

**Rules of Association of
Church Missionary Society – South
Australia Incorporated**

ABN 90 313 055 304

As of October 2022

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1. Definitions

'Board' means the board of management of the Branch, defined in the Act as "the committee of the association"

'Branch' means Church Missionary Society – South Australia Incorporated

'Branch Member of CMS-A' means a member entity of CMS-A as defined in the CMS-A Constitution

'CMS-A' means Church Missionary Society – Australia Limited (ACN: 133 374 526; ABN: 58 584 532 336)

'CMS-A Constitution' refers to the prevailing constitution of Church Missionary Society – Australia Limited at the date that these Rules were adopted

'CMS SANT' means Church Missionary Society – South Australia Incorporated

'day' shall mean a calendar day

'Director' – means a Director on the CMS SANT Board, defined in the Act as "a member of the committee of the association"

'Executive Director' means the Executive Director of the Branch, and is designated in the CMS-A Constitution as the 'Branch Director'

'Member' means a member of the Branch

'Principles and Objects' mean the Principles and Objects of the CMS-A Constitution

'Public Officer' means the person appointed by the Board to the role of Public Officer, as defined by the Act

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

2. Name and Relationship to CMS-A

- a. The name of the association is Church Missionary Society – South Australia Incorporated.
- b. The Branch is a Branch Member of Church Missionary Society – Australia Limited (CMS-A). The Branch is designated in clause 6.2 of the CMS-A Constitution as 'South Australia with Northern Territory'.
- c. The Branch is bound by clause 3.2.f of the CMS-A Constitution as regards the names 'CMS' and 'Church Missionary Society' and approved logos (see

Schedule One).

- d. These Rules shall be read and construed in conjunction with the CMS-A Constitution, and anything done or attempted under these Rules that is inconsistent with the CMS-A Constitution or the Act shall to the extent of the inconsistency be invalid.

3. Principles and Objects

The Principles and Objects of CMS-A are binding on the Branch, and are reproduced in Schedule Two.

4. Code of Conduct

The Branch adopts the CMS Codes of Conduct for professional standards, practice of pastoral ministry and personal behaviour for all employees, missionary Members, Directors, and where applicable, volunteers.

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 CMS-A and clause 3.2 of the CMS-A Constitution (reproduced in Schedule One).

6. Membership

a. Application

- i. To apply for membership, an applicant must apply in writing to the Board and must:
 - confirm membership or regular attendance of a church;
 - accept, adopt and agree to be bound by the Rules of the Branch, including all of the statements and principles contained in the Rules and Schedules; and
 - provide written support by the applicant's current pastor (or appropriate pastoral overseer) in the form required by the Branch from time to time.
- ii. The Board may require an applicant to provide further information in support of their application.
- iii. In the event that an application is not accepted by the Board:
 - the Board will notify the applicant in writing; and

- the applicant may apply for membership again after a twelve month period has elapsed from the date their application was received.
- iv. Members residing 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 CMS-A shall be deemed a 'Missionary Member'. Missionary members are not eligible to hold any office of CMS-A.
- 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 CMS-A.
- iii. Life Governor status will be revoked if a Life Governor is expelled from membership under clause 6.d below, upon a charge of conduct detrimental to the interests of the Branch.

d. Expulsion of a Member

- i. Subject to giving a Member or Life Governor an opportunity to be heard or to make a written submission, the Board may expel a Member or Life Governor 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 twenty-one 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 and 6.d.vi. below) cease to be a Member fourteen 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 Executive Director within fourteen 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 upheld by the General Meeting (after the appellant has been heard by the Members present), and in such event

membership will cease at such point as the General Meeting upholds the ruling of the Board.

e. Register of Members

- i. A register of Members must be kept and contain:
 - The name and last known address and/or email address of each Member;
 - The date on which each Member was admitted; and
 - If applicable, the date of and reason(s) for ceasing membership.
- ii. A member shall be required to re-affirm their membership every five years, prior to the anniversary of their date of admission as a Member, by:
 - accepting and adopting the prevailing Rules (including any Schedules contained therein) in the form required by the Branch; and
 - providing a statement to the Branch demonstrating current church membership.
- iii. Any Member who does not fulfil the requirements of clause 6.e.ii shall be considered to have lapsed from membership.
- iv. Clauses 6.e.ii and 6.e.iii shall not apply to Members who are deemed to be a current Missionary Member under clause 6.b.i, or to Members who have been appointed as Life Governors under clause 6.c.i.

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 Directors shall be considered the Responsible Persons for the Branch.
- iv. The Board has the management and control of the funds and other property of the Branch. This power will be appropriately delegated to the Executive Director through the budgeting process, with the Board exercising governance responsibility.
- v. 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

- i. The Branch shall have a common seal upon which its corporate name shall appear in legible characters.
- ii. 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.
- iii. The President, a Vice President, the Treasurer or the Executive Director shall witness the affixing of the seal.

c. Proceedings of the Board

- i. The Board shall meet at least quarterly.
- ii. The President will ordinarily preside as Chair of Board meetings, but shall have the power to delegate this responsibility to a Vice President in attendance. If the President is not present within ten minutes after the time appointed for the meeting or declines to take the chair, without delegation to a Vice President, the Directors present may appoint a Chair for that meeting.
- iii. Directors may attend meetings by electronic means or by telephone.
- iv. Matters may be resolved by electronic discussion and voting, except where any Director requests a face-to-face meeting of the Board.
- v. Wherever votes are equal, the Chair shall be granted a second vote to decide the motion being voted upon.
- vi. A minimum of five Directors voting on a particular matter shall constitute a quorum.
- vii. 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:
 - Up to seven Directors elected at an Annual General Meeting;
 - Up to three Directors appointed by the Board;
 - The Treasurer; and
 - The Executive Director, as a non-voting Director.

- ii. Directors elected or appointed shall hold office for a 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. The Board shall appoint an Executive Director and a Treasurer. The Executive Director and the Treasurer shall hold office until their appointment is ended by the Board or according to these Rules.
- vi. Apart from the Executive Director, no Branch employee may be a Director.
- vii. Directors shall retire at the age of seventy-five.

e. Qualifications of Directors and Nomination Procedure

- i. Nominations for the position of Director will not be valid unless both the proposer and the nominee are Members, and the nomination:
 - Is signed by the proposer and by the nominee;
 - Includes a confirmation of agreement with the Principles and Objects (Schedule Two) and belief in the Statements of Faith by the nominee (Schedule Three);
 - Is received by the Executive Director at least fourteen days before the Annual General Meeting (unless the nominee is proposed for appointment under 7.d.i.2, 7.d.i.3 or 7.d.i.4 above – in that case no time limit applies); and
 - Indicates the nominee's qualifications, if any, according to 7.e.iii below.
- ii. The preferred form for the nomination is in Schedule Four.
- iii. These essential qualifications must be represented on the Board:
 - Appropriate mission experience;
 - Life Governor (except where no Life Governor is willing or able to be nominated);
 - Theological qualifications;
 - Financial skills; and
 - 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:
 - Appropriate gender representation;

- Appropriate age representation;
 - A mix of denominational backgrounds; and
 - 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 of a General Meeting 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 Subcommittees

- i. The following offices shall be filled at the first Board meeting following every Annual General Meeting:
- President (who shall be an incumbent Director, but not the incumbent Executive Director or Treasurer);
 - Vice President(s) (optional, to a maximum of two; they shall be an incumbent Director, but not the incumbent Executive Director);
 - Public Officer;
 - Subcommittee Chairs.
- ii. Except for the Treasurer and Executive Director, all office bearers and subcommittee chairs shall retire at the end of the next Annual General Meeting following their appointment, but may be reappointed.
- iii. Only those assenting to the CMS-A Declaration of Principles and Commitments (reproduced in Schedule Five) may be appointed to and hold the office of Executive Director. The Board may from time to time require the Executive Director to reaffirm the declaration in writing. Failure to do so within fourteen days of such request will automatically terminate the Executive Director's contract.
- iv. The Board may appoint subcommittees made up as follows:
- The subcommittee chair is appointed by the Board, and must be a Member of the Branch.
 - The subcommittee may co-opt Members of the Branch, or persons who agree with the Principles and Objects and the Statements of Faith.
 - The President is entitled to participate in any subcommittee.

g. Disqualification of Directors

- i. The office of a Director shall become vacant if a Director is:
 - Disqualified from being a Director by the Act;
 - Expelled as a Member under these Rules;
 - Unwilling to sign their assent to the Principles and Objects or the Statements of Faith, upon request by the President;
 - Permanently incapacitated by ill-health;
 - Convicted of a criminal offence; or
 - Absent without apology for three consecutive meetings.
- ii. The Board may terminate a Director's term of appointment if the Director:
 - Refuses or neglects to comply with these Rules or the CMS-A Constitution, or any applicable regulations adopted by the Board or by CMS-A; or
 - Engages in conduct that in the opinion of the Board is unbecoming of a Director or prejudicial to the interests of the Branch or CMS-A.

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, or within any amended timeframe specified by the Act.
- iv. The order of the business at the Annual General Meeting shall be:
 - The consideration of the accounts and reports of the Board;
 - The election of Directors;
 - The appointment of an auditor; and
 - 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:
 - The request must be in writing, signed by at least twenty-one

Members, and state the purpose of the meeting;

- The Executive Director shall, within forty days of receiving such a request, convene a General Meeting.

c. Notice of Meetings

- i. At least twenty-one days' notice of any General Meeting shall be given to all Members.
- ii. 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.
- iii. 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 (whether personally or by proxy) shall be a quorum for any General Meeting.
- ii. If within thirty 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 thirty 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 where:

- i. At least twenty-one days' written notice specifying the intention to propose the resolution as a special resolution has been given to Members; and
- ii. It is passed by a majority of not less than three-quarters of such Members who vote (in person or by proxy) at that meeting.

h. Proxies

- i. A Member shall be entitled to appoint in writing another Member to be their proxy, and attend and vote at any General Meeting.
- ii. Such appointment shall be valid for the meeting to which it relates, including any adjournment of that meeting, provided that the proxy form is in the possession of the appointed proxy.
- iii. The form in Schedule Six may be used.

9. Minutes

- a. Proper minutes of all proceedings of General Meetings, and of meetings of the Board, shall be entered within thirty days after the relevant meeting, in minute books (either physical or electronic) 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.
- e. The Board shall have the power to co-opt any person whom the Board deems fit, and who agree with the Principles and Objects and the Statements of Faith, for the purpose of taking minutes under this clause and providing administrative support to the Board.

10. Dispute Resolution

- a. Where a question arises involving the Principles and Objects, the procedure laid down in clause 25.1 of the CMS-A 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 25.2 of the CMS-A 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 25 of the CMS-A Constitution is reproduced in Schedule Seven.

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. 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.

13. 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 CMS-A upon the passing of a special resolution at a General Meeting convened to consider such question.
- c. On dissolution of the Branch, or upon ceasing to be a Branch Member of CMS-A, the assets of the Branch remaining after satisfaction of all its debts and liabilities shall be transferred to CMS-A or, if CMS-A has ceased to exist, such other missionary organisation to be identified and decided by the General Meeting referred to in 13.a or 13.b above. Such missionary organisation must:
 - i. Have Objects similar to the Objects of CMS-A; 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 CMS-A Constitution.
- d. CMS-A shall be the sole beneficiary of the Branch.

14. Changing the Rules

- a. A special resolution is required to change these Rules.
- b. Any alteration to the Rules must be pre-approved by the CMS-A Board before adoption by the Members at a General Meeting.
- c. Any change to the Rules shall take effect upon registration of the new Rules with the appropriate government authority, which shall be done within the timeframe mandated by the authority.
- d. 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 One – CMS-A Powers and Responsibilities

Clause 3.2 of the CMS-A Constitution:

CMS-A is to fulfil the Objects set out in clause 2.2 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 CMS-A to bodies inviting representation, including the General Synod of the Anglican Church of Australia;
- d. Operating and managing St Andrew’s Hall on behalf of the Branches as the training institution for preparation of Missionaries;
- e. Having responsibility for matters to do with Missionaries 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 CMS-A;
 - 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. Owning and controlling the use of the names ‘CMS’ and ‘Church Missionary Society’ and related logos, trademarks 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 Two – Principles and Objects of CMS-A

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. CMS-A is a company formed by the Branches to most effectively further their work.

Objects

The objects of CMS-A are to facilitate the work of the Church Missionary Society 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:

- a. To send members of Branches as missionaries overseas and to North Australia;
- b. To deepen Christian commitment to evangelism and its attendant social responsibilities;
- c. To support Missionaries and their work by prayer, giving and pastoral care;
- d. To engage in cross-cultural evangelism;
- e. To help educate the Australian Church in its responsibilities to this mission;
- f. To 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; and
- g. To do such other things as are incidental or conducive to the attainment of these Objects.

Schedule Three – Statements 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 to the dead. 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.

We believe:

- God, the Creator, has made himself fully known in the incarnation of our Lord Jesus Christ and through the unchanging truth of his written word, the Bible.
- God commands all people everywhere to repent and believe the good news. In love and through the sacrificial, substitutionary death and bodily resurrection of his Son, God saves his elect people from his wrath and judgment and raises us to new life through the power of his Spirit.
- As God's people we are called to proclaim this message in all the world that people might put their trust in Jesus as Lord and Saviour and so be reconciled to God the Father, become members with us of his forgiven people and live by the Spirit under his rule, awaiting the coming restoration of all things.

Schedule Four – Director Nomination Form

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, _____, nominate _____
(Member's name) (nominee's name)

to be a Director of CMS SANT.

(Proposer's signature) (Nominee's signature)

The nominee must complete the following:

- I consent to being nominated.
- I agree with the Principles and Objects, and believe in the CMS SANT Statements of Faith without hesitation.

[copy of Schedule Two and Schedule Three to be inserted as an attachment]

I believe I meet the following qualifications that are required on the Board *(please tick as appropriate)*:

- Appropriate mission experience
- Life Governor
- Theological qualifications
- Financial skills
- Pastoral Care
- Legal and/or Governance skills

As a mix of gender, age and denominations backgrounds is sought amongst Board members, please complete the following:

- Gender:
- Age:
- Church currently attending:

If you need to clarify any of the information provided above, please comment here:

[Copy of clause 7.d. (Appointment and retirement of Directors) and clause 7.e. Qualifications of directors and nomination procedure) to be inserted as an attachment]

Schedule Five – Declaration of Principles and Commitments

1. I am a communicant member of the Anglican Church of Australia.
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 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 CMS-A, and shall endeavour to fulfil my duties in accordance with this Declaration and the CMS-A Constitution.
5. I undertake to resign forthwith if at any time I become unable conscientiously to subscribe to this declaration.

Schedule Six – Appointment of Proxy

This form must be in the possession of the person appointed as a proxy at the General Meeting specified below, and at any adjournment of the specified meeting. The person appointed as proxy must also be a Member of CMS SANT.

Please ensure that your chosen proxy is intending to be present at the relevant General Meeting before nominating, as this appointment will be invalid if they are not personally present at the meeting.

I, _____, being a Member of CMS SANT,
(Member's name)

hereby appoint _____ as my proxy at the
(proxy's name, or 'The Chair')

General Meeting to be held on the ____ day of _____ 20____,
and at any adjournment of that meeting.

Complete if desired

This form is to be used in favour of against the resolution:

Member's Name: _____

Signed: _____ Dated: _____

Schedule Seven – Dispute Resolution

Clause 25 of the CMS-A Constitution:

25.1 Disputed questions

Any question that may arise which, in the opinion of any five Ordinary Members and Branch Representatives, involves the fundamental Principles or Objects of CMS-A as set out in this Constitution, must be referred to a special committee appointed by the Federal Council for that purpose which must bring its recommendation to a subsequent Federal Council for decision.

25.2 Handling a dispute

Where there is a dispute, grievance or other disagreement between Members, Branch Representatives, Directors or any of them, other than in relation to a matter referred to in clause 25.1, whether arising out of the application of this Constitution 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 parties to the dispute must promptly attempt a resolution of the Dispute by discussing the Dispute and seeking to reach a resolution by negotiation that seeks to address both the substantive issues and relational elements of the Dispute. This process may involve one or more meetings. With the consent of the parties to the Dispute, the Board Chairperson or another Director may be asked by one of the parties to facilitate those discussions.
- b) If in the opinion of any party to the Dispute, the Dispute cannot be resolved by negotiation, the Dispute must be promptly submitted to mediation in accordance with, and subject to, the Mediation Rules used by PeaceWise Ltd at the time or such other mediation rules that the Board has adopted at the time (“the Mediation Rules”). This means that the party forming the opinion that the Dispute cannot be resolved by negotiation must within 24 hours of forming that opinion initiate the procedure by giving the other party or parties written notice stating that the Mediation Rules now apply. The notice must also state that a Dispute has arisen and identify what is disputed.
- c) All parties must participate in the mediation process in good faith, in the sense of genuinely seeking to address constructively the various dimensions of the Dispute. Where mediation is initiated by a party, the parties must seek to agree between them a suitable mediator to use a biblically based Christian mediation process. If within 48 hours of the notice in the previous paragraph being given, the parties cannot agree on the selection of a mediator to be used, the parties must accept the nomination of the executive officer of PeaceWise Ltd or his or her nominee. Any party may ask the executive officer to nominate a mediator.
- d) A mediator:
 - i. may be an Ordinary Member or Branch Representative or former Ordinary Member or Branch Representative of CMS-A;

- ii. must not have a personal interest in the Dispute; and
 - iii. must not be biased towards or against anyone involved in the Dispute.
- e) When conducting the mediation, the mediator must:
 - i. allow those involved a reasonable chance to be heard;
 - ii. allow those involved a reasonable chance to review any written statements;
 - iii. ensure that those involved are given natural justice; and
 - iv. not make a decision on the Dispute.
- f) All parties must observe the instructions of the mediator about the conduct of the mediation and must sign a Mediation Agreement with the mediator.
- g) The costs of the mediation are to be shared equally between the parties to the Dispute.
- h) Where:
 - i. the party receiving the notice of the Dispute fails to attend the mediation required by clause 25.2;
 - 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,the party serving the notice of Dispute is entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.
- i) The procedure in this clause does not apply in respect of proceedings for urgent or interlocutory relief.

Schedule Eight – Branch Constitutional History

1799, Apr. 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, Nov. 7	The Church Missionary Society – South Australia Inc. was incorporated under the <i>Associations and Incorporations Act 1929 (SA)</i> .
1981, Oct. 6	A new constitution for the Church Missionary Society – South Australia Inc. was adopted.
2014, Oct 12	Previous Rules approved at CMS SANT AGM. Ratified by CMS-A Board on 12 February 2015.
2022, Oct.9	Rules adopted at CMS SANT AGM. Pre-approved by CMS-A Board on 5 August 2022.