

No. 7 of 2020.

*United Church in Papua New Guinea Incorporation Act 2020.*

Certified on : 09 JUN 2020



No.                      of 2020.

*United Church in Papua New Guinea Incorporation Act 2020.*

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No.                      of 2020.

AN ACT

entitled

*United Church in Papua New Guinea Incorporation Act 2020,*

Being an Act to -

- (a) incorporate the United Church in Papua New Guinea; and
- (b) repeal the *United Church in Papua New Guinea and Solomon Islands Incorporation Act* (Chapter 1035) and for related purposes,

MADE by the National Parliament.

**PART I. - PRELIMINARY.**

**1. INTERPRETATION.**

In this Act, unless the contrary intention appears -

- “Appeals Panel” means the Appeals Panel of the Church established under Section 26;
- “Bishop” means a Clergy elected by a Regional Synod and inducted to the Office of Bishop of a Region of the Church;
- “church instrumentality” means an instrumentality established by Section 4;
- “church policies” means the policies, decisions, resolutions, programs, etc., as approved by the General Assembly, for the work, witness and the Ministry of the Church or the church instrumentalities within Papua New Guinea and beyond;
- “church property” means a property vested in the Church, under the Deed of Union dated 19 January 1968 and includes all other property acquired or will be acquired by the church or received or will be received by a parole, will, deed or other document or instrument prior to and since 19 January 1968;
- “Constitution” means the Constitution of the United Church in Papua New Guinea, which was initially part of the Deed of Union dated 19 January 1968, as amended, from time to time, by the General Assembly;
- “Judge” means a person who has been duly appointed as a Judge of the National and Supreme Courts in Papua New Guinea and includes a retired Judge;
- “property” includes an estate, a right, a title and interest, legal or equitable, in or to any property;
- “senior lawyer” means a person admitted to practise as a lawyer under the *Lawyers Act 1986*, for more than 10 years;
- “the ARDC” means the Assembly Review and Drafting Committee established by the General Assembly;
- “the Assembly Secretary” means a person appointed to the Office of Assembly Secretary of the Church, and whose terms of appointment, roles, functions and powers and term of Office, etc., are set out in the Constitution;
- “the Board” means the United Church Property Board established by Section 10;
- “the Church” means the United Church in Papua New Guinea;

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- “the Corporation” means the Corporation constituted by Section 3 of this Act and has the same meaning as “the Church”;
- “the Council” means the Council of the United Church College of Higher Education and includes the Interim Council of the United Church College of Higher Education;
- “the General Assembly” means the Assembly established by the Constitution and includes the Assembly Administrative Committee, the latter, being the body, duly established by the General Assembly, having equal powers of the General Assembly and meets from time to time in between the scheduled meetings of the General Assembly;
- “the Moderator” means a person elected by the General Assembly;
- “UCCOHE” means the United Church College of Higher Education established by the General Assembly under this Act;
- “United Churches” means the United Church in Papua New Guinea and the Solomon Islands constituted by the Deed of Union dated 19 January 1968, and entered into by duly appointed representatives of the Methodist Church of Australasia, the Methodist Church of New Zealand, the Papua Ekalesia and the United Church of North Australia, and governed according to its Basis of Union, Constitution and Rules and Regulations.

### **PART II. - STATEMENT OF FAITH OF THE CHURCH.**

#### **2. STATEMENT OF FAITH.**

The statement of faith of the United Church in Papua New Guinea is set out in the Constitution of the Church.

### **PART III. - INCORPORATION OF THE UNITED CHURCH IN PAPUA NEW GUINEA.**

#### **3. INCORPORATION OF THE CHURCH.**

- (1) The Church is a Corporation by the name of “The United Church in Papua New Guinea”.
- (2) The Corporation -
  - (a) has perpetual succession; and
  - (b) shall have a common seal; and
  - (c) has power to do all things as are incidental or conducive to the purposes, ministry, witness and work of the Church, including those set out in this Act and the Constitution; and
  - (d) may sue and be sued in its corporate name.

#### **4. CHURCH INSTRUMENTALITIES.**

- (1) The church instrumentalities are established.
- (2) The church instrumentalities are as follows:
  - (a) region, circuit, congregation, committee, desk, department, unit and institution of the Church in Papua New Guinea and includes -
    - (i) a society or auxiliary of the Church; and
    - (ii) a school, college, university, hospital or other religious, charitable, educational, social, commercial or professional institution, organisation, enterprise, undertaking or other activity conducted or controlled by the Church or by any region, circuit, congregation, committee, desk, department, unit or institution of the Church; and
  - (b) trust, foundation, commercial entity, incorporated under the laws of the State and controlled or administered by the Church or by a region, circuit, congregation, committee, desk, department, unit or institution of the Church.

**5. OBJECTIVES OF THE CHURCH.**

The objectives of the Church are set out in the Constitution and include the following:

- (a) to glorify God through the unique strategy of disciple-making (teaching, preaching, counseling, baptising, loving one another in the body of Christ), worshipping God and reaching out to the needy and broken people; and
- (b) to establish, empower and support or to aid in the establishment, empowerment and support of the church instrumentality; and
- (c) to respond to the spiritual needs of its members and the general public through the church instrumentality; and
- (d) to create an environment within the church instrumentality that is conducive for all people to find peace and comfort and to seek refuge in the Lord Jesus Christ; and
- (e) to promote and support or to aid in the promotion and supporting of the mission and the ministry of the Lord Jesus Christ through the church instrumentality in Papua New Guinea and in another country; and
- (f) to foster and support or to aid in the fostering and supporting of the partnership with the State at all levels in any manner or practice in nation building; and
- (g) to incorporate legal entities, wholly owned by the Church or the church instrumentality under the laws of the State to advance the church objectives; and
- (h) to provide for financial accountabilities in the Constitution to be enforceable in the Church or the church instrumentality; and
- (i) to apply the tithes, offerings, donations, contributions, profits (if any) or other income in promoting its objectives; and
- (j) to prohibit the payment of any dividend or any payment in the nature of dividend to the individual members of the Church or church instrumentality in Papua New Guinea and abroad; and
- (k) to establish an Appeals Panel to hear all complaints or disputes made against the Church or matters of disciplinary nature arising within the Church or the church instrumentality.

**6. FUNCTIONS OF THE CHURCH.**

(1) The functions of the Church are set out in the Constitution and includes the following:

- (a) to implement the church policies and the policies notified to the church instrumentality in accordance with Section 9; and
- (b) to allow the church instrumentalities to make policies, decisions, programs to be implemented within the church's instrumentalities' jurisdiction; and
- (c) to establish performance standards for the Church and the church instrumentalities and monitoring compliance with the standards; and
- (d) to provide Christian education in an education institution in Papua New Guinea; and
- (e) to provide the name of a suitable candidate to be a member of a governing body for the education institution for which the Church is an education agency in accordance with the *Education Act 1998*; and
- (f) to suspend a person engaged by the Church or the church instrumentalities whose action is contrary and unacceptable to the church policies; and
- (g) to establish or abolish church instrumentalities; and
- (h) to endorse a procedure for disciplinary actions, creation and abolition of offices, promotion of officers and other related matters; and
- (i) developing and endorsing a scheme providing, or a superannuation, or other retirement benefit scheme for the Clergy and other employees of the Church; and
- (j) performing such other functions consistent with the objectives of the Church as the Church considers appropriate.

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(2) The Church shall have regard to the best performance indicators available to the Church for the development of the Church in Papua New Guinea when developing standards under Subsection (1)(c).

**7. POWERS OF THE CHURCH.**

(1) The powers of the Church are set out in the Constitution to do all things necessary or convenient to be done for, or in connection with, the performance of its functions including the following powers:

- (a) to promote, develop and strengthen the work of the Church throughout Papua New Guinea in accordance with the statement of faith and the objectives; and
- (b) to approve the appointments of Clergy, other church workers, trustees or attorneys for the purposes of the Church; and
- (c) to establish functional committees and to determine the functions for each Committee; and
- (d) to appoint a Convenor or Chairperson of each functional committee; and
- (e) to approve the policies, rules and regulations and standing orders of the Church or church guidelines; and
- (f) to accept donations; and
- (g) to raise money on its own or raise money with other organisations; and
- (h) to negotiate and accept a loan of any subscription; and
- (i) to invest the capital of the Church and to deal with investments of any description; and
- (j) to enter into contracts of any description; and
- (k) to secure repayment of money raised or borrowed or the payment of a debt or liability of the Church, by giving mortgages, charges or securities upon or over all or any other real or personal property of the Church; and
- (l) to publish, purchase or sell christian books or materials which do not contradict the statement of faith and the objectives of the Church; and
- (m) to establish media outlets for the purposes of promoting the life and the ministry of the Lord Jesus Christ in Papua New Guinea; and
- (n) to discipline, suspend or terminate the services of staff whose actions are contrary and unacceptable to the Church.

(2) Subject to Section 10, the Board has the following powers in relation to a church property:

- (a) to purchase, lease or to be a party to a lease, hire or gain by gift, exchange or otherwise, a property; and
- (b) to apply for land or any estate, interest, right or privilege in land belonging to the State and on any conditions; and
- (c) to act in relation to -
  - (i) any compulsory acquisition or dedication of property and to make claims for compensation in respect of the acquisition or dedication; and
  - (ii) to agree and settle such claims for such consideration and subject to such terms and conditions, as seem desirable to the Church; and
- (d) to enter into an arrangement with the government or an authority, (municipal, local or otherwise) that is beneficial to the trusts on which a property is held; and
- (e) to apply for, secure, acquire by grant, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy, any charter, licence, power, authority, franchise, concession, right or privilege that any government or authority or any corporation or other public body is empowered to grant, and to pay for, aid in and contribute towards carrying it into effect, and to appropriate any of the Corporation's assets to finance the necessary costs, charges and expenses; and

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- (f) to apply for, promote and obtain any statute, order, regulation or other authorisation or enactment that directly or indirectly benefits the Church, and to oppose any Bills, proceedings or applications that is intended directly or indirectly to prejudice the work and purposes of the Church; and
- (g) to establish and support or to aid in the establishment and supporting of any church instrumentality; and
- (h) to establish and support or to assist in the establishment and supporting of, associations, institutions, funds, trusts and services intended to benefit employees or previous employees, or the dependents or connections of any such persons, to grant pensions and allowances, and to make payments towards insurance; and
- (i) to secure the payment of money in a manner that the Corporation thinks proper for the repayment of a debt or a liability or to enter into a contract, a guarantee or other engagement by the Corporation and to purchase, redeem and pay off any such securities; and
- (j) to take or hold mortgages, to take liens and charges to secure payment of the purchase price or any part of the purchase price of any church property sold by the Corporation, or any money due to the Corporation; and
- (k) to enter into partnership or into an arrangement for sharing of income, union of interest, co-operation, joint venture or reciprocal concession, or otherwise, with any person carrying on or engaged in or about to carry on or engage in, any business or transaction that is capable of being conducted so as directly or indirectly to benefit and further the purposes and work of the Church; and
- (l) to carry on any business that seems to the Board capable of being conveniently carried on by the Church and calculated directly or indirectly to benefit and further the purposes and work of the Church; and
- (m) to make known and advertise the purposes and work of the Church and any business carried on by the Church as seem expedient; and
- (n) in relation to any church property vested in it -
  - (i) to improve, manage, develop, turn to account or otherwise deal with and dispose of all or any of the property; and
  - (ii) to sell a thing, property or any part of it, together or in parcels, by public auction or private contract, for cash or on credit, or on such terms and subject to such conditions as the Board thinks advisable; and
  - (iii) to exchange the property or any part of it for other property; and
  - (iv) to transfer and assure the property when sold or exchanged or otherwise dealt with or disposed of to the purchaser or to the person taking it, freed and discharged from any trusts affecting it in the hands of the Corporation; and
  - (v) to demise, let, hire or loan the property or any part of it for such periods, at such rents and on such terms and conditions as the Board thinks fit; and
  - (vi) to mortgage the property or any part of it, or otherwise give security over it, and for the purpose of any such mortgage or security to assure the property to the mortgagee and its assigns freed and discharged from any trusts affecting it in the hands of the Corporation; and
  - (vii) to accept surrenders of leases on such terms and subject to such conditions as the Board thinks fit; and
  - (viii) to lend or advance money to any person, and to secure in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person, and otherwise to assist any person; and



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- (ix) to invest and deal with the money of the Corporation not immediately required in such manner as the Board thinks fit and including, in addition to any powers of investment conferred on trustees by law, taking or otherwise acquiring and holding shares, stocks, debentures, debenture stock, notes or other securities of any company or incorporated body or association and units of any fixed or flexible trust, and depositing money with any such company, incorporated body or association; and
- (o) to draw, make, accept, endorse, sign, discount, execute and issue cheques, drafts, promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments; and
- (p) to appoint by instrument under the common seal of the Corporation, any person as the attorney of the Corporation, generally or in respect of specified matters, and to act in any place, and all deeds signed by the attorney on behalf of the Corporation and under his seal are binding on the Corporation and have the same effect as if they were under the seal of the Corporation; and
- (q) to do all or any of the things referred to in the preceding provisions of this section -
  - (i) in any part of the world; and
  - (ii) as principal, agent, trustee or otherwise; and
  - (iii) by or through trustees or agents or otherwise; and
  - (iv) alone or in conjunction with others; and
- (r) to legally register the Church at such places outside the country as the Board thinks fit; and
- (s) for all or any of the purposes referred to in this section to sign, seal and execute all such transfers, contracts and other deeds, documents and instruments as are necessary; and
- (t) to deal in all respects with real and personal property and to exchange any instrument to give effect to any such dealing; and
- (u) to purchase or take on lease or in exchange, hire or otherwise acquire or dispose of, receive or take possession of any real or personal property; and
- (v) to acquire, hold, manage and control, and may grant, transfer, mortgage, demise, sell, surrender, dispose of, create trusts or create or reserve easements in or over or otherwise deal with property of any kind.

(3) This section is not limited by any other provision of this Act that confers a power on the Church.

### **8. GENERAL OBLIGATIONS OF THE BOARD, GENERAL ASSEMBLY, ETC.**

The Board and Church instrumentality shall perform its functions and powers in a manner consistent with -

- (a) the approved policies of the Church and the obligations of the Church under any convention, notified by the Moderator under Section 9; and
- (b) in the absence of a notification under Paragraph (a), the functions and the powers of the Board, General Assembly or church instrumentality under this Act or the Constitution, shall be performed or exercised, respectively, by the Board, General Assembly or church instrumentality.

### **9. MODERATOR NOTIFICATION OF CHURCH POLICIES, ETC.**

(1) The Moderator shall notify the Board or church instrumentality, in writing, of the church policies, decisions or obligations of the Church under any convention.

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(2) The Board or the church instrumentality shall ensure that any policy, decision, or obligation notified in accordance with Subsection (1) is carried out.

(3) Notwithstanding this section and any other provisions of this Act or the Constitution, the Moderator shall not notify the Board or the church instrumentality of any policy, decision or obligation that is inconsistent with -

- (a) the resolutions of the General Assembly or the existing policies of the Church; or
- (b) the obligations of the Church under any convention.

**PART IV. - UNITED CHURCH PROPERTY BOARD.**

**10. UNITED CHURCH PROPERTY BOARD.**

(1) The Church property shall be managed and administered for and on behalf of the Church by a board known as the "United Church Property Board".

(2) The Board shall exercise all the functions and powers of the Church consistent with the policies approved by the General Assembly of the Church.

**11. CONSTITUTION OF THE BOARD.**

(1) The Board shall consist of -

- (a) the Moderator, as the Chairperson of the Board, *ex officio*; and
- (b) the Assembly Secretary, as the Secretary of the Board, *ex officio*; and
- (c) four Bishops; and
- (d) four other persons, of whom there shall be a lawyer and an accountant,

appointed by the General Assembly, at the recommendation of the Moderator, as members.

(2) If, by a General Assembly, the same person is appointed to occupy both of the offices referred to in Subsections (1)(a) and (b), or if at any time no person is appointed to either of such offices, the number of persons appointed under Subsection (1)(c) shall be increased by one or two, as the case requires.

(3) Subject to Section 12, the terms of appointment of the members of the Board referred to in Subsection (1)(a)(b) and (c) shall expire when the member's term of office in the Church as Moderator, Assembly Secretary or a Bishop respectively, expires.

(4) The term of appointment of the members of the Board, referred to in Subsection (1)(d) shall, subject to Section 12, be three years from the date of appointment and the member is eligible for reappointment.

**12. CASUAL VACANCIES.**

(1) The office of a member of the Board shall be vacant if the member -

- (a) dies; or
- (b) resigns his membership by notice in writing to the Chairperson; or
- (c) becomes bankrupt or makes an arrangement or composition with his creditors generally; or
- (d) is of unsound mind or his estate is liable to be dealt with in any way under the *Public Health Act* (Chapter 226); or
- (e) is convicted of an offence under the laws of the State; or
- (f) is removed from membership of the Board by resolution of the General Assembly.

(2) The Chairperson may resign by notice in writing to the General Assembly.

**13. APPOINTMENTS TO VACANCIES.**

(1) The continuing or surviving members of the Board may act, notwithstanding any vacancy or vacancies in their number.

(2) The continuing or surviving members may fill a casual vacancy in the membership of the Board but need not do so unless the number of continuing members is less than five.

(3) A person appointed under Subsection (2) holds office until such time the General Assembly makes a new appointment.

**14. PROCEDURES AND MEETINGS OF THE BOARD.**

(1) The Board may regulate its proceedings as it thinks proper, and may appoint a Deputy Chairperson from among their number and appoint such persons and establish such functional committees as it thinks necessary for the proper administration of the affairs relating to Church property.

(2) At a meeting of the Board, five members is a quorum.

(3) A question arising at a meeting of the Board shall be decided by a majority of the votes of the members of the Board present and voting, and in the event of an equality of votes the Chairperson has a casting, as well as a deliberative vote.

**PART V. - VESTING OF CHURCH PROPERTY.**

**15. DEVISES, GIFTS, ETC., TO THE CHURCH.**

(1) Where, by a parole, will, deed or other document or instrument, any property to be held in trust for the benefit of -

(a) the Church; or

(b) a church instrumentality; or

(c) the religious, social, educational or charitable work of the Church,

the parole, will, deed or other document or instrument takes effect as if the Corporation is named in it as the beneficiary, as the case requires.

(2) Where a property is receivable or recoverable by or payable to -

(a) a church instrumentality; or

(b) an officer or official of the Church for the benefit of the Church,

the property is receivable or recoverable by the Corporation or is payable to the Corporation.

(3) Where any property is vested in -

(a) a church instrumentality; or

(b) a person for or on behalf of, or in trust for the Church,

otherwise than in a manner set out in Subsection (1) or (2), the property vests in the Corporation.

(4) Notwithstanding anything in any parole, will, deed, document or instrument, where any property passes to or vests in the Corporation by virtue of Subsection (1), (2) or (3), an acknowledgment or receipt of the Corporation -

(a) executed under its seal; or

(b) in writing signed by -

(i) two members, including the Chairperson; or

(ii) a person duly authorised -

(A) in writing by two members, including the Chairperson, of the Board; or

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(B) by a power of attorney, to receive the property, is a sufficient discharge to the person liable to pay, deliver, grant, release, convey, transfer, assign or otherwise dispose of the property.

- (5) Where property is -
- (a) vested in the Corporation; or
  - (b) received or is recovered by the Corporation; or
  - (c) paid to the Corporation under Subsection (1), (2) or (3), the property shall be held and dealt with by the Corporation and subject to the trusts declared and conditions made concerning it in any relevant will, deed or other document or instrument or at the time of receipt, recovery, payment or vesting, so far as they are valid and capable of taking effect and are not varied under this Act.

**16. HOLDING OF CHURCH PROPERTY.**

(1) Subject to Section 15, the Corporation shall hold all church property in trust to use and appropriate it for the purposes of the Church, including the religious, charitable, educational, social and commercial purposes and activities of any church instrumentality.

(2) Where the duly incorporated business arms of the Church use the church property for commercial purposes, the profits (if any) generated by such business arms shall be used for the purposes of the Church, in accordance with the policies of the Church, and in the absence of such policies, as determined by the Board and the General Assembly.

**PART VI. - VARIATION OF TRUSTS.**

**17. VARIATION OF TRUSTS.**

(1) Where, by virtue of this Act, the church property is vested in the Corporation in trust for a particular purpose of the Church and -

- (a) it is impossible, impracticable or inexpedient to carry out the purpose; or
- (b) the amount available is inadequate to carry out the purpose; or
- (c) the purpose is effected; or
- (d) the purpose is illegal, useless or uncertain; or
- (e) the church property or any income accrued from or will accrue from the church property is more than is necessary for the purpose, the General Assembly shall resolve that -
  - (i) the whole or any part of the church property; or
  - (ii) the income from the church property; or
  - (iii) the proceeds of the sale of the church property (as the case may be), be applied to another purpose of the Church as the General Assembly directs.

(2) Notwithstanding any rule of law or equity to the contrary, the General Assembly may on application by -

- (a) the Board; or
  - (b) a church instrumentality; or
  - (c) a region; or
  - (d) another corporation incorporated by the Church,
- make a resolution under Subsection (1).

**18. EXTENSION OF TRUSTS, ETC.**

Where -

- (a) by virtue of this Act or otherwise, property vests in the Corporation in trust for a particular purpose for the Church or for a church instrumentality; and

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- (h) the administration of the property or the enforcement of the trust may be facilitated by -
- (i) extending or varying the powers of the Corporation as the trustee; or
  - (ii) prescribing or varying the mode of administering the trust, the General Assembly may, on application by the Board or a church instrumentality, made in the prescribed manner, resolve that the powers of the Church as the trustee shall be extended or varied or the manner of administering the trust be prescribed or varied, in such manner as it directs.

**19. EFFECT OF RESOLUTIONS UNDER SECTION 17 OR 18.**

(1) Where the General Assembly makes a resolution in accordance with Section 17, the property, which the resolution refers to, is subject to the trusts mentioned in the resolution, free and discharged from the trusts it was subject to before the passing of the resolution.

(2) Where the General Assembly makes a resolution in accordance with Section 18, the Board, acting on behalf of the Corporation may administer the property in the manner provided for in the resolution.

**PART VII. - GENERAL.**

**20. EXECUTION OF INSTRUMENTS, ETC.**

(1) A deed, instrument, contract or agreement relating to church property or any matter that, if made or executed by a person, must be in writing under seal, may be made on behalf of the Corporation in writing under the Corporation's seal.

(2) An instrument, contract or agreement relating to church property or any matter that, if made by or between private persons, is required to be in writing signed by the parties to be charged with it, may be made on behalf of the Corporation in writing by any person acting with its express or implied authority.

(3) A contract relating to church property or any matter that, if made between private persons, would by law be valid although made by parole only and not reduced to writing may be made, varied or discharged by parole in the name of or on behalf of the Corporation by any person acting with its express or implied authority.

(4) A contract that is entered into, or an instrument, contract or agreement that is signed, in relation to any church property shall, if it is entered into or signed in accordance with the direction of the Board under this Act, be deemed to have been entered into or signed with the express authority of the Board.

**21. RECEIPTS, DISCHARGES, ETC.**

A release or other discharge under the seal of the Corporation executed in accordance with this Act, or any other receipt -

- (a) under the seal of the Corporation; or
- (b) in writing signed by -
  - (i) two members, inclusive of the Moderator; or
  - (ii) a person duly authorised -
    - (A) in writing by two members, inclusive of the Moderator of the Board; or
    - (B) by a power of attorney, to receive them, that is given for any moneys -

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- (c) raised on mortgage of any church property; or
- (d) received by way of compensation for the resumption of any church property; or
- (e) otherwise payable to or receivable by the Corporation,

is a sufficient discharge to a purchaser, mortgagee, lessee, person taking on exchange or other person paying rent or other money to the Corporation, or to a person referred to in Paragraph (b)(ii), as the case may be, from all further liability to pay the moneys and from all liability to see to the application of the money.

**22. DEALINGS WITH THE CORPORATION GENERALLY.**

(1) On a sale, mortgage, lease or other dealing purporting to be made by the Corporation under or in pursuance of this Act -

- (a) the purchaser, mortgagee, lessee or other person dealing with the Corporation; and
- (b) the Registrar of Titles, the Solicitor General or other person registering or certifying title,

is not concerned to see or inquire into the necessity or propriety of the sale, mortgage, lease or other dealing or the mode of exercise of the power, and is not affected by notice that the exercise of the power was unauthorised, irregular or improper.

(2) Notwithstanding any irregularity or impropriety in a sale, exchange, mortgage, lease or other dealing, a sale, exchange, mortgage, lease or other dealing purporting to be made by the Corporation under a power conferred by this Act shall, as regards the purchaser, mortgagee, lessee or other person dealing with the Corporation, be deemed to be within the powers of the Corporation, and is valid accordingly.

**23. INDEMNITY.**

Each member of the Board and any person exercising any powers or duties in relation to the church property under this Act, and his executors and administrators, is entitled to be indemnified out of church property against all expenses or liabilities incurred by him in connection with the performance by him of any such power or duty.

**24. SCHEMES OF CO-OPERATION.**

(1) Where the General Assembly resolves that the Church shall enter into a scheme of co-operation with or involving another corporation incorporated, or an institution, be that educational or otherwise, established by it, the Corporation may, for the purpose of such scheme and for so long as it continues -

- (a) permit any church property to be used, managed or administered for the purposes of the scheme in such manner as the Board thinks proper or otherwise as the General Assembly directs; and
- (b) in acquiring the absolute or any limited interest in any property required for the purposes of any such scheme -
  - (i) hold it as an absolute owner or co-owner, on such terms and conditions as is mutually agreed between the Church and such other corporation or an institution; and
  - (ii) do all such acts and enter into and complete all such contracts, transfers, leases, deeds or other documents or instruments as are necessary or desirable to give effect to the acquisition; and
- (c) be a member of any association or organisation of churches or church representatives, or of other bodies (incorporated or unincorporated) the object or one of the objects of which is the acquiring, holding, using, managing or administering land or other property for the purposes of any such scheme.

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(2) The power conferred by Subsection (1)(a) is not exercisable in respect of any church property that is subject to a condition or other provision that expressly prohibits its use otherwise than solely for the purposes of the Church.

(3) Subject to Subsection (2), where a condition or provision requires a property to be used for church purposes, that property shall not be subject to a condition or provision that it be used solely for the purposes of the Church.

### **25. LEGAL PROCEEDINGS, DOCUMENTS AND SERVICE.**

(1) A person shall effect the service of a legal document on the Corporation by serving the document at the Moderator's office and the Moderator shall acknowledge receipt of the documents.

(2) A person may institute a legal proceeding for the eviction or otherwise relating to -  
(a) a church property; or  
(b) to a contract; or  
(c) a matter arising out of the management, administration or development of the Church,  
authorised by the General Assembly or the Board.

(3) In the case of church property and in all other cases, the Moderator or the Bishop of a Region of the Church may authorise a person to take legal proceedings.

### **PART VIII. - APPEALS PANEL.**

### **26. ESTABLISHMENT, FUNCTIONS AND POWERS.**

(1) The Appeals Panel is established.

(2) The Appeals Panel may enquire into complaints or disputes, be those relating to church property or otherwise, made against the Church and to hear all matters of disciplinary nature arising within the Church or the church instrumentality.

(3) The General Assembly, at the recommendation of the Moderator, following a consultation with at least three Bishops, shall appoint the members of the Appeal Panel consisting of -

(a) a senior lawyer or Judge, as the Chairperson of the Appeals Panel; and  
(b) three Clergymen, one of whom shall be the Deputy Chairperson; and  
(c) an Accountant; and  
(d) two ordinary members of the Church, one of whom shall be a female.

(4) A person is not eligible for appointment to the Appeals Panel unless the person -  
(a) is a believer in the Lord Jesus Christ; and  
(b) has knowledge of, or experience in the general historical background, practices and policies of the Church; and  
(c) is a person of integrity, independence of mind and of good reputation.

(5) A member of the Appeals Panel shall be appointed for a term of five years, on the terms and conditions determined by the General Assembly and specified in the instrument of appointment and is eligible for reappointment.

(6) A person may, in writing, request the Appeals Panel to enquire into complaints or disputes, referred to in Subsection (2) and such request shall be supported by statements given on oath.

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(7) The decision of the Appeals Panel shall be final and not subject to appeal, and is enforceable under the laws of the State.

**27. CASUAL VACANCIES.**

The office of a member of the Appeals Panel shall be deemed to have become vacant, if a member -

- (a) dies; or
- (b) resigns his membership by notice in writing to the Moderator; or
- (c) becomes bankrupt or makes an arrangement or composition with his creditors generally; or
- (d) is of unsound mind or his estate is liable to be dealt with in any way under the *Public Health Act* (Chapter 226); or
- (e) is convicted of an offence under the laws of the State; or
- (f) is removed from membership of the Appeals Panel by a resolution of the General Assembly, on the grounds of misconduct, or incapacity to perform the functions of the Office of a member of the Appeals Panel.

**28. APPOINTMENTS TO VACANCIES.**

(1) The continuing or surviving members of the Appeals Panel may act, notwithstanding any vacancy or vacancies in their number.

(2) The Moderator, in consultation with at least three Bishops, may fill a casual vacancy in the membership of the Appeals Panel, but need not do so unless the number of continuing members is less than three.

(3) A person appointed under Subsection (2) holds office until such time the General Assembly makes a new appointment.

**29. PROCEDURES, ETC., OF APPEALS PANEL.**

(1) The Appeals Panel shall have the power to determine its own procedures, including a filing fee, for enquiring into complaints or disputes against the Church and while it shall observe the rules of natural justice, it is not bound by the rules of evidence, in all its proceedings.

(2) Four members (of whom the Chairperson or the Deputy Chairperson shall be present) are a quorum for a proceeding of the Appeals Panel to be effective and enforceable by law.

(3) All questions arising at the proceedings of the Appeals Panel shall be decided by a majority of the votes of the members of the Appeals Panel present and voting, and in the event of an equality of votes the Chairperson has a casting, as well as a deliberative, vote.

- (4) After enquiring into complaints or disputes, the Appeals Panel may either -
- (a) confirm the decision, the subject of a complaint or a dispute; or
  - (b) return the matter to the Church with such directions as the Appeals Panel considers appropriate; or
  - (c) make a decision or give such directions as the Appeals Panel considers appropriate.

(5) Subject to Subsection (6), the Appeals Panel has no power to award costs to a party to the proceedings before the Appeals Panel.

- (6) The costs of the Appeals Panel shall be borne -
- (a) by the Church to the extent that the subject matter of the complaint or the dispute under enquiry before the Appeals Panel is successful; or



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(b) by the complainant to the extent that the subject matter of the complaint or the dispute under enquiry before the Appeals Panel is unsuccessful, as determined by the Appeals Panel.

(7) The proceedings of the Appeals Panel shall not be open to the public.

(8) Notwithstanding any provision of this Part, the Constitution shall allow provisions for procedures to deal with the dissolution of disputes and disciplinary related matters to apply at all levels of the Church.

(9) Notwithstanding any provision of this Part and this section, the Constitution shall allow provisions for the procedures to deal with the dissolution of disputes and disciplinary related matters to be applied at all levels of the Church.

**PART IX. - MISCELLANEOUS.**

**30. DELEGATION.**

(1) The General Assembly may, in a meeting and by a resolution, delegate all or any of its functions and powers (except this power of delegation) to -

- (a) the United Church Property Board; or
- (b) the Council of UCCOHE; or
- (c) the Board of Faith and Ministry; or
- (d) the Development Committee; or
- (e) other functional committees of the Assembly; or
- (f) the church instrumentality; or
- (g) the Moderator.

(2) The Moderator may delegate all or any of his functions and powers (except this power of delegation) to -

- (a) a Bishop of the Church; or
- (b) the Assembly Secretary; or
- (c) the Assembly Functional Committee.

**31. CONSULTATION.**

(1) The General Assembly, through the relevant Assembly Functional Committees, in performing its functions and exercising its powers under this Act or the Constitution, where it considers it practical and appropriate may -

- (a) consult with -
  - (i) any resource persons approved by the General Assembly or the Moderator; or
  - (ii) any region, circuit, congregation, a former Moderator, a Bishop, a former Bishop, the heads of the church instrumentalities, and any other established Churches on the matters in which they or any of them have common interests; or
  - (iii) any other appropriate persons or organisations; or
- (b) subject to Subsection (2), engage as consultants, such persons as the General Assembly or the Moderator, considers fit on such terms and conditions as are determined by the appropriate Assembly Functional Committee.

(2) Any engagement of the consultants or resource persons for a fee shall be subject to appropriate procurement processes endorsed by the General Assembly, appropriate Assembly Functional Committee, or the Moderator.

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**32. COMMON SEAL.**

- (1) The Corporation shall -
- (a) have a common seal; and
  - (b) be kept in the custody of the Moderator, unless the General Assembly directs otherwise; and
  - (c) be used only in carrying out a resolution passed at a meeting of the General Assembly, whether or not, such a resolution is in connection with the church property.

(2) The Moderator, or in his absence from the country, his delegate and two members shall duly sign and affix the common seal on an instrument or a document relating to the church property.

(3) Notwithstanding Subsections (1) and (2), the Moderator and the Assembly Secretary may affix the common seal to an instrument or a document relating to other cases not relating to the church property, in exceptional circumstances.

(4) All courts and persons acting judicially shall take judicial notice of the seal of the Corporation and those of the regions of the Church affixed to a document and until the contrary is proved, shall presume that it was duly affixed.

**33. REGULATIONS, ETC.**

(1) The Head of State, acting on advise, may make regulations or amend regulations not inconsistent with this Act, prescribing all matters that are required or permitted, or that are necessary or convenient, for carrying out or giving effect to this Act, and in particular, for prescribing -

- (a) for any matter relating to or affecting the management and administration of the church property; or
- (b) the regulation and control of the affairs and proceedings of the Board; or
- (c) the exercise of powers by the Board or exercising powers in the name of the Board and on behalf of the Board, by a person who is not a member of the Board; or
- (d) the appointment, qualifications and termination of the laity workers of the Church.

(2) Subject to Subsection (1), the regulations, rules, standing orders, by-laws or guidelines may prescribe all matters that, by this Act, are required or permitted to be prescribed or that are necessary or convenient to be prescribed for the carrying out or giving effect to this Act and shall not be inconsistent with this Act, and any other law, or the Constitution.

**34. AMENDMENTS TO THE STATEMENT OF FAITH AND OBJECTIVES.**

(1) The statement of faith or the objectives of the Church may be amended, by a resolution of the General Assembly in the same manner as prescribed in Section 33.

(2) The amendments to the statement of faith or the objectives of the Church shall be amended if agreed by not less than two thirds majority of the members at the General Assembly.

**PART X. - REPEAL AND SAVINGS.**

**35. REPEAL.**

The *United Church in Papua New Guinea and Solomon Islands Incorporation Act* (Chapter 1035) is repealed.

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**36. SAVINGS.**

(1) Subject to this part, a resolution, policy or guideline made by the Board, the General Assembly, or the church instrumentality under the repealed Act and in force immediately prior to coming into operation of this Act shall, notwithstanding the repeal, continue in force unless otherwise varied or cancelled according to this Act or the Constitution.

(2) The Board, General Assembly and the church instrumentality may, in a meeting and by a resolution, vary or cancel a resolution, policy or guideline to which Subsection (1) applies.

(3) Before varying or cancelling a resolution, policy or a guideline under this section, the Assembly Secretary, acting in accordance with the advice from the Moderator, shall give at least 60 days' written notice to all the members of the Board and the General Assembly, of an intention to do so and shall give -

- (a) the reasons for doing so; and
- (b) in the case of variation, the particulars of the variation proposed.

(4) The church instrumentality that is acting through a Bishop of a region, or a body, duly established by the Church, affected by such variation or cancellation shall, within 30 days after the expiry date of notification referred to in Subsection (3), make representation to the Moderator, or the appropriate functional committee, as the case may be, as to why a resolution, policy or guideline should not be varied or cancelled.

(5) The Moderator, or the General Assembly, shall consider any such representation before making a final decision as to whether or not to vary or cancel a resolution, policy or guideline.

(6) The affected church instrumentality, acting through a Bishop of a region, or a Chairperson of a duly established body, or for that matter, any person affected by such decision, has a right of appeal to the Appeals Panel, within 30 days after the notification by the Assembly Secretary of the decision of the Moderator, or the General Assembly, of such variation or cancellation, and the decision of the Appeals Panel is final.

(7) Where a variation or cancellation is done by the Appeals Panel, such a decision is also final.

(8) Notwithstanding any provisions to the contrary under this Act, no compensation is payable to any person by the General Assembly, a region, a circuit, a congregation, a duly established body or for that matter, the United Church in Papua New Guinea and the United Church in Solomon Islands or their respective church instrumentalities as a result of the variation or the cancellation of a resolution, policy or guideline and furthermore, as a result of an agreement entered into on 7 November, 1996, by and between the United Church in Papua New Guinea and the United Church in Solomon Islands to operate separately notwithstanding the Deed of Union dated 19 January 1968.

(9) The proceedings commenced in a court of law by or against the Church and the church instrumentality prior to this Act coming into force, are saved and shall continue through to completion unless the parties mutually agree to have such proceedings to be dealt with under this Act.

(10) The complaints or disputes made against the Church, without commencing proceedings against the Church prior to this Act coming into operation are saved and shall be dealt with under this Act.

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**37. TRANSFER OF PROPERTIES, STAFF, ETC.**

(1) The church property, Clergy, employees, staff and students of the United Churches and the church instrumentality of the United Churches, particularly those in Papua New Guinea, are transferred to the Church.

- (2) Without prejudicing the generality of Subsection (1), such transfer shall include -
- (a) land, buildings, plantations and grounds; and
  - (b) equipment and plants; and
  - (c) colleges, schools, educational and other institutions, teaching and research facilities; and
  - (d) all other assets and liabilities,

altogether, referred to as the church property, throughout Papua New Guinea.

**38. APPOINTMENT OF OFFICERS, ETC.**

All Clergy, employees, staff and students of the congregations, colleges, schools, educational and other institutions transferred by Section 37(1), elected, appointed or engaged by the Churches or the church instrumentality of the United Churches, particularly those in Papua New Guinea, shall, on and from the date of coming into operation of this Act, hold equivalent offices in the Churches or the church instrumentality on the same terms and conditions as determined under the terms and conditions of employment of the Church or the church instrumentality until -

- (a) the expiry of the period for which they were elected, appointed or nominated; or
- (b) the termination of their employment otherwise according to law; or
- (c) elections, appointments or nominations to such offices are made under this Act,

whichever occurs first.

**39. SAVINGS OF CONTRACTS, ETC.**

All contracts, agreements, conveyances, leases, deeds, licences and other instruments and undertakings (so far as relating to any person or thing transferred by Section 37 made with or addressed to the Church or the church instrumentality), whether alone or with any other person, and in effect immediately before the coming into operation of this Act, continue on that coming into operation, to the extent that they were previously binding on and enforceable against the Church or the church instrumentality to be binding and of full force and effect in every respect against or in favour of the Church or the church instrumentality as if entered into, made with or addressed to the Church or the church instrumentality after the coming into operation of this Act.

I hereby certify that the above is a fair print of the *United Church in Papua New Guinea Incorporation Act 2020*, which has been made by the National Parliament.

  
Acting Clerk of the National Parliament.

I hereby certify that the *United Church in Papua New Guinea Incorporation Act 2020*, was made by the National Parliament on 13 February 2020.

  
Speaker of the National Parliament.

09 JUN 2020