

## **Rules of Church Missionary Society - South Australia Inc.**

**ABN. 90 313 055 304**

*(Approved at the CMS SANT AGM on 12 Oct 2014  
and ratified by the CMSA Board on 12 February 2015)*

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## 1. Definitions

*(Relevant rule follows in brackets)*

**'board'** means the board of management of the branch (7.)

**'branch member of CMSA'** means a member entity of CMSA as defined in clause 6.2 of the CMSA constitution

**'CMSA'** means Church Missionary Society – Australia Limited and its predecessors and successors (2., schedule 1)

**'CMS SANT'** means Church Missionary Society – South Australia with Northern Territory (2., schedule 1)

**'day'** shall mean a calendar day

**'director'** – means director of the CMS SANT board

**'general meeting'** means a general meeting of members (8.)

**'life governor'** is defined in 6.c

**'member'** means a member of the branch (6.)

**'missionary member'** is defined in 6.b

**'principles and objects'** mean the principles and objects of the CMSA constitution (3., schedule 3)

**'regional director'** means the regional director of the branch (7.f), and is designated in the CMSA constitution as the 'general secretary' of the branch

**'special resolution'** is defined in 8.g

**'statement of faith'** means the Apostles' Creed (schedule 4)

**'the Act'** means the *Associations Incorporation Act 1985 (SA)*

**'the branch'** means Church Missionary Society - South Australia Inc. (2., schedule 1)

## 2. Name and relationship to CMSA

- a. The name of the incorporated association is Church Missionary Society South Australia Incorporated ('the branch'). The branch is designated in clause 6.2 of the CMSA constitution as 'South Australia with Northern Territory' (and abbreviated in these rules as 'CMS SANT').
- b. The branch is a branch member of Church Missionary Society – Australia Limited (CMSA).
- c. The names and registered numbers of current and historic entities are set out in schedule one.

- d. The branch is bound by clause 3.2.f of the CMSA constitution as regards the names 'CMS' and 'Church Missionary Society' and approved logos (see schedule two).
- e. These rules shall be read and construed in conjunction with the CMSA constitution and anything done or attempted under these rules that is inconsistent with the CMSA constitution or the Act shall to the extent of the inconsistency be invalid.

### **3. Principles and objects**

The principles and objects of CMSA are binding on the branch, and are reproduced in schedule three.

### **4. Code of Conduct**

The branch adopts the code for professional standards, practice of pastoral ministry and personal behaviour for all employees, missionary members, directors, and where applicable, volunteers, in the same form as adopted from time to time by the General Synod of the Anglican Church of Australia for clergy and lay workers.

### **5. Missionaries**

Offers for missionary service and all matters relating to such service, including acceptance, training, location, partnership, sending forth, shall comply with any decisions of CMSA and clause 3.2 of the CMSA constitution (reproduced in schedule two).

### **6. Membership**

#### **a. Application**

- i. To apply for membership, a person must signify in writing or by electronic means that they accept the principles and objects, and that they accept and are bound by these rules.
- ii. Such applications shall be presented to the board for approval.
- iii. Members of interstate branches of CMSA shall upon written request be deemed to be members of the branch.
- iv. Members resident overseas, other than missionary members, are not eligible to vote at general meetings or stand for office.

**b. Missionary members**

- i. Any member currently serving as a missionary with CMSA shall be deemed a 'missionary member'.
- ii. For current missionary members, there shall be no entrance fees, subscriptions or other amounts payable. If the branch is dissolved, missionary members, either current or past, do not need to make any payment under the dissolution.

**c. Life governors**

- i. The board may appoint a member as a 'life governor'.
- ii. To be eligible for nomination as a life governor, a member must have given exemplary service to the branch or to CMSA.

**d. Expulsion of a member**

- i. Subject to giving a member an opportunity to be heard or to make a written submission, the board may expel a member upon a charge of conduct detrimental to the interests of the branch.
- ii. Detrimental conduct shall include confirmation that a member no longer supports the principles and objects.
- iii. Written details of the charge shall be sent to the member at least 21 days before the meeting of the board at which the matter will be decided.
- iv. The ruling of the board shall be sent to the member, and for an adverse ruling the member shall (subject to 6.d.v below) cease to be a member 14 days after the ruling was sent.
- v. The member may appeal the expulsion at a general meeting. The intention to appeal shall be sent to the regional director within 14 days after the ruling of the board has been sent to the member.
- vi. For an appeal under 6.d.v above, the appellant's membership shall not cease unless the ruling to expel is supported by the general meeting after the appellant has been heard by the members, and in such event membership will cease at general meeting at which the ruling of the board is supported.

**e. Register of members**

- i. A register of members must be kept and contain:
  - (1) The name and last known address and/or email address of each member
  - (2) The date on which each member was admitted, and
  - (3) If applicable, the date of and reason(s) for ceasing membership.

## 7. The board

### a. Powers and duties

- i. The branch shall have all the powers provided by section 25 of the Act.
- ii. The branch shall be managed and controlled by a board which, in addition to any powers and authorities provided by these rules, may exercise all such powers and do all such things as are within the principles and objects, and are not by the Act or by these rules required to be done by the branch in general meeting.
- iii. The board has the management and control of the funds and other property of the branch.
- iv. The board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the branch on which these rules are silent.

### b. The seal

The branch shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the explicit authorisation of the board, and every use of the seal shall be recorded in the minute book. The president, vice president, treasurer or regional director shall witness the affixing of the seal.

### c. Proceedings of board

- i. The board shall meet at least quarterly.
- ii. Directors may attend meetings by electronic means or by telephone.
- iii. Matters may be resolved by electronic discussion and voting, except where any director requests a face-to-face meeting of the board.
- iv. Wherever votes are equal, the chair shall have a second or casting vote.
- v. Five directors shall make a quorum.
- vi. A director with a direct or indirect financial or familial interest in a matter raised at a board meeting must disclose the nature and extent of that interest to the board. In addition to any requirements set out in the Act, the board shall rule whether the conflict requires the director to be excluded from the board meeting room, from any debate, and/or from voting with respect to the relevant matter. Where the matter concerns a contract with the branch, the director must disclose the nature and extent of his or her interest in the contract to the board and also at the next annual general meeting.

**d. Appointment and retirement of directors**

- i. The board shall consist of up to twelve directors as follows:
  - (1) Up to seven directors elected at an annual general meeting;
  - (2) Up to three directors appointed by the board;
  - (3) The regional director, as a non voting director; and
  - (4) The treasurer.
- ii. Directors elected or appointed shall hold office for the term of three years.
- iii. Retiring directors can be re-elected or re-appointed if otherwise qualified, except that no director may hold office for more than four terms in succession.
- iv. The board may fill a casual vacancy. A director so appointed shall hold office until the conclusion of the next annual general meeting and shall be eligible for re-election or re-appointment.
- v. Apart from the regional director, no branch employee may be a director.
- vi. Directors shall retire at the age of 75.

**e. Qualifications of directors and nomination procedure**

- i. Nominations for directors will not be valid unless both the proposer and the nominee are members and the nomination:
  - (1) Is signed by the proposer and by the nominee;
  - (2) Includes a signed assent to the statement of faith by the nominee (schedule four);
  - (3) Is received by the regional director at least 14 days before the annual general meeting (unless the nominee is proposed for appointment under 7.d.i.2 above – in that case no time limit applies); and
  - (4) Indicates the nominee’s qualifications, if any, according to 7.e.iii below.
- ii. The preferred form for the nomination is in schedule five.
- iii. These essential qualifications must be represented on the board:
  - (1) Appropriate mission experience;
  - (2) Life governor (except where no life governor is willing or able to be nominated);
  - (3) Theological qualifications;
  - (4) Financial skills; and



- (5) Pastoral care.
- iv. When the requirements of 7.e.iii above have been met, the following desirable conditions shall be taken into account in filling the remaining vacancies:
  - (1) Appropriate gender representation;
  - (2) Appropriate age representation;
  - (3) A mix of denominational backgrounds; and
  - (4) Legal and/or governance skills.
- v. Any one person may satisfy one or more of the essential qualifications and desirable conditions.
- vi. To ensure that the board has an appropriate mix of essential qualifications and desirable conditions, the chair may choose to allow a two-stage process for the election of directors (to fill vacancies requiring essential qualifications first), or leave a position vacant so that the board can make the necessary appointment.

**f. Offices and task groups**

- i. The following offices shall be filled at the first board meeting following every annual general meeting:
  - (1) President
  - (2) Public officer
  - (3) Task group chairs
- ii. Except for the treasurer and regional director, all office bearers and task group chairs shall retire at the end of the next annual general meeting following their appointment, but can be reappointed.
- iii. The board shall appoint a regional director and a treasurer. The regional director and the treasurer shall hold office until their appointment is ended by the board or according to these rules.
- iv. Only those assenting to the declaration of principles and commitments (schedule six) may be appointed to and hold the position of regional director. The board may from time to time require the regional director to reaffirm the declaration in writing. Failure to do so within 14 days of such request will automatically terminate the regional director's contract.
- v. The board may appoint task groups made up as follows:
  - (1) The task group chair is appointed by the board, and must be a member of the branch.

- (2) The task group may co-opt members of the branch or persons in sympathy with the principles and objects.
- (3) The president is entitled to participate in any task group.

**g. Disqualification of directors**

- i. The office of a director shall become vacant if a director is:
  - (1) Disqualified from being a director by the Act;
  - (2) Expelled as a member under these rules;
  - (3) Unwilling to sign their assent to the principles and objects or the statement of faith, upon request by the president;
  - (4) Permanently incapacitated by ill health;
  - (5) Convicted of a criminal offence; or
  - (6) Absent without apology for three consecutive meetings.
- ii. The Board may terminate a director's term of appointment if the director:
  - (1) Refuses or neglects to comply with these rules or the CMSA constitution or any applicable regulations adopted by the boards of the branch or CMSA; or
  - (2) Engages in conduct that in the opinion of the board is unbecoming of a director or prejudicial to the interests of the branch or CMSA.

## **8. Meetings of members**

**a. Annual general meetings**

- i. A reference to a general meeting shall include an annual general meeting, unless otherwise indicated.
- ii. The board shall call an annual general meeting in accordance with the Act and these rules.
- iii. The annual general meeting shall be held within five months of the close of the financial year.
- iv. The order of the business at the meeting shall be:
  - (1) The consideration of the accounts and reports of the board
  - (2) The election of directors
  - (3) The appointment of an auditor
  - (4) Any other business requiring consideration.

**b. General meetings**

- i. The board may call a general meeting at any time.
- ii. Members may request a general meeting as follows:
  - (1) The request must be in writing, signed by at least 21 members, and state the purpose of the meeting;
  - (2) The regional director shall, within 40 days of receiving such a request, convene a general meeting.

**c. Notice of meetings**

- i. At least 21 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and describe the nature and order of the business to be conducted at the meeting.
- ii. Notice may be delivered to any member by post or by email to the address appearing in the register of members.

**d. Quorum**

- i. Twenty-one members present personally or by proxy shall be a quorum for any general meeting.
- ii. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place. At such adjourned meeting, if a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum, provided the number of such members is not less than ten. If less than ten members are present at such an adjourned meeting, the meeting is ended.

**e. Chair**

The president shall preside as chair of general meetings but if the president is not present within ten minutes after the time appointed for the meeting, or declines to take the chair, the members may elect a chair for that meeting.

**f. Voting**

- i. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be decided by a simple majority of members who vote in person or by proxy, at that meeting.
- ii. Unless a poll is demanded by at least five members, voting is decided by a show of hands.

- iii. If a poll is demanded by at least five members, it must be conducted in a manner specified by the chair.
- iv. A poll demanded for the election of a chair or on a question of adjournment must be taken immediately.

**g. Special resolutions**

A special resolution is a resolution passed at a general meeting if—

- (1) At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members; and
- (2) It is passed by a majority of not less than three-quarters of such members as vote in person or by proxy, at that meeting.

**h. Proxies**

A member shall be entitled to appoint in writing another member to be their proxy, and attend and vote at any general meeting. The form in schedule seven may be used.

## **9. Minutes**

- a. Proper minutes of all proceedings of general meetings and of meetings of the board, shall be entered within 30 days after the relevant meeting in minute books kept for the purpose.
- b. Directors at a subsequent board meeting must confirm the minutes kept under this rule.
- c. The minutes kept under this rule shall be signed by the chair of the meeting at which the proceedings took place or by the chair of the meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10. Dispute resolution**

- a. Where a question arises involving the principles and objects, the procedure laid down in clause 27.1 of the CMSA constitution shall be followed.
- b. In any other case involving a dispute, grievance or other disagreement with any member, person or entity associated with CMS, the procedure laid down in clause 27.2 of the CMSA constitution shall be followed.

- c. This rule binds any member who is involved in the dispute by reason of their association with CMS.
- d. Clause 27 of the CMSA constitution is reproduced in schedule eight.

## **11. Financial reporting**

### **a. Financial year**

The financial year of the branch ends on 30 June.

### **b. Accounts to be kept**

The branch shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the branch in accordance with the Act.

### **c. AGM reports**

The accounts, together with the auditor's report on the accounts, the board's statement and the board's report, shall be laid before members at the annual general meeting.

### **d. Annual returns**

The annual (periodic) return shall be lodged with the relevant government authority within six months after the end of each financial year. A copy of the accounts, the auditor's report, the board's statement, and the board's report must accompany it.

### **e. Auditor**

- i. At each annual general meeting, the members shall appoint a person to be auditor.
- ii. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- iii. If an appointment is not made at an annual general meeting, the board shall appoint an auditor for the current financial year.

## **12. Trust company**

Clause 38 of the CMSA constitution is binding on the branch (and reproduced in schedule nine).

### **13. Members cannot profit**

The income and capital of the branch shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as genuine remuneration of a member for services rendered or expenses incurred on behalf of the branch.

### **14. Dissolution or cessation**

- a. The branch shall be dissolved in the event of the membership being less than twelve persons or upon the passing of a special resolution at a general meeting convened to consider such question.
- b. The branch shall cease to be a branch member of CMSA upon the passing of a special resolution at a general meeting convened to consider such question.
- c. On dissolution of the branch or ceasing to be a branch member of CMSA the assets of the branch remaining after satisfaction of all its debts and liabilities shall be transferred to CMSA or, if CMSA has ceased to exist, such other missionary organisation to be identified and decided by the general meeting referred to in 14.a or 14.b above. Such missionary organisation must:
  - i. Have objects similar to the objects of CMSA, and
  - ii. In its constitution, prohibit the distribution of its income and property among its members to an extent at least as great as imposed in the CMSA constitution.
- d. CMSA shall be the sole beneficiary of the branch.

### **15. Changing the rules**

- a. A special resolution is required to change these rules.
- b. Except for 15.c below, an alteration to the rules does not take effect until the CMSA board has approved the change.
- c. In the event of a change of name, the new name must first be approved by the CMSA board and then takes effect upon registration with the appropriate government authority.
- d. Any change to the rules shall be registered with the appropriate government authority.
- e. The registered rules shall bind the branch and every member to the same extent as if each had signed them, and agreed to be bound by them.

## Schedule 1 Names and registered numbers

### 1. CMSA

Registered Business Name: Church Missionary Society – Australia Limited

ACN: 133 374 526

ABN: 58 584 532 336

An Australian Public Company Limited by Guarantee established under the *Corporations Act 2001 (Commonwealth)*.

### 2. CMS SANT

Registered Business Name: The Church Missionary Society – South Australia Inc.

ABN: 90 313 055 304

An Incorporated Association incorporated under the *Associations Incorporation Act 1985 (SA)*.

## Schedule 2 CMSA powers and responsibilities

### Clause 3.2 of the CMSA constitution:

CMSA shall fulfil its objects set out in clause 2 for and on behalf of the branches in accordance with this constitution, but generally by:

- a. Stimulating missionary interest and enterprise at home and abroad;
- b. Approving the establishment of new branches where appropriate;
- c. Appointing delegates of CMSA to bodies inviting representation including the General Synod of the Anglican Church of Australia;
- d. Operating and managing on behalf of the branches St Andrew’s Hall as the training institution for preparation of missionaries;
- e. Having responsibility for matters to do with missionaries of branches including:
  - i. Establishing new missionary locations;
  - ii. Accepting, training, determining location and sending out members of branches as missionaries;
  - iii. Ensuring fitness of missionary candidates for service, including spiritual character, and commitment to the principles and objects of CMSA;
  - iv. Providing appropriate pastoral care of missionaries on location; and

- v. Accepting the resignation of missionaries at the conclusion of their missionary service, and
- f. By owning and controlling the use of the names 'CMS' and 'Church Missionary Society' and related logos, trade marks and other intellectual property (Intellectual Property) in any manner allowed by applicable law and authorising and licensing the use of the Intellectual Property by branches or any other person in accordance with such conditions as may be determined by the board from time to time.

## Schedule 3 Principles and objects of CMSA

### Principles

- a. The Church Missionary Society was first established as the Church Missionary Society of Australia, an unincorporated association, in September 1916. This association was incorporated under the *Associations Incorporation Act* in 1996.
- b. The Church Missionary Society traces its roots back to the Church Missionary Society of the United Kingdom, founded in 1799.
- c. The Church Missionary Society is a fellowship of Christian people committed to take part together in world mission. It is a voluntary society of members of the Anglican Church of Australia and other churches, based upon those evangelical and protestant principles of the Church Missionary Society of the United Kingdom from its foundation.
- d. CMSA is a company formed by the branches to most effectively further their work.

### Objects

The objects of CMSA are to facilitate the work of the Church Missionary Society through its branches for the coming of God's kingdom through the proclamation of the gospel of Christ throughout the world in fellowship with local churches, and in particular to:

- a. Send members of branches as missionaries overseas and to North Australia,
- b. Deepen Christian commitment to evangelism and its attendant social responsibilities,
- c. Support missionaries of CMSA and their work by prayer, giving and pastoral care,
- d. Engage in cross-cultural evangelism,
- e. Help educate the Australian Church in its responsibilities to this mission,



- f. Act as trustee and to perform and discharge the duties and functions incidental thereto where this is incidental or conducive to the attainment of these objects,
- g. Do such other things as are incidental or conducive to the attainment of these objects, and
- h. Do all or any of the things authorised by the *Corporations Act*.

## Schedule 4 Statement of faith

### The Apostles' Creed

I believe in God, the Father almighty, creator of heaven and earth.

I believe in Jesus Christ, God's only Son, our Lord. He was conceived by the Holy Spirit, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, died, and was buried; he descended into hell. On the third day he rose again from the dead; he ascended into heaven, and is seated at the right hand of the Father; from there he will come to judge the living and the dead.

I believe in the Holy Spirit, the holy catholic Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting.

## Schedule 5 Director nomination form

### Nomination form for Board of CMS SANT

1. For the nomination to be valid, the proposer and the nominee must be on the register of members of CMS SANT (check with the office if unsure).
2. This form must arrive at the CMS SANT office at least fourteen days before the AGM.

I ..... (Proposer's name) nominate

..... (Nominee's name) to be a director of CMS SANT.

.....

(Proposer's signature)

I consent to being nominated .....

(Nominee's signature)

The nominee must complete the following:

1. I believe in the Apostles' Creed without hesitation

*[copy of Creed to be inserted here]*

.....

(Nominee's signature)

2. I believe I meet the following qualifications for being a director:

*(if your skills and experience match any of the following, please tick)*

- Appropriate mission experience
- Life governor
- Theological qualifications
- Financial skills
- Pastoral care
- Legal and/or governance skills

3. As a mix of gender, age and denominational backgrounds is sought amongst board members, please complete the following:

- Gender:
- Age:
- Church currently attending:

4. If you need to clarify anything in paragraphs 2 or 3 above, please comment here:

***Extracts from CMS SANT Rules***

*[7.d. (Appointment and retirement of directors) and 7.e (Qualifications of directors and nomination procedure) to be inserted here]*

## Schedule 6 Declaration of principles and commitments

1. I am a communicant member of the Anglican Church of Australia and/or a member of and in good standing with a mainstream evangelical church.<sup>1</sup>
2. I assent to the doctrine and principles of the Anglican Church of Australia as embodied in the Book of Common Prayer and the Articles of Religion sometimes called the Thirty Nine Articles<sup>2</sup> interpreted according to their plain and literal sense.
3. In particular I believe:
  - a. That the canonical scriptures of the Old and New Testaments are given by inspiration of God, contain all things necessary to salvation and are the ultimate rule and standard of faith and
  - b. That justification before God is through the merits of Christ's death alone and is received by faith in Him alone.
4. I am in agreement with the principles and objects of CMSA and shall endeavour to fulfil my duties in accordance with this declaration, the CMSA constitution and the rules of the branch.
5. I undertake to resign forthwith if at any time I become unable conscientiously to subscribe to this declaration.

1. The CMSA constitution lacks the words following "of Australia" and so a change to that constitution would be needed before the additional words can take effect.
2. From the *Anglican Church of Australia Constitution Act 1961* Schedule c2 Ruling Principles Section 4.

## Schedule 7 Appointment of proxy

I ..... being a member of CMS SANT hereby appoint  
..... as my proxy at the meeting to be held on the \_\_\_ day of  
\_\_\_\_\_ 20\_\_ and at any adjournment of that meeting.

# This form is to be used \*in favour of / \*against the resolution:

.....  
.....

Signed .....

Name .....

Dated ...../...../ 20.....

# To be inserted if desired

\* Strike out whichever is not desired

## Schedule 8 Dispute resolution

### Clause 27 of the CMSA constitution:

#### 27.1 Disputed questions

Any question that may arise which, in the opinion of any five ordinary members<sup>1</sup> and branch representatives, involves the fundamental principles or objects of CMSA as set out in [the CMSA] constitution, shall be referred to a special committee appointed by the Federal Council for that purpose which shall bring its recommendation to a subsequent meeting of Federal Council for decision.

#### 27.2 Handling a dispute

Where there is a dispute, grievance or other disagreement between a member and CMSA, other than in relation to a matter referred to in clause 27.1, whether arising out of the application of these rules or otherwise (“dispute”), then either must, prior to the commencement of any proceedings in a court or tribunal or before any authority or board, notify the other in writing of the nature of the dispute, and the following must occur:

- a) The member and CMSA must in the period fourteen days from the service of the notice of the dispute (“initial period”) use their best endeavours to resolve the dispute.

- b) If CMSA and the member are unable to resolve the dispute within the initial period, then the dispute must be referred for mediation to a mediator agreed by the member and CMSA.
  - c) If the disputants are unable to agree on a mediator within seven days of the initial period, the member or CMSA may request LEADR<sup>2</sup> or any equivalent alternate dispute resolution organisation to nominate a mediator to whom the dispute will be referred.
  - d) The costs of the mediation will be shared equally between the member and CMSA.
  - e) Where:
    - i. The party receiving the notice of the dispute fails to attend the mediation required by clause 27.2 (b), or
    - ii. The mediation has not occurred within six weeks of the date of the notice of the dispute, or
    - iii. The mediation fails to resolve the dispute,
 then the party serving the notice of dispute will be entitled to commence any proceedings in a court or tribunal or before any authority or board in respect of the dispute.
  - f) The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory relief.
1. "Member" in the CMSA constitution has a special meaning, namely 'a branch or ordinary member entered on the register of CMS-A as a member' (See further clauses 1.1 and 6 of the CMSA constitution)
  2. LEADR is an Australasian, not-for-profit membership organisation that provides alternative dispute resolution - [www.leadr.com.au](http://www.leadr.com.au)

## Schedule 9 Trust company

### Clause 38 of the CMSA constitution:

38.1 Subject to clause 38.3, Church Missionary Society Trust Limited, a company limited by guarantee registered under the *Corporations Act 2001* (trust company) shall be the trustee of CMSA and shall act in accordance with such direction as shall be given from time to time by CMSA.

38.2 CMSA through the agency of the trust company may provide for the acquisition, receiving, holding, disposal, investment and management of property both real and personal for the benefit and on behalf of any branch and upon general or special trusts or for general or specific purposes.

38.3 A branch shall be entitled, subject to the approval of CMSA, and subject to such terms and conditions as CMSA may require, to appoint an incorporated body to be the

sole trustee thereof, and such incorporated body shall be entitled to all rights powers and privileges of a trustee under [the CMSA] constitution.

38.4 The trustee of any branch shall hold, invest and administer, all property both real and personal acquired for the purpose of the branch in accordance with the directions of the branch, and any express trust relating thereto, provided that, if directed by the branch so to do, the trustee shall transfer the whole or any part of such property to the trust company to be held on behalf of the branch and subject to the directions and any trust aforesaid.

## Schedule 10 Branch constitutional history

1799, Ap. 12 In London, at a meeting of the Eclectic Society a new, as yet unnamed missionary society was formally constituted. Six weeks later it was named 'The Society for Missions to Africa and the East'

1812 The name was changed to 'Church Missionary Society for Africa and the East'

1825 A NSW CMS Auxiliary was formed in Sydney

1892, Sep. 9 The Victorian Church Missionary Association was formed

1896-1897 CMS Gleaners Unions were formed at Holy Trinity, Adelaide and St Luke's, Whitmore Square, Adelaide.

1910, Nov. 7 The South Australian Committee of the Victorian Church Missionary Association was formed.

1913, Mar. 31 The Church Missionary Association of South Australia was formed.

1916, Oct. 11 The NSW Church Missionary Association combined with the Victorian Church Missionary Association to form the Church Missionary Society of Australia and Tasmania.

1917, Dec. 27 The South Australian Branch of the Church Missionary Society of Australia and Tasmania was formed.

1947 The Church Missionary Society – South Australia Inc. was incorporated under the *Associations and Incorporations Act 1929 (SA)*.

1981, Oct. 6 A new constitution for the Church Missionary Society – South Australia Inc. was adopted.

2014, Oct 12 Draft rules approved at CMS SANT AGM. Ratified by CMSA Board on 12 February 2015.