**CONSTITUTION**

**of**

**Australian Lutheran World Service**

**Australian Business Number (ABN) 36 660 551 871**

**Other Unincorporated Entity**

**An Agency of the Lutheran Church of Australia Inc**

**(ABN 36 763 133 867)**

**1. NAME**

 The name of the organisation is Australian Lutheran World Service (ALWS).

**2. RELATIONSHIP TO THE CHURCH**

 ALWS is an agency of the Lutheran Church of Australia Inc (the Church) and shall fulfil its responsibilities in keeping with the Constitution and the policies of the Church.

**3. PURPOSE**

 ALWS shall serve as the overseas humanitarian aid and development agency of the Church, translating the spirit of Christian love and faith of the Church into effective services with and for those most in need.

**4. OBJECTS**

 The objects of ALWS are to:

 4.1 provide life-sustaining care to those who suffer most from poverty and injustice in developing countries, empowering them to create more just and sustainable

 communities, through emergency relief and long-term development programs;

 4.2 welcome and bring love to life for those fleeing from or affected by disaster, poverty and oppression, building strength and resilience for the future, through partnerships with organisations sharing the same purpose;

 4.3 inspire the Lutheran family of Australia and New Zealand, and the wider community generally, to take action to help people hurt by poverty and injustice around the world, and to equip them to do it effectively;

 4.4 work alongside local churches and partner organisations in the developing world to strengthen capacities to transform lives and the unjust structures that perpetuate poverty;

 4.5 build alliances with organisations around the world, jointly mobilising resources to address poverty and crisis, and seek lasting solutions to injustice.

**5. POWERS AND AUTHORITY**

 5.1 The Board of ALWS has all the lawful capacities and powers, to do all such things as are incidental or conducive to the attainment of the objects of the organisation.

 5.2 The Church shall have the power to assume and exercise full control of all funds and assets of ALWS, provided that:

 5.2.1 a resolution to this effect shall have been adopted by the General Synod of the Church at any time of its regular or special conventions; and

 5.2.2 such control shall be exercised subject to the purposes and conditions under which such funds or assets were acquired.

 5.3 The management of the affairs of ALWS shall be vested in a Board which is appointed by the General Church Board (GCB) of the Church.

 5.4 The policies of the Church shall guide the work of ALWS in regard to:

 5.4.1 governance responsibilities, including compliance with the policies of the Church on Conflict of Interest and Review Processes; and

 5.4.2 functioning and decision-making.

**6. INCOME AND PROPERTY**

 6.1 The income and property of the organisation, including those held in trust for the organisation, will be applied towards the sole promotion of the objects of ALWS as set-out in Clause 4.

 6.2 No income or property of ALWS will be paid or transferred directly or indirectly to any individual except as genuine compensation for services rendered or expenses incurred on behalf of the organisation in its ordinary course of business.

**7. BOARD MEMBERSHIP**

 7.1 The Board shall consist of not less than five [5] nor more than seven [7] members.

 7.2 The Board shall consist of people with a passion for overseas aid and development and the relevant skills, qualifications and experience to govern ALWS from a cross-section of the districts of the Church.

 7.3 The membership of the Board shall consist of the following appointed by the GCB:

 7.3.1 a chairperson who shall be a voting member of a congregation of the Church;

 7.3.2 one pastor on the Roll of Pastors of the Church;

 7.3.3 at least one member with knowledge and experience in the aid and development sector; and

 7.3.4 two [2] to four [4] members reflecting a diverse range of backgrounds and competencies to enable the objects to be fulfilled.

 7.4 The Executive Officer (EO) shall attend all board meetings as a consultant .

 7.5 All members of the Board must uphold the teachings and values of the Church, with a majority of members being Lutheran and the balance shall be practising members of another recognised denomination of the Christian faith.

 7.6 Tenure of Board members shall be a minimum of one [1] term of three [3] years and a maximum of three [3] terms with the possibility of an extension to a fourth term in exceptional circumstances.

 7.7 The Board, in consultation with the EO, may invite others to attend meetings.

 7.8 The Board has the power to form sub-committees if necessary.

 7.9 The Board may appoint a Board Advisory Group to provide advice and recommendations on areas of expertise.

**8. MEETING ARRANGEMENTS AND REPORTING**

 8.1 Meetings shall be convened by the Chairperson.

 8.2 The Board shall meet at least twice per year face-to-face. Additional meetings are at the discretion of the Board and may be convened face-to-face, by electronic means, or by other means of communication.

 8.3 A majority of members of the Board shall constitute quorum at any meeting.

 8.4 Email correspondence may be used for the distribution of minutes, advisory information or approval of documentation.

 8.5 The minutes of the Board meetings shall be submitted to the GCB.

**9. RESPONSIBILITIES**

 The Board shall

 9.1 appoint an Executive Officer (EO), in consultation with the GCB, who shall be responsible to the Board for overall conduct of the organisation, its staff and management of funds under its control;

 9.2 provide good governance and oversight of the fiduciary aspects of ALWS, including compliance with funding and regulatory bodies, and ensuring continuity of accreditation;

 9.3 approve all policies relating to governance, internal compliance and control, codes of conduct and legal compliance as mandated by the Australian Government;

 9.4 ensure overall readiness for accreditation by the Australian Government;

 9.5 set the strategic direction of the organisation in alignment with that of the Church and approve appropriate strategic and operational plans;

 9.6 receive, review and approve periodic reports from the EO, including audited financial statements, financial reports, strategic and operational performance reports, and risk analysis reports;

 9.7 nominate an independent auditor for approval by the Church for a three-year term;

 9.8 maintain strong relationships with the Church and its entities, particularly with church congregations and Lutheran schools; and

 9.9 conduct inductions for new members and periodic reviews of board performance, to provide a pathway to optimal governance effectiveness.

**10. FINANCIAL YEAR**

 The financial year shall be 1 January to 31 December.

**11. CONTRACTS**

 The GCB delegates to the Board the authority to enter into contracts on behalf of the Church in the pursuit of its objects.

**12. RECORD KEEPING**

 The Board shall

 12.1 maintain financial records of ALWS that

 12.1.1 correctly record and explain the transactions, financial position and performance; and

 12.1.2 enable true and fair financial statements to be prepared and audited;

 12.2 keep written records that correctly represent its operations and enable them to be produces when required by law;

 12.3 retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply; and

 12.4 take reasonable steps to ensure that the records are kept safe.

**13. WINDING UP**

 13.1 In the event of ALWS being wound up or it ceasing to be endorsed as a Deductible Gift Recipient, any surplus assets remaining after the payment of liabilities of the organisation shall be transferred to another approved not-for-profit organisation that is an eligible organisation for the purposes of operating as an Overseas Aid Fund under Item 9.1.1 of the table set out in *Section 30-80(1)* of the Income Tax Assessment Act 1997.

 13.2 In making distributions upon winding up, the Board must satisfy any obligations to the fullest extent possible that apply to assets over which a trust exists.

**Adopted by:** Australian Lutheran World Service Board at meeting on ………./………./2019

**Signed:** ……………………………………………………………………………… (Chairperson)

 …………………………………………………………………………….. (Print Name)

**Adopted by:** Lutheran Church of Australian Inc. at meeting on …………/………../2019

**Signed:** ……………………………………………………………………………. (Bishop/Chairperson)

 …………………………………………………………………………… (Print Name)

**Signed:** ………………………………………………………………………….. (Secretary of the Church)

 ………………………………………………………………………….. (Print Name)