



**GRACE COMMUNION**  
INTERNATIONAL

# **CONSTITUTION**

## **OF**

### **Grace Communion International Limited**

**Dated 18/7/2013**

**CORPORATIONS LAW  
COMPANY LIMITED BY GUARANTEE  
CONSTITUTION  
OF  
Grace Communion International Limited**

**1. PRELIMINARY**

1.1 In this Constitution unless the contrary intention appears:

**‘Attorney’** means a person holding a power of attorney;

**‘Auditor’** means the Company’s auditor;

**‘Company’** means Grace Communion International Limited;

**‘Constitution’** means the constitution of the Company as amended from time to time;

**‘Director’** includes any person occupying the position of director of the Company;

**‘Directors’** means all or some of the Directors acting as a board;

**‘Elder’** means any person Ordained to Eldership;

**‘Eldership’** means a person recognised amongst the Church Community as having been Ordained to ministry by the rights and practices of Grace Communion International;

**‘Executive Director’** means a person employed and holding managerial positions in the Company and is a person appointed as an Executive Director under clause 27;

**‘Member’** means a member holding an official capacity in the Company and being admitted to membership under clause 5;

**‘Member of the Church Community’** means a person holding membership in a Grace Communion International community;

**‘National Director’** means a person appointed to the office of National Director by the board, in partnership with the church’s international ecclesiastical leadership;

**‘Non-Executive Director’** means any Director who is not an Executive Director;

**‘Office’** means the Company’s registered office;

**‘Ordained’** means ordained according to the rights and practices of the Worldwide Church of God;

**‘Pastor’** means any person Ordained to Eldership and holding a role as Pastor;

**‘Register’** means the register of Members of the Company;

**‘registered address’** means the last known address of a Member as noted in the Register;

**‘Representative’** means a person appointed as such under clause 9;

**‘Seal’** means the Company’s common seal (if any);

**‘Secretary’** means any person appointed by the Directors to perform any of the duties of a secretary of the Company.

1.2 In this Constitution, unless the contrary intention appears:

(a) the singular includes the plural and vice versa and words importing a gender include other genders;

(b) words importing natural persons include corporations;

(c) words and expressions defined in the *Corporations Law* have the same meaning in this Constitution;

(d) headings are for ease of reference only and do not affect the construction of this Constitution; and

(e) a reference to the *Corporations Law* is a reference to the *Corporations Law* as modified, amended or re-enacted from time to time.

1.3 An expression in a provision of this Constitution has the same meaning as in a provision of the *Corporations Law* that deals with the same matter as the provision, unless the contrary intention appears in this Constitution.

- 1.4 To the extent permitted by law, the replaceable rules in the *Corporations Law* do not apply to the Company.

## **2 OBJECTS**

- 2.1 The objects for which the company is established are:

- (a)
- (i) To share, preach and teach and generally to further the work of the Christian Gospel and to advance the Christian faith in Australia and other nations and to work for the building up and extension and renewal of the Christian Church.
  - (ii) To meet for the worship of God, the Father, Son and Holy Spirit, the preaching and teaching of the Word of God and the administration of the Sacraments and for fellowship.
  - (iii) To further propagate the Christian faith in Australia or elsewhere through evangelism or the establishment of further churches or missionary works with similar objects.
  - (iv) To render spiritual oversight, care and assistance (whether material or otherwise) and such other help as may be deemed appropriate to, as far as practicable, meet the needs of persons to whom the church ministers.
  - (v) To make donations to assist, undertake the oversight of or in any way co-operate with other churches, organisations, societies or individuals having similar objects.
  - (vi) To provide such educational or other programmes or institutions as will assist members to live whole and balanced lifestyles and to be a blessing to the community in which they live.
- (b) Consistent with the objects, purposes, doctrine, tenets, Statement of Beliefs and Charter of "Grace Communion International".
- (c) To propagate by such means as the Directors of the Company shall decide, at any place within Australia or elsewhere, religion as exemplified in the Bible as defined and expounded by "Grace Communion International", including, but not limited to:
- (i) soliciting and receiving voluntary contributions and to use such funds and any income there from for the purpose its ministry;
  - (ii) to give financial support, whether by means of payments under covenant or agreement in such other manner that may be deemed expedient by the Directors of the Company to any other religious or charitable institution in Australia, whether incorporated or unincorporated in the furtherance of its ministry
- (d) Such further objectives as are in the opinion of the Directors of the Company consistent with the objects stated above.

- 2.2 The Company has the legal capacity and powers of an individual as set out in section 124(1) of the *Corporations Law*.

## **3 APPLICATION OF INCOME AND PROPERTY**

- 3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.
- 3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for reasonable payments to a Member in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company.

## **4 PAYMENTS TO DIRECTORS**

No payment will be made to any Director of the Company other than the payment of:

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) any reasonable salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) an insurance premium in respect of a contract insuring a director to which subsection 212(1) of the *Corporations Law* refers or the provision of a financial benefit to a director to which subsection 212(2) of the *Corporations Law* refers.

## **5 MEMBERSHIP – Admission**

- 5.1 The number of Members with which the Company proposes to be registered is limited to the total number of Executive Directors and Non-Executive Directors.
- 5.2 The Members of the Company will be:
- (a) the persons who consented to become Members in the Company's application for registration;
  - (b) any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution; and
- The Directors may, by regulation, promulgate criteria for admission of new members. Criteria for membership must include:
- (i) That a person holds, in the opinion of the Directors, a view that accepts the Statement of Beliefs of the company; and
  - (ii) That the person is a member of the Church Community in good standing.
- 5.3 Applications for membership of the Company will be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion.
- 5.4 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:
- (a) determine the admission or rejection of the applicant; or
  - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 5.5 If the Directors:
- (a) require further evidence under **clause 5.4**, determination of the application will be deferred until this evidence has been supplied;
  - (b) reject an application for membership, they will not be required to give reasons for the rejection.
- 5.6
- (a) As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee (if any).
  - (b) Subject to clause 5.7, an applicant will become a Member of the Company, and the Membership Register will be updated accordingly:
- 5.7 If an amount due under clause 5.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.
- 5.8 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.

## **6 MEMBERSHIP – Entrance fee**

- 6.1 The Members of the Company will be limited to the total number of Executive Directors and Non-Executive Directors. The Directors may determine the entrance fee payable by each Member.
- 6.2 Unless otherwise determined by the Directors the entrance fee will be nil.

## **7 MEMBERSHIP – Ceasing to be a Member**

- 7.1 A Member's membership of the Company will cease, and the Membership Register will be updated accordingly by recording the date of cessation of membership:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
  - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
    - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
    - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
  - (c) where the Member is an individual, if the Member:



- (i) dies;
- (ii) becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- (iii) is convicted of an indictable offence;
- (d) where the Member is not an individual, if:
  - (i) a liquidator is appointed in connection with the winding-up of the Member; or
  - (ii) an order is made by a Court for the winding-up or deregistration of the Member.

7.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund and
- (b) will remain liable for and will pay to the Company all moneys which were due at the date of ceasing to be a Member.

7.3 A former Member of the Company who ceased to be a Member pursuant to **clause 5.2(c)** and who is subsequently readmitted as a Member of the Church Community in good standing will not be automatically reinstated as a Member of the Company.

## 8 MEMBERSHIP -- Powers of attorney

8.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.

8.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

8.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## 9 MEMBERSHIP – Representatives

9.1 Any corporation or organisation which is a Member may by written notice to the Secretary:

- (a) appoint a natural person to act as its representative in all matters connected with the Company ('**Representative**'); and
- (b) remove a Representative.

9.2 A Representative is entitled to:

- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
- (b) stand for election as an office bearer or Director; and
- (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.

9.3 A certificate executed in accordance with section 127 of the *Corporations Law* is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.

9.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

## 10 GENERAL MEETINGS – Convening general meeting

10.1 Any Director may, at anytime, convene a general meeting.

10.2 A Member may:

- (a) only request the Directors to convene a general meeting in accordance with section 249D of the *Corporations Law*; and
- (b) not convene or join in convening a general meeting except under section 249E or 249F of the *Corporations Law*.

## 11 GENERAL MEETINGS – Notice of general meeting

11.1 Subject to the provisions of the *Corporations Law* allowing general meetings to be held with shorter notice, at

least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

- 11.2 A notice convening a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
  - (b) must state the general nature of the business to be transacted at the meeting; and
  - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 11.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
  - (b) the election of directors; or
  - (c) the appointment and fixing of the remuneration of the Auditor.
- 11.4
- (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under **clause 10.2**).
  - (c) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.
- 11.5 The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.
- 12 PROCEEDINGS AT GENERAL MEETINGS – Member**
- In **clauses 13, 14, 16 and 20**, 'Member' includes a Member present in person or by proxy, attorney or Representative.
- 13 PROCEEDINGS AT GENERAL MEETINGS – Quorum**
- 13.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 13.2 A quorum of Members is 4 Members consisting of 1 Members who are Executive Directors and 3 Members who are Non-Executive Directors,
- 13.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:
- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved: or
  - (b) in any other case:
    - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
    - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.
- 14 PROCEEDINGS AT GENERAL MEETINGS – Chairperson**
- 14.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 14.2 If:
- (a) there is no chairperson or deputy chairperson; or
  - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the meeting; or
  - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the meeting, the Directors present may elect a chairperson for that meeting.
- 14.3 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.
- 15 PROCEEDINGS AT GENERAL MEETINGS – Adjournment**
- 15.1 The chairperson of a meeting at which a quorum is present:
- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and

(b) must adjourn a meeting if the meeting directs him or her to do so.

15.2 An adjourned meeting may take place at a different venue to the initial meeting.

15.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

15.4 Notice of an adjourned meeting must only be given in accordance with **clause 11.1** if a general meeting has been adjourned for more than 21 days.

## **16 PROCEEDINGS AT GENERAL MEETINGS – Decision of questions**

16.1 Subject to the Corporations Law in relation to Special Resolutions, a resolution will carry only if a majority of all the Members cast votes in favour of the resolution.

16.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by: -

- (a) the chairperson; or
- (b) at least two Members entitled to vote on the resolution.

16.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

16.4 The demand for a poll may be withdrawn.

16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

## **17 PROCEEDINGS AT GENERAL MEETINGS – Taking a poll**

17.1 A poll will be taken when and in the manner that the chairperson directs.

17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

17.3 The chairperson may determine any dispute about the admission or rejection of a vote.

17.4 The chairperson's determination, if made in good faith, will be final and conclusive.

17.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.

17.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

## **18 PROCEEDINGS AT GENERAL MEETINGS – Casting vote of chairperson**

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

## **19 PROCEEDINGS AT GENERAL MEETINGS – Offensive material**

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
  - (i) electronic or recording device;
  - (ii) placard or banner; or
  - (iii) other article, which the chairperson considers to be dangerous, offensive or liable to cause disruption.

## **20 VOTES OF MEMBERS – Entitlement to vote**

20.1 A Member entitled to vote has one vote.

## **21 VOTES OF MEMBERS – Objections**

- 21.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- 21.2 An objection must be referred to the chairperson of the meeting. Whose decision made in good faith is final.
- 21.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

## **22 VOTES OF MEMBERS – Votes by proxy**

- 22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- 22.2 A proxy may demand or join in demanding a poll.
- 22.3 A proxy or attorney may vote on a poll.

## **23 VOTES OF MEMBERS – Instrument appointing proxy**

- 23.1 A Member who is a natural person may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney duly authorised in writing.
- 23.2 A Member which is a corporation may appoint a proxy by a written appointment executed in accordance with section 127 of the *Corporations Law* or signed by a director, secretary or attorney of the appointor.
- 23.3 A proxy need not be a Member.
- 23.4
- (a) An appointment of a proxy must comply with the requirements of the *Corporations Law* or be in a form approved by the Directors,
  - (b) **Schedule I** sets out a form which will be taken to be approved by the Directors unless they resolve to use a different form,
- 23.5 A Member will indicate the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- 23.6 A proxy's appointment is valid at an adjourned meeting.

## **24 VOTES OF MEMBERS – Lodgement of proxy**

- 24.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
  - (b) the taking of a poll on which the appointee proposes to vote.
- 24.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
  - (b) a facsimile number at the Office; or
  - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## **25 VOTES OF MEMBERS – Validity**

- A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) died;
  - (b) became of unsound mind; or
  - (c) revoked the proxy or power,



unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

**26 APPOINTMENT AND REMOVAL OF DIRECTORS – Number of Directors**

There will not be less than 4 nor more than 9 Directors unless the Company in general meeting by resolution changes the minimum or maximum number.

**27 APPOINTMENT AND REMOVAL OF DIRECTORS - Appointment and removal of Directors**

27.1 The Directors must be Members.

27.2 At least one of the Executive Directors will be an Ordained Elder.

27.3 At least one Non-Executive Director will be an Ordained Pastor.

27.4 A majority of Directors will be Non-Executive Directors.

27.5 The Company may by resolution passed in general meeting:

- (a) appoint new Directors;
- (b) subject to **clause 26** increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's term of office; and
- (d) appoint another person in the Director's place.

27.6 A person appointed under **clause 27.5(d)** will hold office for the term for which the Director replaced would have held office if the Director had not been removed.

27.7 Subject to clause 26, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Any person appointed as a Director must provide the company with a signed consent to act as a Director prior to their appointment as required by the *Corporations Law*. Any Director so appointed shall hold office only until the conclusion of the next following annual general meeting when they shall retire but they shall be eligible for re-election.

27.8 A resolution of Members or Directors appointing a Director must stipulate whether or not the Director so appointed is to be an Executive Director.

**28 APPOINTMENT AND REMOVAL OF DIRECTORS – Executive Director**

28.1 The Directors may, subject to the terms of an Executive Director's employment contract, suspend, remove or dismiss him or her from that office and appoint another Director in that place.

28.2 If an Executive Director ceases to be a Director, his or her appointment as Executive Director terminates automatically.

28.3 If an Executive Director is suspended from office, he or she will not be entitled to attend or vote at any meeting of Directors.

28.4 An Executive Director is subject to the same provisions as to resignation and removal as the other Directors.

**29 APPOINTMENT AND REMOVAL OF DIRECTORS – Powers of Executive Director**

29.1 The Directors may confer on an Executive Director any powers exercisable by the Directors, subject to any terms and restrictions determined by the Directors.

29.2 The Executive Directors are authorised to sub-delegate all or any of the powers vested in them only in accordance with **clause 2.2**.

29.3 Any power conferred pursuant to this clause may be concurrent with or to the exclusion of the Directors' powers.

29.4 The Directors may at any time withdraw or vary any of the powers conferred on an Executive Director.

**30 APPOINTMENT AND REMOVAL OF DIRECTORS – Appointment to other office or employment**

The Directors may appoint a Director to any office (other than auditor) or employment under the Company for any period (but not for life) and on any terms as they think fit.

**31 APPOINTMENT AND REMOVAL OF DIRECTORS – Period of office**

A Non-Executive Director will be appointed for a normal term of office of three years duration, which may be renewed annually for up to another three consecutive years, making a maximum of six consecutive years. After no less than one year they may subsequently apply for re-appointment. The National Director serves as an Executive Director.

**32 APPOINTMENT AND REMOVAL OF DIRECTORS – Vacation of office**

32.1 The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Law* from holding office or continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (d) resigns by notice in writing to the Company;
- (e) is removed by a resolution of the Company;
- (f) is absent from two consecutive Directors' meetings without leave of absence from the Directors;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Law*;
- (h) ceases to be a Member; or
- (j) ceases to be a Member of the church Community.

32.2 Subject to clause 32.1 if a former Director is readmitted as a Member of the Church Community he or she will not be automatically reinstated as a Director of the Company.

**33 POWERS AND DUTIES OF DIRECTORS**

33.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Law* do not require to be exercised by the Company in general meeting.

33.2 Without limiting the generality of **clause 33.1**, the Directors may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company; and
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

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

**34 PROCEEDINGS OF DIRECTORS – Directors' meetings**

34.1

- (a) A Director may at anytime, and the Secretary must on the request of a Director, convene a Directors' meeting.
- (b) Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the directors.

34.3

- (a) Subject to the *Corporations Law*, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) Subject to clause 36, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

34.4 **Clause 34.3** applies to meetings of Directors' committees as if all committee members were Directors.

34.5 The Directors may meet together, adjourn and regulate their meetings as they think fit.

34.6 A quorum of Directors is 4 Directors consisting of 1 Directors who are Executive Directors and 3 Directors who are Non-Executive Directors.

**35 PROCEEDINGS OF DIRECTORS – Decision of questions**

35.1 Subject to this Constitution, questions arising at a meeting of Directors will be decided by a majority vote only if a majority can be reached by all the Directors present casting votes in favour.

35.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

#### **36 PROCEEDINGS OF DIRECTORS – Directors' interests**

36.1 Every Director who has a material personal interest in a matter that is to be considered at a Directors' meeting:  
(a) must not vote on the matter or be present while the matter is being considered at the Directors' meeting; and  
(b) will not be counted in a quorum in relation to that matter, if to do so would be contrary to the *Corporations Law*.

36.2 Each Director must disclose his or her material personal interests to the Company in accordance with the *Corporations Law* and the Secretary must record all declarations in the minutes of the relevant Directors' meeting.

36.3 Voting by a Director contrary to this **clause 36**, or failure by a Director to make disclosure under this **clause 36**, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.

36.4 A Director may join in executing in accordance with section 127 of the *Corporations Law* any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

#### **37 PROCEEDINGS OF DIRECTORS – Alternate Directors**

A Director may not appoint an alternate Director

#### **38 PROCEEDINGS OF DIRECTORS – Remaining Directors**

38.1 The Directors may act even if there are vacancies on the board.

38.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:  
(a) appoint a Director; or  
(b) convene a general meeting.

#### **39 PROCEEDINGS OF DIRECTORS – Chairperson**

39.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

39.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

39.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

#### **40 PROCEEDINGS OF DIRECTORS – Directors' committees**

40.1 The Directors may delegate any of their powers to:  
(a) a committee of Directors;  
(b) a Director;  
(c) an employee of the Company; or  
(d) any other person.

40.2 A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

40.3 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

#### **41 PROCEEDINGS OF DIRECTORS – Written resolutions**

41.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

41.2 For the purposes of clause 41.1 separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

41.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.



- 41.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 41.
- 41.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.
- 42 PROCEEDINGS OF DIRECTORS – Validity of acts of Directors**  
 If it is discovered that:
- (a) there was a defect in the appointment, or in the continuance of the appointment, of a person as a Director or member of a Directors' committee: or
  - (b) a person appointed to one of those positions was disqualified,
- all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.
- 43 PROCEEDINGS OF DIRECTORS – Minutes and registers**
- 43.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
  - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
  - (c) all resolutions passed by Directors in accordance with **clause 41**;
  - (d) all appointments of officers;
  - (e) all orders made by the Directors and Directors' committees; and
  - (f) all disclosures of interests made pursuant to **clause 36**.
- 43.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 43.3 The Company must keep all registers required by this Constitution and the *Corporations Law*.
- 44 LOCAL MANAGEMENT – Local management**
- 44.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- 44.2 Without limiting **clause 44.1** the Directors may:
- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
  - (b) delegate to any person appointed under **clause 44.2(a)** any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution, on any terms and subject to any conditions determined by the Directors.
- 44.3 The Directors may at any time revoke or vary any delegation under this **clause 44**.
- 45 LOCAL MANAGEMENT – Appointment of attorneys and agents**
- 45.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Law* appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
  - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
  - (c) for the period; and (d) subject to the conditions, determined by the Directors.
- 45.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
  - (b) any company;
  - (c) the members, directors, nominees or managers of any company or firm; or
  - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 45.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 45.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 45.5 An attorney or agent appointed under this clause 45 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.
- 46 SECRETARY**
- 46.1 If required by the *Corporations Law*, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.



- 46.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 46.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 47 SEALS – Common seal**
- 47.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
  - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
  - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.
- 48 SEALS – Duplicate Seal**
- 48.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
  - (b) must not be used except with the authority of the Directors.
- 49 INSPECTION OF RECORDS**
- 49.1 Except as otherwise required by the *Corporations Law*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 49.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.
- 50 NOTICES – Service of notices**
- 50.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
  - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 50.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
  - (b) on the day after the day on which it was posted.
- 50.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
  - (b) on the day after its despatch.
- 50.4 If a Member has no registered address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 50.5 A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Members registered address within the meaning of this clause.
- 50.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 50.7 Subject to the *Corporations Law* the signature to a written notice given by the Company may be written or printed.
- 50.8 All notices sent by post outside Australia must be sent by prepaid airmail post.
- 51 NOTICES – Persons entitled to notice**
- 51.1 Notice of every general meeting must be given to:
- (a) every Member;
  - (b) every Director; and
  - (c) any Auditor.
- 51.2 No other person is entitled to receive notice of a general meeting.
- 52 AUDIT AND ACCOUNTS**
- 52.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Law*.

- 52.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Law*.

### **53 WINDING UP**

- 53.1 If the Company is wound up:
- (a) each Member; and
  - (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
  - (c) payment of debts and liabilities of the Company (in relation to clause 53.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
  - (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.00.
- 53.2 If, on the winding up or dissolution of the company by any means and for any reason, there remains any property, after the satisfaction of all the company's debts and liabilities, the property shall not be paid to or distributed among the members of the company, but shall be given or transferred:
- (a) to one or more institutions selected by the members of the company at or before the dissolution of the company, having objects similar to the company and prohibiting, or agreeing to prohibit the distribution of its or their income and property, to an extent at least as great as that imposed on the company under clause 3; and
  - (b) if effect cannot be given to paragraph (a), to some other body, the objects of which are the promotion of charity (whether or not the body is a member of the company). Such a body must be at law either a registered, approved or licensed charity exempt from registration. Approval or the requirement to hold a license according to the provisions of the relevant State legislation.

### **54 INDEMNITY AND INSURANCE**

- 54.1 To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:
- (a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
  - (b) for costs and expenses incurred by the person as such an officer:
    - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
    - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the *Corporations Law*.
- 54.2 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability:
- (a) incurred by the person as such an officer or auditor unless the liability arises out of conduct involving:
    - (i) a wilful breach of duty in relation to the Company; or
    - (ii) without limiting subparagraph (i), a contravention of section 182 or 183 of the *Corporations Law* or
  - (b) for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.
- 54.3 In this **clause 54** 'office' means a Director, Secretary or executive officer of the Company.

### **55 STATEMENT OF BELIEFS**

The Statement of Beliefs of the company are set out in Schedule 2."

### **56 ALTERATION OF CONSTITUTION**

A resolution altering or repealing any part of this constitution must be passed by special resolution.

## SCHEDULE 1

### Grace Communion International Limited

#### GENERAL MEETING

#### PROXY FORM

The Secretary

GRACE COMMUNION INTERNATIONAL LIMITED

(Address)

I/We .....  
(please print)

Of .....  
(please print)

being a Member(s) of GRACE COMMUNION INTERNATIONAL LIMITED appoint:

Name of proxy .....

Address of proxy .....

or, in his/her absence: .....

Name of proxy .....

Address of proxy .....

or, in his/her absence, the chairperson of the meeting as my/our proxy to vote on my/our behalf at the general meeting of GRACE COMMUNION INTERNATIONAL LIMITED to be held on ..... at ..... am/pm and at any adjournment of that meeting.

#### Proxy instructions

*To instruct your proxy how to vote, insert in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.*

I/We instruct my/our proxy to vote as follows:

Resolution	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*This proxy must be signed by each appointing Member or the Member's attorney. Proxies given by companies must be executed in accordance with section 127 of the Corporations Law or signed by an authorised officer or attorney.*

Dated .....

**This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at the registered office of GRACE COMMUNION INTERNATIONAL LIMITED, (address] or by facsimile on ..... no later than ..... am/pm on ..... being not later than 48 hours before the meeting.**

#### Notes:

1. A Member who is entitled to vote at the meeting may appoint one proxy.
2. If you require an additional proxy form, the company will supply it on request.
3. A proxy need not be a Member of the company.

## SCHEDULE 2

# Statement of Beliefs

## Grace Communion International

### Introduction

Grace Communion International is a communion of members, congregations and ministries located in more than 100 countries and territories. Our mission is to live and share the gospel of Jesus Christ and to help members grow spiritually (Matthew 28:19-20).

Christians are exhorted to “grow in the grace and knowledge of our Lord and Savior Jesus Christ” (2 Peter 3:18). The Spirit of God leads the church into all truth (John 16:13). Accordingly, this Statement of Beliefs is not a closed creed. Grace Communion International constantly renews its commitment to truth and deeper understanding and seeks to respond to God's guidance in its beliefs and practices.

### Summary of Our Christian Faith

- There is one God—Father, Son, and Holy Spirit.
- God the Father made all things through the Son, sent the Son for our salvation, and gives us the Holy Spirit.
- The Son of God, Jesus Christ, our Lord and Savior, was born of the virgin Mary, fully God and fully human, and is the perfect revelation of the Father and the perfect representative of humanity. He suffered and died on the cross for all human sin, was raised bodily on the third day, and ascended to heaven. Standing in for all humanity before the Father, Jesus Christ provides the perfect human response to God. Since he died for all, all died in him, and all will be made alive in him.
- The Holy Spirit brings sinners to repentance and faith, assures believers of their forgiveness and acceptance as God's dearly loved children, and works in them to conform them to the image of Jesus Christ.
- The Bible is the inspired and infallible Word of God that testifies to Jesus Christ. The Bible is fully authoritative for all matters of faith and salvation.
- Salvation comes only by God's grace and not by works, and it is experienced through faith in Jesus Christ. Christians respond to the joy of salvation when they gather in regular fellowship and live godly lives in Jesus Christ.
- We look forward to the resurrection of the dead and the life of the age to come.

### The Triune God

God, by the testimony of Scripture, is one divine Being in three eternal, co-essential, yet distinct Persons—Father, Son, and Holy Spirit. The One God may be known only in the Three and the Three may be known only as the one true God, good, omnipotent, omniscient and omnipresent, and immutable in his covenant love for humanity. He is Creator of heaven and earth, Sustainer of the universe, and Author



of human salvation. Though transcendent, God freely and in divine love, grace and goodness involves himself with humanity directly and personally in Jesus Christ, that humanity, by the Spirit, might share in his eternal life as his children.

(Mark 12:29; Matthew 28:19; John 14:9; 1 John 4:8; Romans 5:8; Titus 2:11; Hebrews 1:2-3; 1 Peter 1:2; Galatians 3:26)

### **God the Father**

God the Father is the first Person of the triune God, of whom the Son is eternally begotten and from whom the Holy Spirit eternally proceeds through the Son. The Father, who made all things seen and unseen through the Son, sends the Son for our salvation and gives the Holy Spirit for our regeneration and adoption as children of God.

(John 1:18; Romans 15:6; Colossians 1:15-16; John 3:16; 14:26; 15:26; Romans 8:14-17; Acts 17:28)

### **The Son of God**

The Son of God is the second Person of the triune God, eternally begotten of the Father. He is the Word and the express image of the Father. The Father created all things through the Son, and the Son sustains all things by his word. He was sent by the Father to be God revealed in the flesh for our salvation, Jesus Christ. Jesus was conceived by the power of the Holy Spirit and born of the virgin Mary, fully God and fully human, two natures in one Person. He is the Son of God and Lord of all, worthy of worship, honor and reverence. As the prophesied Savior of humanity, he suffered and died for all human sin, was raised bodily from the dead, and ascended to heaven. Taking on our broken and alienated humanity, he has included the entire human race in his right relationship with the Father, so that in his regeneration of our humanity we share in his sonship, being adopted as God's own children in the power of the Spirit. As our representative and substitute, he stands in for all humanity before the Father, providing the perfect human response to God on our behalf and reconciling humanity to the Father. He will come again in glory as King of kings over all nations.

(John 1:1, 10, 14; Colossians 1:15-17; Hebrews 1:3; John 3:16; Titus 2:13; Matthew 1:20; Acts 10:36; 1 Corinthians 15:3-4; Titus 3:4-5; Hebrews 2:9; 7:25; Galatians 4:5; 2 Corinthians 5:14; Ephesians 1:9-10; Colossians 1:20; 1 Timothy 2:5; Hebrews 1:8; Revelation 19:16)

### **The Holy Spirit**

The Holy Spirit is the third Person of the triune God, eternally proceeding from the Father through the Son. He is the Comforter promised by Jesus Christ, who unites us with the Father and the Son, and transforms us into the image of Christ. The Spirit works out in us the regeneration Christ accomplished for us, and by continual renewal empowers us to share in the Son's glorious and eternal communion with the Father as his children. The Holy Spirit is the Source of inspiration and prophecy throughout the Scriptures, and the Source of unity and communion in the church. He provides spiritual gifts for the work of the gospel, and is the Christian's constant Guide into all truth.

(Matthew 28:19; John 14:16; 15:26; Acts 2:38; Matthew 28:19; John 14:17, 26; 1 Peter 1:2; Titus 3:5; 1 Corinthians 3:16; Romans 8:16; 2 Peter 1:21; 1 Corinthians 12:13; 2 Corinthians 13:14; 1 Corinthians 12:1-11; John 16:13)

## **The Kingdom of God**

The kingdom of God in the broadest sense is God's supreme sovereignty. God's reign is now manifest in the church and in the life of each believer who is submissive to his will. The kingdom of God will be fully manifest over the whole world after the return of Jesus Christ when he delivers all things to the Father.

(Luke 17:20-21; 1 Corinthians 15:24-28; Colossians 1:13; Revelation 1:6; 11:15; 21:3, 22-27; 22:1-5)

## **Humanity**

God created humanity male and female in the image and likeness of God. God blessed them, telling them to multiply and fill the earth. In love, the Lord gave humans stewardship over all the earth and its creatures. Typified by Adam who sinned, humanity lives in sin against its Creator, thus spreading suffering and death in the world. Despite human sinfulness, humanity continues in and is defined by having been created according to God's image. Thus all humans, collectively and individually, deserve love, honor, and respect. The eternally perfect image of God is the Lord Jesus Christ, who is the last Adam. God creates through Jesus Christ the one new humanity over which sin and death have no power. In Christ, humanity bears perfectly the image of God, and in union with Christ, humanity is included in the relationship Christ has with the Father.

(Genesis 1:26-28; Romans 5:12-21; Colossians 1:15; 2 Corinthians 5:17; 3:18; Romans 8:29; 1 Corinthians 15:21-22; 47-49; 1 John 3:2; Colossians 3:3-4)

## **The Holy Scriptures**

The Holy Scriptures are by God's grace sanctified to serve as his inspired Word and faithful witness to Jesus Christ and the gospel. They are the fully reliable record of God's revelation to humanity culminating in his self-revelation in the incarnate Son. As such, the Holy Scriptures are foundational to the church and infallible in all matters of faith and salvation.

(2 Timothy 3:15-17; 2 Peter 1:20-21; John 5:39; 17:17)

## **The Church**

The church, the Body of Christ, consists of all who trust in Jesus Christ. The church is commissioned to make disciples of Jesus by reaching out in love to all people, nurturing and baptizing those who believe, and teaching believers to obey all that Christ commanded. In fulfilling this mission, the church is directed by the Holy Scriptures, led by the indwelling Holy Spirit, and looks continually to Jesus Christ, its living Head.

(1 Corinthians 12:13; Romans 8:9; Matthew 28:19-20; Colossians 1:18; Ephesians 1:22)

## **The Christian**

The Christian is any person who trusts in Jesus Christ. Christians experience new birth through the regeneration of the Holy Spirit, embrace their adoption as children of God and enter a right relationship with God and fellow humans by God's grace as they are empowered and led by the Holy Spirit. The Christian's life is characterized by the fruit of the Holy Spirit.

(Romans 10:9-13; Galatians 2:20; John 3:5-7; Titus 3:5; Mark 8:34; John 1:12-13; 3:16-17; Romans 5:1; Romans 8:9, 14-15; John 13:35; Galatians 5:22-23)

## **The Gospel**

The gospel is the good news of the kingdom of God and salvation by God's grace through faith in Jesus Christ. It is the message that Christ died for our sins and has made us his own before and apart from our believing in him and has bound us to himself by his love in such a way that he will never let us go. Therefore, he calls on all humans to repent and believe in him as Lord and Savior.

(1 Corinthians 15:1-5; Colossians 2:13; 1 John 2:2; Romans 5:8, 18-21; John 3:16-17; Luke 24:46-48; Colossians 1:19-23; Acts 8:12; Matthew 28:19-20)

## **Christian Conduct**

Christian conduct is characterized by trust in and loving allegiance to Jesus Christ, who loved us and gave himself for us. Trust in Jesus Christ is expressed by belief in the gospel and by participation in Jesus Christ's works of love. Through the Holy Spirit, Christ transforms the hearts of believers, producing in them love, joy, peace, faithfulness, meekness, kindness, goodness, gentleness, self-control, righteousness, and truth.

(1 John 3:16, 23-24; 4:20-21; 2 Corinthians 5:15; Ephesians 2:10; Galatians 5:6, 22-23; Ephesians 5:9)

## **God's Grace**

God's grace is free and unmerited and is expressed in everything he does. By grace, the Father redeemed humanity and the entire cosmos from sin and death through Jesus Christ, and by grace, the Holy Spirit empowers humans to know and love the Father and Jesus Christ and thereby experience the joy of eternal salvation in the kingdom of God.

(Ephesians 2:8-9; 1 John 2:1-2; Colossians 1:20; Romans 11:32; 8:19-21; 3:24; 5:2, 15-17, 21; John 1:12; Titus 3:7)

## **Sin**

Sin is the state of alienation from God of all humanity and consists of anything that is contrary to God's will, including acts of wrongdoing, neglect to do good and unbelief in the God of grace and love as made known in Jesus Christ. The Bible associates sin with the devil, whose work Jesus came to destroy. Sin results in damaged relationships, suffering and death. Because all humans are sinners, all humans need the good news that God loves them unconditionally and has forgiven their sins and reconciled them to himself through Jesus Christ.

(1 John 3:4; James 4:17; Romans 14:23; Romans 5:12, 17-19; 7:24-25; Mark 7:21-23; 1 John 3:8; Ephesians 2:2; Galatians 5:19-21; Romans 6:23; 3:23-24; Ephesians 2:12-13)

## **Faith in God**

Faith in God is a gift of God, rooted in Jesus Christ and enlightened by the witness of the Holy Spirit in the Scriptures. Through faith, God prepares and enables our minds to participate in Jesus Christ's communion with the Father by the Spirit. Jesus Christ is the Author and Perfecter of our faith.

(Ephesians 2:8; Romans 12:3; Romans 10:17; Hebrews 11:1; Romans 5:1-2; 1:17; 3:21-28; 11:6; Ephesians 3:12; 1 Corinthians 2:5; Hebrews 12:2)



## **Salvation**

Salvation is the restoration of human fellowship with God and the deliverance of the entire creation from the bondage of sin and death. Salvation is given by the grace of God and experienced through faith in Jesus Christ, not earned by personal merit or good works. God calls on every person to enter that divine fellowship, which has been secured for humanity in Jesus Christ and is embodied by him as the beloved of the Father at the Father's right hand.

(Romans 8:21-23; 6:18, 22-23; 1 Corinthians 1:9; 1 Timothy 2:3-6; Matthew 3:17; Colossians 3:1; Ephesians 2:4-10)

## **Repentance**

Repentance toward God is a change of mind and attitude in response to the grace of God prompted by the Holy Spirit and grounded in the Word of God. It includes awareness of personal sinfulness and trust in and allegiance to Jesus Christ through whom all humanity has been reconciled to God and accompanies a new life sanctified by the Holy Spirit through faith in Jesus Christ.

(Acts 2:38; 2 Corinthians 5:18-19; Romans 2:4; 10:17; Colossians 1:19-20; Romans 12:2)

## **Baptism**

The sacrament of baptism proclaims that we are saved by Christ alone and not through our own repentance and faith. It is a participation in the death and resurrection of Jesus Christ, in which our old selves have been crucified and renounced in Christ and we have been freed from the shackles of the past and given new being through his resurrection. Baptism proclaims the good news that Christ has made us his own, and that it is only in him that our new life of faith and obedience emerges. Grace Communion International baptizes by immersion.

(Romans 6:3-6; Galatians 3:26; Colossians 2:12; Acts 2:38)

## **The Lord's Supper**

In the sacrament of the Lord's Supper, we partake of bread and wine in remembrance of our Savior, proclaiming his death until he comes. The Lord's Supper is a participation in the death and resurrection of our Lord. Just as the bread and wine become part of our physical bodies, so we are made by grace to partake spiritually of Jesus Christ in his body and blood. Thus the Lord's Supper declares to believers that in every aspect of our Christian life we rely not on any obedience or righteousness of our own, but solely upon the grace of God incarnate in Jesus Christ.

(1 Corinthians 11:23-26; 10:16; Matthew 26:26-28; 1 Corinthians 1:9; 2 Timothy 1:9)

## **The Second Coming**

Jesus Christ, as he promised, will come again to judge and reign over all nations in the kingdom of God. His second coming will be visible, and in power and glory and will bring the final end to evil. This event inaugurates the resurrection of the dead and the reward of the saints.

(John 14:3; Revelation 1:7; Matthew 24:30; 1 Thessalonians 4:15-17; Revelation 12:10-12; Revelation 22:12)



## **The Judgment**

God judges all humans through Jesus Christ as those who belong to God through him. Therefore, all humans are, in spite of themselves, loved, forgiven, and included in Jesus Christ, who is their Lord and Savior. God's love will never cease or diminish even for those who, denying the reality of who they are in him, refuse his love and consign themselves to hell; they will not enjoy the fruit of his salvation but rather will experience his love as wrath. God disciplines those he loves so that they will return to him and live; he stands at the door and knocks, urging them to open the door to his everlasting love. God's judgment in Christ means the ultimate end of evil and the renewal of the earth and all creation.

(Acts 24:15; John 5:28-29; John 3:17; Romans 5:6; Colossians 1:20; 1 Timothy 2:3-6; 2 Peter 3:9; Romans 5:15-18; Acts 10:43; John 12:32; 1 Corinthians 15:22-28; Hebrews 12:6; Ephesians 1:10; Revelation 3:19-20)

## **Historical Documents of the Christian Church**

A creed is a brief statement of faith used to enumerate important truths, to clarify doctrinal points, and to distinguish truth from error. Creeds are usually worded to be easily memorized. The word creed comes from the Latin word *credo*, meaning, "I believe." The Bible contains a number of creed-like passages. For example, Jews used the *Shema*, based on Deuteronomy 6:4-9, as a creed. Paul wrote simple creed-like statements in 1 Corinthians 8:6; 12:3; and 15:3-4. 1 Timothy 3:16 also appears as a creed, a concise statement of belief.

As the early church spread, there was a practical need for a statement of faith to help believers focus on the most important doctrines of their Christian faith. The Apostles' Creed is appropriately named not because the original apostles wrote it, but because it accurately reflects the teaching of the apostles. Church fathers Tertullian, Augustine, and other leaders had slightly different versions of the Apostles' Creed, but the text of Pirminius in A.D. 750 was eventually accepted as the standard form.

As the church grew, heresies also grew, and the early Christians needed to clarify the defining boundaries of the faith. In the early 300s, before the canon of the New Testament had been finalized, controversy developed over the divinity of Jesus Christ. At the request of Emperor Constantine, Christian bishops from across the Roman Empire met at the town of Nicea in 325 to discuss the matter. They wrote their consensus in the form of a creed, called the Creed of Nicea. In 381, another major council was held at Constantinople at which the Creed of Nicea was slightly revised to include a few more doctrines. The resulting Creed is called the Niceno-Constantinopolitan Creed, or more commonly, the Nicene Creed.

In the next century, church leaders met in the city of Chalcedon to discuss, among other things, questions about the divine and human natures of Jesus Christ. The result was a Definition of Faith they believed to be true to the gospel, true to apostolic teaching, and true to the Scriptures. This statement is called the Definition of Chalcedon or the Faith of Chalcedon.

Regrettably, creeds can become formal, complex, abstract, and sometimes equated with Scripture. When properly used, however, they facilitate a concise basis for teaching, safeguard correct biblical doctrine, and create a focus for church fellowship. These three creeds are widely accepted among Christians as consistent with the Bible and as statements of true Christian orthodoxy, or right teaching.

### **The Nicene Creed (A.D. 381)\***

We believe in one God, the Father, the Almighty, maker of heaven and earth, and of all that is, seen and unseen.

We believe in one Lord Jesus Christ, the only-begotten Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten not made, of one Being with the Father. Through him all things were made. For us and for our salvation, he came down from heaven: by the power of the Holy Spirit he became incarnate from the Virgin Mary, and was made man. For our sake he was crucified under Pontius Pilate; he suffered death and was buried. On the third day he rose again in accordance with the Scriptures; he ascended into heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and his kingdom will have no end.

We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father. With the Father and the Son he is worshipped and glorified. He has spoken through the prophets.

We believe in one holy, all-embracing and apostolic Church.

We acknowledge one baptism for the forgiveness of sins.

We look forward to the resurrection of the dead, and the life of the world to come. Amen.

### **The Apostles' Creed (c. A.D. 700)\*\***

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

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

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

### **The Definition of the Union of the Divine and Human Natures in the Person of Christ (Council of Chalcedon, A.D. 451)\***

Therefore, following the holy fathers, we all with one accord teach people to acknowledge one and the same Son, our Lord Jesus Christ, at once complete in Godhead and complete in humanness, truly God and truly human, consisting also of a reasonable soul and body; of one substance (homoousios) with the Father as regards his Godhead, and at the same time of one substance with us as regards his humanity; like us in all respects, apart from sin; as regards his Godhead, begotten of the Father before the ages, but yet as regards his humanity begotten, for us men and for our salvation, of Mary the Virgin, the God-bearer (Theotokos); one and the same Christ, Son, Lord, Only-begotten, recognized in two natures, without confusion, without change, without division, without separation; the distinction of natures being in no way annulled by the union, but rather the characteristics of each nature being preserved and coming together to form one person and subsistence, not as parted or separated into two persons, but one and the same Son and Only-begotten God the Word, Lord Jesus Christ; even as the prophets from earliest times spoke of him, and our Lord Jesus Christ himself taught us, and the creed of the Fathers has handed down to us.

*\*Translation from The Book of Common Prayer, 1979)*

*\*\*Translation based on I Believe by Alister McGrath, Downer's Grove, IL.: InterVarsity Press, 1997)*

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