



AMENDED AND RESTATED AGREEMENT

THE GLOBAL ANGLICAN RELIEF AND DEVELOPMENT COUNCIL

THIS AGREEMENT is made the ninth day of October 2018 (“Agreement”) by and among:

- The Anglican Relief and Development Fund (“ARDF-US”), a nonprofit corporation established in the United States, under the law of the Commonwealth of Pennsylvania;
- Anglican Relief and Development Fund (Canada) (“ARDF-Canada”), a nonprofit charitable corporation created under the law of Canada; and
- Anglican Relief & Development Fund Inc. (“ARDF-Australia”), an incorporated association established under the law of Australia.

These parties is also referred to individually in this Agreement as “the US,” “Canada,” and “Australia,” respectively; and referred to herein collectively as “Nationals.”

Whenever a new national Anglican Relief and Development Fund incorporates, even if under a name other than “Anglican Relief and Development,” but established and organized according to the similar governing rules, for the same purposes, and desiring to be part of the ARDF global effort – then, upon signing this Agreement, that future national corporation or association shall have the same rights and responsibilities of participation and representation in the Council as the US, Canada, and Australia. In this Agreement, such future cognate branches will be referred to as “additional Nationals,” and any reference to “National” shall include all branches so organized, including the US, Canada, and Australia.

This Amended and Restated Agreement supersedes the Agreement dated 24 June 2014.

1. Purpose

The purpose of this Agreement is to establish the Global Anglican Relief and Development Council (the “Council”), whose purpose is, in the context of the cooperative work of the worldwide fellowship of faithful and orthodox Anglican churches, to coordinate and facilitate the global relief and development efforts of Anglican churches and dioceses.

The US, Canada, and Australia, and each additional National agree that all members of their respective governing boards shall be committed to their respective purpose, and the common purpose of the Council, and must be orthodox believers in the historic Christian faith, as set forth in the Holy Bible and expressed in the *Jerusalem Declaration*.

The US, Canada, and Australia, and any additional Nationals, each agree that they will not change their purposes, as stated in their respective governing documents on this date, without first consulting with each of the other Nationals.

Except for the use of different names, the US, Canada, and Australia, and any additional Nationals, will cooperate in adopting and using common trademarks in connection with the work of the Council and each of the Nationals.

2. Establishment and Administration of Council

The US, Canada, and Australia, and any additional Nationals, agree to establish the Council and participate in the work of the Council.

The Executive Director of ARDF-US shall serve as the Executive Director of the Council. The Executive Director of the Council is responsible for overall Council administration, coordination among the Nationals, coordinating project research (to be performed by the National presenting the respective project recommendation), and presenting project recommendations to the Council.

3. Appointment of Council Members

The Council shall have between six (6) and nine (9) Trustees, plus a body of Deputy Trustees equal in number to twice the number of Nationals that have signed this Agreement.

The Honorary Chair, in consultation with the President of the Council, shall select and invite Primates of orthodox Anglican Provinces to be Trustees of the Council, where to the extent possible, at least one (1) is from each of the following regions: South and Central America, West Africa, Central and Southern Africa, East Africa, Egypt with North Africa and the Horn of Africa, the Indian Sub-Continent, and East Asia.

The Deputy Trustees shall include two representatives of each National. The Deputy Trustees shall be chosen by and deputed from the several Nationals, and may be lay or ordained leaders in their respective National. Each National chooses its Deputy Trustees to the Council by whatever means and for whatever terms the bylaws of the National specify.

4. Removal of Council Members

The Council may, by affirmative vote of three-quarters of the members of the Council present and voting at any meeting (with a quorum present), remove any Trustee or Deputy Trustee, with or without cause. Furthermore, a member of the Council shall be deemed to have been removed if he or she misses two consecutive meetings of the Council without leave of absence approved by the Council; that removal authority may be delegated by the Council to the President. The President shall provide notice of such removal to the member being removed and to the Council.

5. Officers of the Council

The President of the Council, who need not be a Primate, is elected by majority vote of the Council from among the Trustees and Deputy Trustees. The President presides at Council meetings, speaks on behalf of all the Nationals when a global voice is needed, and consults regularly with the Executive Director and Honorary Chair. The President's term of office shall be three years, and he may be re-elected to subsequent terms, provided he is still a Primate or is still serving his National in the capacity that originally seated him as a Deputy Trustee.

The Secretary, who need not be a Trustee or Deputy Trustee, shall be appointed by the President, and shall create and maintain minutes of each meeting of the Council, including a record of Council action on any motions submitted to the members of the Council for a vote; such meeting minutes shall be approved at the next Council meeting. In the absence of the Secretary at a Council meeting, the Executive Director, or a designee of the President, may create meeting minutes.

The Primate of the Anglican Church in North America, in light of the genesis and expansion of Anglican Relief and Development globally, shall be a Trustee and serve as the Honorary Chair of the Council. The Honorary Chair shall also be a global voice for all the Nationals and may preside in Council meetings at the request of, or in the absence of, the President.

6. Patron and Senior Advisors

The Council may elect, by majority vote, a globally respected leader as Patron of Anglican Relief and Development. The Patron shall agree to champion the work of the Council in Anglican and Ecumenical contexts, and shall be encouraged to take part in the Council and related activities of advocacy and friend-and-fund-raising; however, the Patron shall have no vote on Council decisions.

On recommendation of the Executive Director, the Council may also appoint Senior Advisors. Such Senior Advisors shall be drawn from among those persons with sustained records of commitment to the Anglican Relief and Development vision.

The Patron, if elected, and any Senior Advisors, if appointed, shall serve at the pleasure of the Council.

7. Council Approval Authority

The US, Canada, and Australia, and each additional National, jointly and severally agree that they will make substantial expenditures for relief and development programs. For development programs the US, Canada, and Australia, and each additional National, jointly and severally agree that they will implement only global projects approved in accordance with procedures established by the Council and based on prior research and information undertaken by the Nationals. Development projects shall be funded based on an MOU for the respective project, setting forth the terms and conditions of the funding, including any provisions of particular concern to the funding National, *e.g.*, provisions required or desirable to comply with their respective national laws.

Research on development projects is presented to the Council as a body. After discussion concerning each project, in which Deputy Trustees are full participants, the Trustees alone vote on whether to approve the development project. Approval is only by an affirmative vote of two-thirds of the Trustees present and voting. A Trustee shall recuse himself from voting on Projects located in his jurisdiction.

In addition, the Council may recommend relief support/programs. Based on Council recommendations, the US, Canada, and Australia, and each additional National, may make expenditures for such relief efforts in the wake of natural or man-made disasters or other unforeseen events based on funding received for such purposes.

Furthermore, the US, Canada, and Australia, and each additional National, may approve expenditures for emergency relief or other development projects and/or relief programs, provided that such expenditures do not materially adversely affect scheduled funding for previously approved development projects.

8. Property and Finances

The Council shall not own any property, nor own a bank account, nor become a party to any contracts, and shall not solicit or accept any contributions. Instead, each member of the Council (or the party or other entity by which he or she is employed) shall bear the routine and incidental expenses incurred with respect to his or her participation in the Council.

Travel, venue, and other expenses incurred in connection with meetings of the Council, including the direct cost of conference calls or other electronic facilitation of meetings and such other substantial expenses as the Council may determine, shall be borne by all the Nationals in such amounts or proportions as they may agree with respect to any particular expense or class of expenses. Additionally, the administrative expense of global coordination managed by the US on behalf of all the Nationals may be shared to the extent agreed by each National.

9. Meetings

The Council shall meet in person at least once each year, at times and places to be determined by the Council. The Council may meet more frequently, and any additional meetings may be held by conference call, video conference, or other means, provided that all members participating in the meeting can hear each other.

10. Quorum

The quorum for any meeting of the Council shall be a majority of the members, including at least one member from each National. Nevertheless, when the Deputy Trustees from any National know in advance that neither of them will be able to attend a meeting, they may notify the Executive Director and, as to their own National, waive application of the requirement that each National be represented. In such case, a quorum may be present, even if the National is not represented.

11. Voting and Written ballots

The Council shall decide matters by a majority vote, except where a higher vote is required as stated in this Agreement [*i.e.*, removal of a member of the Council (see Section 4 above), the approval of development projects (see Section 7 above), and amendments to this Agreement (see Section 12 below)]. The Council may act by written ballot of its members (paper if at a meeting, electronic if a vote is handled electronically). For an electronic vote, upon receipt by the President (within the period specified by the Council when the ballots are distributed) of sufficient ballots to constitute a quorum, the matter shall be determined based on a vote of the Council (as if it had occurred at an in-person meeting).

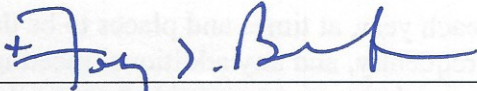
12. Amendment to Agreement

The Council may amend this Agreement by a two-thirds majority vote of Council members, and upon written consent of each of the Nationals.

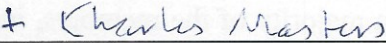
13. Withdrawal from Agreement

Any National may withdraw from participation in this Agreement upon not less than 90 days' notice in writing to the Executive Director, to each other National, and to each member of the Council. However, any withdrawing National shall continue to be responsible for funding its share of all projects approved before the date notice was given, and for any other expenses for which it is responsible pursuant to Section 8 above (Property and Finances).

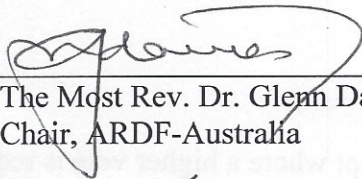
APPROVED on October 9, 2018, by:



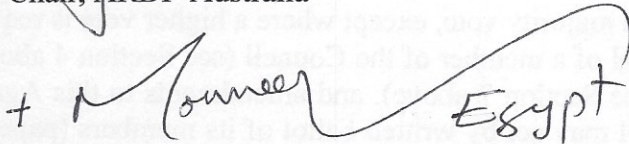
The Most Rev. Dr. Foley Beach
President, ARDF-US

+ 

The Rt. Rev. Charlie Masters (+r2w)
Chair, ARDF-Canada



The Most Rev. Dr. Glenn Davies
Chair, ARDF-Australia

+  Egypt

The Most Rev. Dr. Mouneer Hanna Anis
ARDF-Egypt



The Most Rev. Jackson Ole Sapit
ARDF-Kenya Charitable Trust