

UnitingCare Kippax Constitution

Part 1: Preamble

- 1.1 The name of the Organisation is UnitingCare Kippax.
- 1.2 The office of the Organisation is at Kippax Uniting Church, Corner of Luke Street and Hardwick Crescent, Holt in the ACT.
- 1.3 The Organisation is a not for profit body.
- 1.4 The Organisation has been established to provide its services, facilities and programs irrespective of race, religion, gender, philosophy, cultural background or other diversity.

Part 2: Definitions

- 2.1 In this Constitution, unless the context requires otherwise:
 - a. “*Act*” means the *Uniting Church in Australia Act 1977 (ACT)*
 - b. “*Board*” means the UnitingCare Kippax Board
 - c. “*Church*” means The Uniting Church in Australia
 - d. “*Church Council*” means the Church Council of the Kippax Congregation of the Church
 - e. “*Objects*” means the objects of the Organisation set out in Part 3
 - f. “*Organisation*” means the organisation established by this Constitution by whatever name from time to time known
 - g. “*Presbytery*” means the Canberra Region Presbytery of the Church.
 - h. “*Regulations*” means the regulations made under the Act and the regulations, by-laws and rules made under the Constitution of the Uniting Church and in force for the time being and
 - i. “*Synod*” means the Synod of New South Wales and the ACT
- 2.2 Singular words include the plural and plural words include the singular.

- 2.3 Reference to any Act, regulation or by-law includes any amendment or replacement of those instruments.

Part 3: Objects

- 3.1 The Organisation has been established for the public benefit to provide for needs that require benevolent relief and has the following objects:
- a. to provide for the direct relief of poverty, sickness, suffering, distress, misfortune, disability and helplessness
 - b. to raise funds to further these objects by any method which complies with the policies of the Church and
 - c. to assist other bodies and organisations in connection with any work or other matter which the Board considers to be in the interest of the Organisation or to be conducive to the attainment of any of its objects.
- 3.2 Subject to the Act, the Regulations and the policies of the Church, the Organisation may perform, execute and do all acts, documents and things (including entering into employment contracts) incidental, desirable or necessary to or for any of the objects of the Organisation.
- 3.3 The Organisation will apply its assets and income in the furtherance of its objects and will not distribute to its members by way of dividend or otherwise any of the assets or income of the Organisation.
- 3.4 No member of the Organisation will as such member be under any personal liability to any creditor of the Organisation.

Part 4: Management Structure

Control

- 4.1 The control of the Organisation is vested in the Church Council subject to the oversight of the Presbytery and Synod.

The Board

- 4.2 Subject to clause 4.1, the Board is responsible for managing the Organisation.

Part 5: Uniting Care Kippax Board

Responsibilities

- 5.1 The Board's responsibilities for all matters relating to managing the Organisation include:
- a. complying with the requirements of:
 - i. any relevant governmental body
 - ii. the regulations and by-laws of the Church and
 - iii. the policy and directions of the Church Council and the Synod.
 - b. engaging, supervising, suspending and dismissing staff
 - c. supervising the activities of the Organisation
 - d. properly and efficiently managing the Organisation and its financial affairs
 - e. taking care of the property used in the Organisation's activities
 - f. furnishing reports at least six monthly to the Church Council
 - g. furnishing the annual report, statement of accounts and budget to the Church Council and the Synod and
 - h. making rules to ensure the efficient development, operation and financial stability of the Organisation with power to alter, rescind or replace any of those rules.

Committees and Auxiliaries

- 5.2 The Board may:
- a. appoint sub committees (whose membership will include at least one member of the Board) and regulate their operation
 - b. delegate any of its powers (except this power of delegation) to its sub committees and/or to individuals and
 - c. form auxiliaries to help the Organisation raise funds, provide services, or achieve any related purpose.
- 5.3 Sub committees will conduct their business and exercise and carry out their powers and duties in accordance with any specific directions of the Board

and, subject to the direction of the Board and clause 5.2(b), sub committees will have the same authority as the Board in relation to the matter for which the sub committee has been appointed.

- 5.4 At sub committee meetings two of their members will form a quorum.
- 5.5 The Chairperson of the Organisation will be entitled to attend every meeting of sub committees and will have full voting rights but will not count toward a quorum.

Appointment of Members to the Board

- 5.6 The Church Council appoints the members of the Board.
- 5.7 The Board must have no less than five and no more than 12 members, the actual number of members of the Board being determined from time to time by the Church Council.
- 5.8 A majority of the Board Members must be members or members in association of the Church.
- 5.9 Before the Church Council makes its appointments, the Board must be invited to submit nominations for consideration by the Church Council.
- 5.10 An employee of the Organisation cannot be a member of the Board.

Term of Office

- 5.11 Subject to the following provisions, each appointment to the Board is for a term of three years:
 - a. One third of the members of the Board (or the nearest whole number above one third) must retire annually. Any doubt or dispute over who should retire:
 - i. may be decided by the Church Council but
 - ii. if not decided by the Church Council, is to be decided by lot.
 - b. Retiring members may be re-appointed.

Vacancies & Suspensions

- 5.12 A person's membership of the Board ceases if:
- a. the person is absent from three consecutive meetings without leave or
 - b. the person retires from the Board or
 - c. the Church Council has declared the position of the person vacant.
- 5.13 At any time, the Church Council or the Synod may declare vacant the position of any member of the Board and that person ceases to be a member from the date of such declaration. Where practicable, prior to taking such action, the Church Council /Synod (as the case may be) must consult with the member involved, the Chairperson of the Board and the Chairperson of the Church Council.
- 5.14 The Church Council may fill any vacancy occurring between annual appointments of members. In doing so, the Church Council must comply with clause 5.8. The person appointed holds office for the remainder of the term of the member replaced.
- 5.15 The Board may temporarily fill a vacancy until an appointment is made by the Church Council.

Appointment of Officers

- 5.16 The Church Council must appoint annually:
- a. a Chairperson
 - b. a Secretary and
 - c. a Treasurer.
- 5.17 The Church Council may fill a vacancy in an office. A person so appointed holds office until the next annual appointment of officers.
- 5.18 The Board may appoint any officers it considers appropriate for the proper and efficient management of the Organisation.

Meetings of the UnitingCare Kippax Board

- 5.19 The Board must meet at least quarterly and at such times and places as the Board determines.
- 5.20 Other meetings of the Board may be convened by the Chairperson or the Secretary.

- 5.21 Meetings of the Board may be held by electronic or telephonic means
- 5.22 A meeting must be convened as soon as practicable after a written request for a meeting, signed by not less than one third of the members of the Board, is lodged with the Secretary or Chairperson.

Notice of Meetings

- 5.23 Notice of meetings of the Board must be given as follows:
- a. annual general meeting: 14 days' notice to each member of the Board and
 - b. all other meetings: seven days' notice to each member of the Board (unless all members agree to waive this requirement).
- 5.24 A meeting and its resolutions remain valid even though notice of the meeting is not received or is accidentally not given.

Meeting Procedures

- 5.25 A quorum for the meetings of the Board is one half of the members.
- 5.26 No business will be transacted unless a quorum is present and:
- a. if within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same place and time in the following week
 - b. if at the adjourned meeting a quorum is not present 30 minutes after the time appointed for the meeting, it will be cancelled and
 - c. the Chairperson (or if none, the Secretary) will notify the Church Council within 24 hours after the adjourned meeting is cancelled by reason of the failure to obtain a quorum.
- 5.27 The Chairperson (or if none, the Secretary) presides at Board meetings. However, if that person:
- a. has given prior notice of absence or
 - b. is not present within 15 minutes after the time appointed for the meeting
- then the members present (provided they constitute a quorum) may elect one of their number to chair the meeting.
- 5.28 In making decisions the Board is to follow, as far as practicable, the procedure set out in the *Manual for Meetings in the Uniting Church* published by the Church. If a resolution by formal majority is necessary,

each member personally present is entitled to one vote. The chairperson may not exercise a deliberative vote but, if the voting is equal, may exercise a casting vote.

- 5.29 The Board may meet in closed session to discuss a particular matter if it considers that the circumstances of the matter so require.

Annual General Meeting

- 5.30 An annual general meeting of the Board must be held no later than four months after the end of the Organisation's financial year.
- 5.31 At the annual general meeting, the following must be presented:
- a. a report by the Chairperson (or if none, the Secretary) on the Organisation's activities during the preceding year and
 - b. by the Treasurer, an audited statement of accounts for the preceding financial year, together with a budget and a schedule of proposed fees and charges for the current financial year.

Part 6: Property, Licensee, Auditor, Funds and Accounts

Property

- 6.1 All assets and property of the Organisation must be held and managed in accordance with the requirements of the *Uniting Church in Australia Act 1977* (ACT) and the regulations and by-laws made under the Act.

Auditor

- 6.2 At its Annual General Meeting, the Board must appoint an Auditor.
- 6.3 The auditor or auditors will be appointed annually. The auditor(s) must be a qualified accountant or, if more than one, must include at least one qualified accountant. For the purpose of this Constitution a qualified accountant means:
- a. a person who is a member of the Institute of Chartered Accountants in Australia or CPA Australia or
 - b. any other person who has qualifications and experience requisite for registration as a company auditor under the Corporations Law and who in the opinion of the Church Council is a fit and proper person to undertake the responsibility.
- 6.4 The Auditor must not be a member of the Board.

Financial Year

- 6.5 The Organisation's financial year ends on 30 June in each year.

Funds and accounts

- 6.6 The Board must ensure that proper books of account are kept and audited annually (unless the Church Council or the Synod required a more frequent audit).
- 6.7 All moneys received by or on account of the Organisation must be deposited in a bank account or other financial institution approved by the Synod. The name of all accounts must include "Uniting Church" or "UnitingCare" followed by the name of the Organisation.
- 6.8 Any account of the Organisation is to be operated by at least two signatories chosen from a list approved by the Board.
- 6.9 The Board may invest the whole or any part of the funds received by the Organisation in such forms of investment as the Church Council will approve. All such investments will be made in the name of "UnitingCare Kippax".
- 6.10 All payments (other than for petty cash items) made on account of the Organisation are to be made by cheque or authorised bank or other transfer.

Remuneration of Board members

- 6.11 No part of the assets and income of the Organisation is to be paid or distributed directly or indirectly to Board members except as remuneration in good faith for services rendered or expenses incurred on behalf and with the approval of the Church Council.

Part 7: Amendment of Constitution

- 7.1 This constitution may be amended by:
- a. the Synod pursuant to the Regulations of the Church or
 - b. resolution of the Board
- 7.2 Amendment by resolution of the Board is valid only if:
- a. not less than 14 days' prior written notice of the proposed amendment was given to each Board member and
 - b. the amendment is approved by the Church Council and the Synod.

Part 8: Dissolution

- 8.1 If the Organisation is wound up or if the endorsement of the Organisation, as a deductible gift recipient is revoked, the following assets remaining after the payment of the Organisation's liabilities shall be transferred to a fund, authority or institution to which tax deductible gifts can be made:
- a. gifts of money or property for the principal purpose of the Organisation
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the Organisation and
 - c. money received by the Organisation because of such gifts and contributions.
- 8.2 In the event of the dissolution of Organisation, the surplus funds and assets other than the assets described in clauses 8.1a to c will, after meeting all liabilities, be paid or transferred to another fund, authority or institution of the Church Council or the Church.
- 8.3 Subject to any specific trust or agreement in respect of any surplus assets, the fund, authority or institution to which surplus assets are to be distributed under clauses 8.1 and 8.2 may be selected by the Church Council, subject to the approval of the Synod.