOLUTION OF SOLE MEMBER COMPANY AND NO REQUIREMENT FOR ANNUAL GENERAL MEETING**

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**14.1 Resolution of Sole Member Company without meeting**

The Company may pass a resolution by the Member recording it and signing the record, as if a general meeting was called and held for that purpose.

**14.2 No requirement for an annual general meeting**

Unless required by the ACNC Act, the Company is not required to have an annual general meeting.

**15 COMPOSITION OF THE BOARD**

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**15.1 Directors and Chairperson**

The business and affairs of the Company shall be managed by the Board of Directors consisting of, subject to having consented to so act, those persons who are also Directors of Transform Aid International Ltd. The chairperson of the Board of the Company shall be the same person as the chairperson of the Board of Directors of Transform Aid International Ltd.

**15.2 Resignation**

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

**15.3 Removal by Member**

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Subject to the Act, the Company may by resolution of its member remove a Director from office.

**15.4 Directors cannot remove another Director**

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

**15.5 Vacation of office of Director**

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

- 15.5.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 15.5.2 becomes prohibited from being a Director of a Company by reason of any order made under the Act;
- 15.5.3 becomes disqualified from being a Director under the Act or a responsible entity under the ACNC Act or any order made under the Act or the ACNC Act;
- 15.5.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 15.5.5 resigns his or her office in accordance with clause 15.2;
- 15.5.6 is removed under the provisions of clause 15.3;
- 15.5.7 for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period; or
- 15.5.8 ceases to be a Director of Transform Aid International Ltd.

**16 POWERS AND DUTIES OF THE BOARD**

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**16.1 General powers of Board**

- 16.1.1 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.
- 16.1.2 If the company is a subsidiary of a holding company the Directors are authorised to act in the best interests of the holding company provided the company is not insolvent at the time of the Directors' act or does not become insolvent because of the Directors' act.

**16.2 Regulations**

The Board may make regulations for the conduct of the activities of the Company, or any of them. Such regulations shall nevertheless be subject to this Constitution and to the provisions of the Act. Any regulation of the Company made by the Board may be disallowed by the Company in general meeting provided that no resolution by the Company shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.

**16.3 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.

**16.4 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



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executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.

**16.5 Minutes**

The Board shall cause minutes to be made:

- 16.5.1 resolutions of the Company; and
- 16.5.2 of proceedings and resolutions of meetings of the Board (including meetings of a committee of Directors); and
- 16.5.3 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 minutes shall be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

**16.6 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.

**16.7 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.

**16.8 Director may contract with Company**

Subject to clause 16.6, 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.

**16.9 Director with interest may affix seal**

A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

**16.10 Reporting to the Member**

The Company's annual financial report, directors' report and auditor's report must be reported to the Member by the Board annually.

**16.11 Compliance with ACNC Governance Standards and best interests of parent**

Without limitation to any other duties or obligations a Director may owe the Company, each Director must at all times, to the extent that it depends upon them, comply with the ACNC

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Governance Standards and such other regulations or codes of conduct as may be adopted by the Board from time to time. While the Company as a sole corporate member, who is also a charity, the Directors are authorised to act in the best interests of that parent entity to the detriment of the Company.

## **17 PROCEEDINGS OF THE BOARD**

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### **17.1 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.

### **17.2 Circular resolutions**

17.2.1 The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors vote in favour of the resolution by each Director either:

- a signing a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document; or
- b replying by email in response to an original email setting out the terms of a resolution of the Board confirming that they are in favour of the resolution set out in the original email.

17.2.2 Once the original sender has received the number of responses that is sufficient to constitute a majority, a resolution in those terms shall be deemed to have been passed on the day and at the time that the original sender receives the last of those responses.

17.2.3 For the purposes of clause 17.2.1(17.2.1a), separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.

17.2.4 A reference in clause 17.2.1 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.

17.2.5 A resolution of the Board passed in accordance with clause 17.2.1 must be ratified at the next Board meeting where notice of the meeting has been given to all Directors.

### **17.3 Quorum for Board**

The quorum necessary for the transaction of the business of the Board shall be the number which is equivalent to two-thirds of the total number of Directors, rounded down (where the result would otherwise be a fraction) to the nearest whole number, or such other number as is determined by the Directors from time to time.

### **17.4 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.

### **17.5 Voting at Board meetings and Chairperson's casting vote**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes of those Directors present and a determination by a majority shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

#### **17.6 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.

#### **17.7 Chairperson**

The chairperson shall preside at every meeting of the Board, but if there is no chairperson, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, then the Directors may choose one of their number to be chairperson of the meeting.

#### **17.8 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.

#### **17.9 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.

#### **17.10 Conduct of sub-committees and advisory boards**

A sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson of the sub-committee or advisory board shall have a second or casting vote.

#### **17.11 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.

### **18 APPOINTMENT OF SECRETARY**

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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.

### **19 SEAL**

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#### **19.1 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.

## **19.2 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:

- 19.2.1 two (2) Directors; or
- 19.2.2 a Director and a Secretary.

## **19.3 Execution of documents without seal**

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

- 19.3.1 two (2) Directors; or
- 19.3.2 a Director and a Secretary.

## **19.4 Other ways of executing documents**

Notwithstanding clauses 19.2 and 19.3, a document (including a Deed) may also be signed by the Company in any other manner permitted by law.

## **20 ACCOUNTS**

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### **20.1 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.

### **20.2 Inspection by the Member**

The Member is entitled to inspect the accounting and other records of the Company on reasonable notice in writing to the Board.

### **20.3 Reporting to the Member**

The Board shall provide annual financial reporting to the Member in accordance with the provisions of the ACNC Act.

## **21 NOTICE**

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### **21.1 Service of notices**

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

- 21.1.1 personally; or
- 21.1.2 by sending it by post to the address for the Member in the Register of Members; or
- 21.1.3 by sending it to the fax number nominated by the Member; or
- 21.1.4 by sending it by e-mail or like device to the e-mail address or other electronic address nominated by the Member.

### **21.2 When notice deemed to be served**

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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 three (3) 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.

## **22 INDEMNITY**

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### **22.1 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:

- 22.1.1 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;
- 22.1.2 for the costs and expenses incurred by any such person acting in that capacity:
  - 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
  - b in connection with an application, in relation to such proceedings, in which the court grants relief to him or her under the Act.

### **22.2 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:

- 22.2.1 incurred by the employee acting in that capacity;
- 22.2.2 for the costs and expenses incurred by him or her acting in that capacity:
  - a in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which he or she is acquitted; or
  - b in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under Act.

## **23 INSURANCE**

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### **23.1 Insurance for Directors, Secretaries and other officers**

Subject to the Act, the Company may 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:

- 23.1.1 costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- 23.1.2 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.

### **23.2 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.

## **24 ALTERATION OF THIS CONSTITUTION**

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**24.1 Resolution**

A resolution altering or repealing any part of this Constitution must be passed by way of a resolution of the Member.

**25 DEFINITIONS AND INTERPRETATION**

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**25.1 Definitions**

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

- 25.1.1 “**Act**” means the Corporations Act 2001 (Cth) as amended from time to time.
- 25.1.2 “**ACNC Act**” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and its regulations as amended from time to time;
- 25.1.3 “**ACNC Governance Standards**” means the standards by that name from time to time promulgated as part of the regulations of the ACNC Act;
- 25.1.4 “**Board**” means the Board of Directors of the Company;
- 25.1.5 “**Chairperson**” means the chairperson of the Board;
- 25.1.6 “**Collective Vision of the Movement of Baptist Churches in Australia**” means statements of reason for being set out from time to time on the official website of Australian Baptist Ministries (being the name by which The Baptist Union of Australia Incorporated is more commonly known), located presently at website address <http://www.baptist.org.au>, and as relocated from time to time by Australian Baptist Ministries;
- 25.1.7 “**Company**” means Baptist World Aid Church and Community Engagement Ltd ACN 670 147 449;
- 25.1.8 “**Director**” means a Director of the Company;
- 25.1.9 “**Member**” means the sole member, namely Transform Aid International Ltd;
- 25.1.10 “**Person**” shall include natural persons and corporations;
- 25.1.11 “**Register**” means the Register of Members of the Company;
- 25.1.12 “**Regulations**” means the regulations made by the Board pursuant to this Constitution;
- 25.1.13 “**Seal**” means the common seal of the Company;
- 25.1.14 “**Secretary**” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
- 25.1.15 “**TAI Group**” means the corporate group with the parent entity currently known as Transform Aid International Ltd including that parent entity;
- 25.1.16 “**Transform Aid International Ltd**” means Transform Aid International Ltd ACN 092 125 203 (by whatever name called).

**25.2 Interpretation**

In the construction of this Constitution:

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- 25.2.1 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;
- 25.2.2 a gender includes all genders;
- 25.2.3 the singular includes the plural and vice versa;
- 25.2.4 words or expression contained in this Constitution shall be interpreted in accordance with the provisions of the Act.

**25.3 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.

Registered in the Office of the Australian Securities and Investments Commission on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Australian Securities and Investments Commission