

**CONSTITUTION
OF
Renew Church Ltd**

Australian Company Number (ACN) 633 516 739
Australian Business Number (ABN)

A company limited by guarantee

Certificate of Registration of a Company

This is to certify that

RENEW CHURCH LTD

Australian Company Number 633 516 739

is a registered company under the Corporations Act 2001 and
is taken to be registered in Queensland.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is
the sixteenth day of May 2019.



ASIC

Australian Securities & Investments Commission

Issued by the
Australian Securities and Investments Commission
on this sixteenth day of May, 2019.

A handwritten signature in black ink that reads 'James Shipton'.

James Shipton
Chair

CERTIFICATE

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Preliminary

1. Name of the company

The name of the **company** is Renew Church Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 16 and 18.

Charitable purposes and powers

6. Object

The **company's** object is to pursue the following charitable purposes:

- (a) To proclaim the Gospel of our Lord and Saviour Jesus Christ, leading those who repent and believe in Him for salvation into Membership in the local church.
- (b) To instruct people of all ages in the Word of God and its implications for daily living, and to encourage and train believers in the employment of their gifts and talents in the service of Christ.
- (c) To engage in and encourage regular public worship of God.
- (d) To provide a fellowship where the love of Christ is expressed through mutual understanding, encouragement, service, forgiveness and practical care.
- (e) To support the work of the wider fellowship of the church through relationships and cooperative activities with other churches and any other bodies and agencies which the **company** deems appropriate.
- (f) To express the love of God in practical ways to those in need.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 15.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Directors

10. Number of directors

The **company** must have at least three and no more than nine directors.

11. Payments to directors

- 11.1 The **company** must not pay fees to a director for acting as a director.
- 11.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 11.3 Any payment made under clause 11.2 must be approved by the directors.
- 11.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

By-laws

12. Constitutional By-laws

- 12.1 The members may pass a **special resolution** to make or change (including deletion) by-laws that extend this constitution.
- 12.2 Members and directors must comply with these by-laws as if they were part of this constitution.

13. Directors' By-laws

- 13.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 13.2 Members and directors must comply with these by-laws as if they were part of this constitution.

Winding up

14. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 15.1.

15. Distribution of surplus assets

- 15.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 15.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

16. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

company means the **company** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

general meeting means a meeting of members and includes the annual **general meeting**

member present is defined in the constitutional bylaws,

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- i. of which notice has been given in writing, according to the required notice for **general meetings**, and
- ii. the notice included the full text of the proposed resolution, and
- iii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

17. Reading this constitution with the Corporations Act

- 17.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 17.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 17.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

- 17.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

18. Interpretation

In this constitution and its by-laws:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).