

FinUCAre Constitution

1 Name

The name of the organisation is FinUCAre, a community service outreach of the Mandurah congregation of the Uniting Church in Australia, established in accordance with the Uniting Church in Australia Act 1976 (WA). FinUCAre is a Deductible Gift Recipient and a Public Benevolent Institution registered with the Australian Taxation Office and the Australian Charities and Not-for-profits Commission.

2 Objects

As a Christian outreach of the Mandurah congregation of the Uniting Church in Australia and therefore dedicated to providing assistance to people who are disadvantaged, the objects of FinUCAre are:

- To provide compassionate and practical assistance, financial and other support to people affected by illness, homelessness, unemployment, disability, poverty or other distress and in need of care or emergency assistance in the local community;
- To provide relief by counselling, advocacy, processing of low or no cost loans and directed assistance in emergencies to people whose lives are being seriously impacted by financial pressures;
- To provide timely intervention that will prevent loss of the family home or rental accommodation;
- To educate and guide the local community with a view to improve financial literacy and break the cycle of poverty and debt; and
- To provide free training to volunteers involved in benevolent activities

3 Definitions

Unless the context or subject matter otherwise indicates, the following definitions shall apply:

ACNC means the Australian Charities and Not-for-profits Commission of the Australian government;

Act means the Uniting Church in Australia Act 1976 (WA);

Annual Board Meeting means the Board meeting held in accordance with sub-clause 5.3

Annual Public Meeting means the annual meeting held in accordance with clause 16;

ATO means the Australian Taxation Office of the Australian government;

Auditor means the auditor appointed under clause 21.1;

Board means the body responsible for the oversight of day to day operations of FinUCAre always responsible to the Mandurah Uniting Church Council acting for its congregation, which has established FinUCAre in accordance with this Constitution and this Board in accordance with their respective powers and responsibilities and the Regulations ;

By-Laws mean the By-Laws of the Synod of Western Australia, in accordance with The Act;

Church Council means the body established and appointed by the members of the Congregation of Mandurah Uniting Church, in accordance with the Regulations of the Uniting Church in Australia to oversee the worship, witness and service of the Congregation;

Commissioner of Taxation means the Commissioner of Taxation of the ATO;

Congregational Community Services Committee means the body appointed by the Presbytery to oversee, monitor and support congregationally based community care services of the Church;

Coordinator means the person recruited and appointed to manage the day-to-day affairs of FinUCAre. This includes a person or persons acting in that role referred to by another position title in accordance with the job description at the option of the Board, such as manager or executive officer;

Annual Board Meeting means the Board meeting held no more than two weeks before the Annual Public Meeting at which Officers of the Board may be appointed in accordance with sub-clause 5.3, co-opted members may be appointed or reappointed in accordance with sub-clause 5.2, or any other business of the Board;

Minister means a minister in placement at Mandurah Uniting Church;

Moderator means the Moderator for the time being of the Uniting Church in Australia Synod of Western Australia;

Mandurah Uniting Church means the Mandurah congregation established in accordance with the Regulations of the Uniting Church in Australia;

Presbytery means the Uniting Church in Australia, Presbytery of Western Australia, established by the Synod in accordance with the Act, whose authority may be exercised through the Congregational Community Services Committee;

Regulations mean the Regulations of the Uniting Church in Australia, in accordance with the Act;

Rules mean the Rules of the Uniting Church in Australia, Presbytery of Western Australia in accordance with the Act, Regulations and By-Laws;

Synod means the Uniting Church in Australia Synod of Western Australia, established in accordance with the Act;

UCA means the Uniting Church in Australia; and

Uniting Church in Australia Property Trust (WA) means the body established under the provisions of the Uniting Church in Australia Act 1976 (WA) for the holding of the property of the congregations and other activities of the Uniting Church in Western Australia.

4 Governance

4.1 The Mandurah Uniting Church congregation has established FinUCAre and approved this Constitution in accordance with their respective powers and responsibilities in accordance with sub-clause 4.2 and as provided in Paragraphs 23 and 24 of the Constitution of the Uniting Church in Australia and Regulation 3.1.2 and in accordance with the Act.

4.2 The Mandurah Uniting Church congregation has delegated the oversight of FinUCAre operations to its Church Council which may meet, or using electronic means, from time to time to provide governance oversight, receive reports, appoint members to the Board and make decisions about FinUCAre in accordance with this Constitution.

4.3 The Church Council of Mandurah Uniting Church has established the Board to ensuring the good governance, accountability and oversight of the normal day to day operations of FinUCAre in accordance with this Constitution, the law and the Act.

4.4 As a congregationally based community service program, FinUCAre is also under the oversight of, and is accountable to the Presbytery through the Congregational Community Services Committee, which has approved this Constitution. The Mandurah Uniting Church congregation have agreed that any matters relating to FinUCAre, which cannot be resolved locally, will be referred to the Presbytery for its determination.

4.5 The Board, subject always to the oversight of the Church Council (as defined in section 3 of this constitution), shall have responsibility for the control and the management of the business and affairs of FinUCAre as detailed in Clauses 8 and 9 of this Constitution.

4.6 In carrying out its responsibilities for the oversight of FinUCAre the Church Council of Mandurah Uniting Church shall ensure a collaborative approach be taken to the oversight and governance task and ensure timely, coherent clear processes and policies are in place, particularly for approvals such as the appointment of members of the Board.

5 Membership of the FinUCAre Board

5.1 Membership of the Board

The Board shall be responsible to the Church Council and appointed and consist of up to 9 persons comprised as follows:

- (a) up to 5 members appointed by the Mandurah Uniting Church Council including at least one member who is a member of the Mandurah Uniting Church Council. The members so appointed must include a range of experience and skills appropriate to the work of FinUCAre and may include members who are not currently members of Mandurah Uniting Church (sub-clauses 5.1 (f) (g));
- (b) up to three members (known as Co-opted members) appointed by formal resolution of the Board because of special expertise, background, professional qualifications, experience or skill relevant to the purposes or work of FinUCAre;
- (c) the Minister of Mandurah Uniting Church (ex officio) with full voting rights;
- (d) The church council may at any time appoint additional members to the Board to increase the numbers appointed by that church council within the respective limits on numbers in accordance with sub-clauses 5.1(a) but will use its best endeavours to make decisions on such appointments in good time ahead of the Annual Board Meeting (sub-clause 5.4);
- (e) Of the total membership of the Board, at least 50% should be active members of the Uniting Church, and, if practicable, there should be equal gender representation;
- (f) All members of the Board shall have appropriate skills, experience and qualifications appropriate to the role of Board member and are either members of the Uniting Church or willing to work within the structures, polity and the ethos of the Uniting Church in its community services;
- (g) Every candidate for appointment or reappointment as a Board member must first complete and sign a FinUCAre Board Nomination Form provided by the Secretary and the said form will include contact details; the term of the appointment; details of the appointing/nominating body; summary of skills, qualifications and experience; details of particular areas of interest relevant to the work of FinUCAre.

5.2 Term of Appointment of Members of the Board

- (a) Members of the Board appointed by the Mandurah Uniting Church Council in accordance with sub-clauses 5.1(a) shall be appointed for up to three years concluding at the Annual Board Meeting held in the year of the expiry of the appointment.
- (b) A Co-opted member of the Board may be appointed by formal resolution of the Board in accordance with sub-clause 5.1(c) for a term of up to one year with such term concluding at the next Annual Board Meeting. A member of the Board so appointed may be reappointed for further term(s) subject to the overall time limitation of continuous appointment as a Board member in accordance with sub-clause 5.2(c).
- (c) Members of the Board appointed or reappointed in accordance with sub-clauses 5.2 (a) may serve continuously as a Board member for up to ten years only and with a break of at least one year before reappointment.
- (d) The Minister appointed in accordance with sub-clause 5.1(c) shall remain a member of the Board while in placement at the Mandurah Uniting Church.
- (e) The terms of the members of the Board should be so structured to ensure no more than 50% of the Board members retire in any year.

5.3 Appointment of Officers of the Board

- (a) The Chair, Deputy Chair, Treasurer and Secretary are Officers of the Board and shall be appointed by election annually from among the new appointed or continuing members of the Board present at the Annual Board Meeting held no more than two weeks before the Annual Public Meeting (see sub-clause 5.4 and clause 16). The term of the said appointments as Officer shall conclude at the next succeeding Annual Board Meeting.
- (b) If any of the positions of Chair, Deputy Chair, Secretary or Treasurer are vacant following the election in accordance with sub-clause 5.4 (b) (vi) at the Annual Board Meeting, the Board shall appoint a member of the Board in an acting capacity for the time being. The agenda of the next Board meeting(s) shall include the election and appointment of a member of the Board to fill the said vacancy.
- (c) If any position as an Officer of the Board becomes or remains vacant at any time, or an Officer of the Board is on official leave, the Board shall appoint another member of the Board to fill the vacancy either in an acting capacity or for the remainder of the term of the person replaced.
- (d) A person who is the Chair of Mandurah Uniting Church Council or the Minister would not normally hold the position as Chair except for a defined period while a suitably qualified and experienced successor can be identified, developed and appointed.
- (e) At its option, the Board may create positions as Officers of the Board additional to those defined in sub-clause 5.2 (a), with titles and responsibilities as it may define from time to time, but with the term of appointment consistent with sub-clause 5.3 (a). The Secretary of the Board shall maintain membership and registry records for all Board members including a copy of the completed Nomination Form for each Board member, the date of appointment, the name of the appointing/nominating/electing authority, and the expiry date of the appointment for each Board member.

5.4 Annual Board Meeting

- (a) The Annual Board Meeting shall be held not more than two weeks before the Annual Public Meeting.
- (b) The business of the Annual Board Meeting will include:
 - (i) The Annual Report by the Chair;
 - (ii) The Annual Financial Reports by the Treasurer;
 - (iii) A report on the membership of the Board including for each Board appointee the name; name of appointing body; date of first appointment; end date of current appointment and offices or portfolios held;
 - (iv) Consideration of appointment or reappointment of Co-opted members of the Board in accordance with sub-clause 5.1 (c);
 - (v) All positions on the Board are declared vacant and a person who is not a candidate for appointment as Chair is appointed as acting Chair until the incoming Chair is appointed;
 - (vi) The election of Chair, Deputy Chair, Secretary and Treasurer and any other Officers of the Board created and appointed in accordance with sub-clause 5.3 (a) or (e). If a vacancy remains after this election, sub-clause 5.3(c) applies and the Board must appoint a person to the vacant office in an acting capacity, and the said vacant office will remain on the agenda of every succeeding Board meeting until the vacancy is filled on an ongoing basis;
 - (vii) The agenda of the Annual Public Meeting to be held in accordance with clause 16 and the publication of the official Annual Report of FinUCAre; and
 - (viii) Any other business determined at the option of the Board.

5.5 Casual Vacancy in the Board

- (a) A casual vacancy shall occur in the membership of the Board if a member:
 - (i) dies;
 - (ii) resigns by notice delivered to the Chairperson of the Board;
 - (iii) holds any office of profit in FinUCAre;
 - (iv) is permanently incapacitated by mental or physical ill-health;
 - (v) fails to attend three consecutive meetings of the Board, or fails to attend at least 50% of the meetings in any calendar year without board approval;
 - (vi) is convicted of an indictable offence; and
- (b) In the event of a casual vacancy occurring in the membership of the Board, the original appointing body for the board member position that has become vacant shall be advised by the Chair of the Board immediately of the vacancy, and requested to appoint a replacement member. The said replacement member of the Board will hold office for the remainder of the term of the member replaced.

5.6 Removal of a Member of the Board

- (a) A Board member appointed in accordance with Clause 5.1 (a) may be removed from membership of the Board by a resolution of a meeting of The Church Council of Mandurah Uniting Church, or by the Presbytery;

- (b) If removed in accordance with sub clause 5.6 (a) the said Board member may appeal in writing to the Chairperson of The Church Council of Mandurah Uniting Church who shall, within 14 days, send a notice with a further 14 days notice to convene a confidential meeting of the Church Council of Mandurah Uniting Church designated as a confidential hearing to consider the personal representation and submission of the said Board member. The Church Council of Mandurah Uniting Church may request the assistance of the Congregational Community Services Committee at any stage. After appropriate enquiry and consideration of the submissions presented, the Church Council of Mandurah Uniting Church or the Presbytery, through the Congregational Community Services Commission, will make a confidential determination on the matter with no further right of appeal.
- (c) A co-opted Board member appointed in accordance with sub-clause 5.1(c) may be removed from office by formal resolution of the Board, or by the Presbytery.

6 Conflict of Interest

- 6.1 A Board member having any direct or indirect pecuniary interest in a contract or proposed contract made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit FinUCAre is established) must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 6.2 A Board member or member of staff or volunteer may have a conflict of interest if they are part of another consortium, task group, board, or a member of the staff or a volunteer in another organisation or group either as a member, office holders, staff member of another Board, and if so, must declare such a conflict of interest.
- 6.3 No member of staff or volunteer staff, having any direct or indirect pecuniary interest in a contract or proposed contract of any kind made by or in contemplation of FinUCAre, will take part in any negotiations, deliberations, recommendations or decisions with respect to that contract.

7 Meetings of the Board

- 7.1 The Board will meet at least six times each year.
- 7.2 The Annual Board Meeting will be held no more than two weeks before the Annual Public Meeting (held in accordance with Clause 16), at which the Chair and other Officers of the Board shall be appointed and other business transacted in accordance with sub-clause 5.4.
- 7.3 Ordinary meetings of the Board and the Annual Board Meeting shall be called with not less than seven days notice addressed to all members of the Board, the chair of the Mandurah Uniting Church Council, and the Congregational Community Services Committee. The Chair may call an Emergency meeting of the Board to discuss a particular matter of urgency with less notice, but the agenda will be restricted only to the particular matter of urgency.
- 7.4 The Chair shall chair all Board meetings, and in the Chair's absence or ineligibility for a particular proceeding, the Board meeting shall be chaired by the Deputy Chair and in the absence of the Deputy Chair, a person appointed by those present at the meeting of the Board.

- 7.5 The Chair shall call a special meeting of the Board if requested to do so by the Church Council of Mandurah Uniting Church, by three members of the Board, or by the Presbytery, which may exercise its authority through the Congregational Community Services Committee and such special meeting so called, must be held within seven days of the date of the request.
- 7.6 The quorum for meetings of the Board shall be the next whole number above half the current membership of the Board. If a quorum is not present within 30 minutes of the appointed commencement time of any meeting, the Chair shall declare the meeting void and fix the date for a new meeting at a later date.
- 7.7 The general procedure in the *Uniting Church Manual for Meetings* shall apply as far as practicable to all meetings of the Board. Video or telephone conference facilities may be used by some or all of the members with the agreement of all members of the Board providing all members can take a full part in the discussions and proceedings of a Board meeting.
- 7.8 The Board shall have the power to make decisions by a written circular or electronic poll of all its members, provided that no decision of such a poll is binding unless a number equal to or greater than the quorum for a Board meeting votes, there are no dissenting votes and written minutes are kept in accordance with sub-clauses 8.2(v) and 7.9.
- 7.9 The written minutes of a decision made by written circular or electronic poll under clause 7.8, will include full details of the decision made, the names of all members addressed and who responded to the poll or circular, and the written minutes will be attached to the minutes of the next succeeding Board meeting.
- 7.10 Members of the Board shall not participate in, vote on, or be present during any debate on any matter before the Board or any sub-committee in which they have a direct or indirect beneficial interest.
- 7.11 The proceedings of the Board shall be confidential and the privacy of Board members, staff, volunteers and clients shall be protected in accordance with the Privacy Act and the Regulations and policies of the Uniting Church.
- 7.12 The minutes and reports of Board meetings shall be sent to the Chair of Mandurah Uniting Church Council and the Congregational Community Services Committee of the Presbytery at the same time as the minutes are sent to Board members.
- 7.13 The Community Services Consultant of the Presbytery, or his or her nominee, may attend and speak at any meeting of the Board.
- 7.14 The Chairperson of the Church Council of Mandurah Uniting Church may attend and have the opportunity to speak at any meeting of the Board in accordance with the delegated authority, processes and responsibility of the Board, and such attendance would be in a non-voting capacity, unless appointed as a member of the Board in accordance with sub-clause 5.1.
- 7.15 The General Secretary of the Uniting Church in Australia, Western Australia or his or her nominee may attend and speak at any meeting of the Board in accordance with By-Law 6.3:3(h).

8 Responsibilities of the Board

- 8.1 The Board is responsible to the Church Council of Mandurah Uniting Church for the good governance, accountability and oversight of normal day to day operations of FinUCAre.
- 8.2 The responsibility of the Board includes:

- (a) ensuring that FinUCAre operates in accordance with its mission, vision, objects and values and in accordance with the ethos and polity of the Uniting Church;
- (b) ensuring that FinUCAre operates within its mandate, this constitution and approved policies and procedures to ensure the good governance, management, service standards, oversight and accountability of FinUCAre;
- (c) the oversight and management of the business and affairs of FinUCAre and its operations;
- (d) the planning, development, implementation and regular review of the strategic direction, objectives, values and plans of FinUCAre in consultation with its stakeholders including the Church Council of Mandurah Uniting Church.
- (e) the development, approval and implementation of comprehensive policies and procedures of FinUCAre covering governance, accountability, professional and services standards and management, always in accordance with appropriate external standards and practices including the Presbytery, and in harmony with the polity of the Uniting Church in Australia;
- (f) ensuring that the resources of FinUCAre are used in accordance with the objects of the Constitution;
- (g) the recruitment and appointment of the Coordinator, through a selection and appointment panel constituted for the said purpose as a sub-committee of the Board, which shall include the Chairperson of the Board or his or her nominee; a person with human resources experience and/or expertise; and a nominee of the Church Council of the Mandurah Uniting Church.
- (h) ensuring an annual performance review of the Coordinator is undertaken with an associated review of the Coordinator's position description, through a performance review panel acting as a sub-committee of the Board that will include the Chair of the Board or his or her nominee; a person with human resources experience and/or expertise; and a nominee of the Church Council of the Mandurah Uniting Church.
- (i) ensuring that the reasonable expectations of staff, volunteers, the community, funding bodies, the people served by FinUCAre, and the Mandurah Uniting Church congregation and the wider church are met;
- (j) ensuring that the requirements of funding, regulatory or statutory bodies are met or exceeded;
- (k) ensuring FinUCAre complies with the laws, rules, regulations and by-laws of the Commonwealth of Australia, the State of Western Australia and the Uniting Church in Australia;
- (l) ensuring that a risk management plan relating to the operations of FinUCAre is developed, maintained and reviewed each year, that a maintenance audit of all buildings used to house the operations of FinUCAre is carried out at least once every year and that all necessary maintenance is carried out;
- (m) ensuring an annual budget is prepared within one month of the beginning of the new financial year comprising (i) an income and expenditure budget distinguishing between known actual and potential sources of income and expenses for the ensuing year, and (ii) a balance sheet. A copy of the annual budget will be presented to the Church Council of Mandurah Uniting Church;
- (n) ensuring that adequate financial reserves are maintained, in accordance with any directions of the Church Council in consultation with the Auditor;
- (o) canvassing for support and taking any steps considered necessary or desirable by way of publicity or otherwise to promote or further the objects or activities of FinUCAre;
- (p) appointing each year an Auditor or Auditors, in accordance with clause 21.1 and ensuring clauses 21.2 and 21.3 are complied with;
- (q) holding the Annual Board Meeting in accordance with sub-clause 5.4 and the Annual Public Meeting in accordance with clause 16 of this Constitution ;
- (r) raising funds for any of the objectives of FinUCAre by any lawful means but so as not to contravene any Federal or State Law, or regulations, by-laws or decisions of The Church Council of Mandurah Uniting Church relating to the collection of money from the public or otherwise;

- (s) ensuring that any proposal to develop, redevelop, purchase, acquire, lease or make any change relating to real property is presented to The Church Council of Mandurah Uniting Church for consideration before it is referred to the Uniting Church in Australia Property Trust (WA);
- (t) ensuring that neither the Board nor any Board member shall negotiate or commit to any loan, or sell, borrow or charge real estate without specific written approval from the Mandurah Uniting Church Council;
- (u) provide the Coordinator and Officers of the Board with clear delegated powers and authorities in accordance with the job description of the Coordinator or duties of the Officers of the Board respectively, and consistent with the accountability, efficiency and good management of FinUCAre;
- (v) invite the Coordinator to attend and provide a report at all board meetings, but in a non-voting capacity;
- (w) ensuring, minutes, financial reports, committee or sub-committee minutes are prepared and distributed in accordance with sub-clauses 11.1, 11.3 and 11.4; and
- (x) ensuring the privacy of staff, board members, volunteers and clients is safeguarded and the records of FinUCAre, and in whatever form they may be held, are kept safe and secure.

9 Executive Committee of the Board

- 9.1 There shall be an Executive Committee of the Board which will act for the Board in: (i) overseeing the execution of policies or decisions of the Board, (ii) act for the Board in accordance with a delegation or decision of the Board, and (iii) act on behalf of the Board between meetings in a matter of urgency in accordance with sub-clause 9.5.
- 9.2 The Executive Committee shall comprise the Officers of the Board of FinUCAre who shall be the Chair, the Deputy Chair, the Treasurer and the Secretary. The Coordinator shall normally attend meetings of the Executive Committee, except at the option of the Executive Committee, when a matter concerning the position of the Coordinator is being considered.
- 9.3 Meetings of the Executive Committee (i) shall be called by the Chair or a member of the Executive Committee acting on his or her behalf, (ii) may be held by using electronic means or by correspondence and (iii) minutes of all meetings of the Executive Committee, will be circulated to all Board members and in accordance with sub-clause 9.8.
- 9.4 There is no limit to the number of terms a member of the Executive Committee can serve, so long as they remain an office-bearer of FinUCAre .
- 9.5 The Executive Committee may make decisions on behalf of the whole Board where it is considered by a majority of the Executive Committee that a decision needs to be made as a matter of urgency before a Board Meeting can be held.
- 9.6 Where such authority is exercised in accordance with sub-clause 9.5, the Secretary, or such other person as the Board designates, must advise all Board Members within 24 hours of the nature of the issue and the decision made, and if the board member does not use email then a written notification must be sent to them within 48 hours.
- 9.7 Decisions made under sub-clause 9.5 must be presented to the next Board meeting in writing and ratified at that meeting.
- 9.8 The Executive Committee may not make any decision contrary to this constitution, exceed approved expenditure in the budget, sell or charge real estate or borrow money.

9.9 Minutes of all meetings of the Executive Committee must be circulated or tabled with the papers for the next succeeding full Board meeting

10 Sub-Committees or Working Groups of the Board

10.1 The Board, by formal resolution, may appoint such Sub-Committees or working groups as it deems necessary or expedient and may depute or refer to them such duties, tasks or terms of reference as it may determine, and will set the term of their appointment.

10.2 The term of the appointment of a Sub-Committee or working group established by the Board shall not extend beyond the term of the current term of the Board.

10.3 A Sub-Committee or working group will be chaired by a member of the Board, will always include members of the Board and may at the option of the Board include other persons with special gifts, skills or experience who are not members of the Board.

10.4 A Sub-Committee or working group of the Board will always report on their proceedings at each meeting of the Board and shall always conduct their business in accordance with the directions of the Board.

10.5 The Chair or his or her delegate may attend and speak at any meeting of a Sub-Committee or working group of the Board and will be provided with a copy of the notice of said meeting at the same time as the members of the Sub-Committee or working group.

11 Responsibilities of Office Holders of the Board

11.1 Chair

The Chair shall:

- (a) chair all Board meetings, unless unavailable (in which event the relevant provisions of clause 7.3 will apply);
- (b) take a leading role in supporting the ethos and values of FinUCAre in accordance with the polity of the Uniting Church;
- (c) shall be an active member of the Uniting Church in Australia, or an active member of another Christian denomination and be willing to work within and publicly and privately uphold the ethos and polity of the Uniting Church.
- (d) ensure the governance, policies and operations of FinUCAre are always conducted in accordance with this constitution, its delegated authority, approved operating policies and procedures, the Regulations, and applicable laws, regulations, contracts or agreements;
- (e) provide leadership and advice as necessary and advisable to all Office Bearers, lead the Board in working productively together and encourage all Board members to contribute to policy development;
- (f) provide oversight and advice to the Coordinator in governance, policy, strategic and administration matters on behalf of the Board, provided that the Chair may formally delegate the administrative aspect of this responsibility to a suitably qualified and experienced member of the Board;
- (g) as necessary and advisable work with and support the Coordinator in the carrying out of that role with particular attention to the need for emotional support, work life balance, reasonable hours of work, regular leave and advice as required, provided that the Chair may formally delegate the administrative aspect of this responsibility to a suitably qualified and experienced member of the Board;
- (i) ensure there is an agenda for all meetings in collaboration with the Secretary;

- (j) act as spokesperson on behalf of the Board with the Mandurah Uniting Church Council, the congregation of Mandurah, the Congregational Community Services Committee, the Presbytery, external stakeholders, supporters, grant giving bodies and in other forums;
- (k) ensure minutes, treasurer's reports, special reports, policies and procedures of FinUCAre are made available to the Church Council of Mandurah Uniting Church and to the Congregational Community Services Committee in accordance with this constitution and as required, but noting any requirement for special confidentiality;
- (l) ensure an annual report and any other report or information required by the Chair or nominee of the Church Council of Mandurah Uniting Church and/or the Congregational Community Services Committee or the Presbytery is provided in a timely fashion required whenever requested, but noting any requirement for special confidentiality;
- (m) call a special meeting of the Board where required under clause 7.4; and
- (n) act on behalf the Board in accordance with any delegations, policies or decisions of the Board that determine from time to time

11.2 Deputy Chair

The Deputy Chair shall:

- (a) act for the Chair when the Chair is on official leave as chair; and
- (b) deputise for the Chair as required.

11.3 Secretary

The Secretary shall:

- (a) ensure true and complete records and minutes of all meetings of the Board and details of Board membership in accordance with sub-clause 5.4 (b) are provided and kept in safe custody;
- (b) ensure employment records, contracts, leases, licences, grants and acquittals are kept in safe and secure custody and accessible for the purposes of FinUCAre;
- (c) distribute the agenda and meeting papers giving at least 7 days advance notice of an ordinary Board meeting, or in the case of a special meeting in accordance with clause 8.4. The agenda and meeting papers shall be distributed to all Board members, and as confidential documents, to the Chair of the Church Council of Mandurah Uniting Church, and the Congregational Community Services Committee;
- (d) oversee the safe, secure, confidential storage and regular update of the records of FinUCAre and as required by the Board.

11.4 Treasurer

The Treasurer shall:

- (a) ensure a true record of all financial transactions is maintained;
- (b) ensure that all receipts and expenditure are correctly accounted for and are in accordance with established policy directives;
- (c) ensure all taxation, superannuation, ATO and ACNC obligations and any other statutory obligations such as those related to employment are met in a timely way;
- (d) oversee the preparation of monthly and annual statements of income and expenditure against budget and previous year; quarterly statements of assets and liabilities including reserves; schedules of grants and donations including expenditure of each against budget, and provide a report on these matters at each meeting of the Board and as required;
- (e) report to the Board when expenditure is likely to exceed budgeted levels;

- (f) oversee the timely provision of reports and acquittals to granting bodies; and provide any reports required by the Church Council of Mandurah Uniting Church or the Presbytery which may act through the Congregational Community Services Committee;
- (g) oversee the completion of the Annual Financial Reports within 60 days of the end of the financial year, that the Audited Annual Financial Reports are available within 4 months of the end of the financial year and submitted to the ACNC, the Church Council of Mandurah Uniting Church, and the Presbytery which may act through the Congregational Community Services Committee;
- (j) advise the Board regularly on the state of all funds and reserves;
- (k) ensure all granted or donated funds are expended within the terms of the donation, grant or contract and the reporting requirements of the donor, granting or contract body are met or exceeded in a timely way; and
- (l) be a signatory to all bank accounts of FinUCAre.

11.5 Minister

The Minister shall be a member of the Board and may also:

- (a) provide pastoral care to FinUCAre's staff, volunteers, clientele, board members and customers on request and where appropriate; and
- (b) work collaboratively with the Coordinator, staff, board members and volunteers and foster effective and timely communication between FinUCAre and the Mandurah congregation and the Church Council.

11.6 Responsibilities of Board Members Appointed by the Church Council

Members Appointed by the Church Council shall:

- (a) assist in communication and interaction between the Church Council, the congregation and FinUCAre, but in so doing;
- (b) respect the absolute rights of personal privacy of the clients, staff, board members and volunteers and maintain confidentiality of the discussions of the Board while committing to the accountability and the transparency of policy, operations and performance of FinUCAre.

11.7 Responsibilities and Expectations of all Board Members

All Board members must:

- (a) be accountable for the effective governance, oversight and strategic direction of FinUCAre as a community outreach in accordance with this Constitution and the policies and procedures of FinUCAre and in accordance with all applicable laws, regulations, Regulations, contracts, agreements and standards;
- (b) have appropriate skills, experience, qualifications, background and commitment that is helpful in the development of the work and mission of FinUCAre;
- (b) have a strong commitment to the development and future of FinUCAre as a community outreach of the Mandurah Uniting Church serving the Peel region;
- (c) be prepared to undertake any training required, and on appointment will be provided with an induction to FinUCAre and the responsibilities of being a Board member. This will include completion of a Board membership charter form that will include a signed acceptance of the Board's responsibilities in accordance with this Constitution and the FinUCAre policy and procedures manual;
- (d) not be a paid staff member or contractor of FinUCAre; and

- (e) respect the absolute rights of personal privacy of the clients, staff, board members and volunteers and maintain confidentiality of the discussions of the Board or any committee of FinUCAre, while committing to the accountability and the transparency of policy, operations and performance of FinUCAre in accordance with the reporting and disclosure obligations of the Board.

12 Officers of FinUCAre

12.1 Coordinator

The Coordinator shall undertake the role of coordinator (or other title as may be determined in accordance with Clause 3) as defined in the position description and in so doing:

- (a) manage the day to day operations of FinUCAre in accordance with the policy and directions of the Board and in harmony with the ethos and polity of the Mandurah Uniting Church;
- (b) work collaboratively with the Chair and Officers of the Board and fully inform the Board through the Chair or his or her nominee, of any urgent issues requiring Board involvement in relation to the operation and management of FinUCAre;
- (c) work collaboratively with the Minister, other church staff and members of the congregation to foster effective and timely communication between FinUCAre and the Mandurah congregation and its Church Council and the Congregational Community Services Committee;
- (d) develop and maintain a collegiate relationship with the Minister to ensure the work of FinUCAre is an integral part of all the activities within the church with a unified common vision and purpose;
- (e) ensure the Minister is given the opportunity to be included in all public events, promotional activities and activities that promote the outreach work undertaken on behalf of the Mandurah Uniting Church particularly but not limited to those occasions where other churches are also involved;
- (f) recruit, appoint, oversee, support and manage staff, professional or oversight consultants and volunteers within budgetary and human resources policies and directions of the Board; ensure staff and volunteer supervision, training, oversight and performance review is in place and ensure all staff and volunteers agree to uphold the ethos and polity of the UCA and FinUCAre as a condition of their role within the work of FinUCAre;
- (g) provide a written report to each meeting of the Board (and this is attached to the minutes) on the operation of FinUCAre, and at any other time as required;
- (h) maintain a risk management plan and a risk register for approval by the Board and make these documents available to the Board and the Church Council as required; and
- (i) ensure policies and procedures manuals are developed and regularly updated to meet good practice standards and that these are approved by the Board in accordance with sub-clause 8.2(e). All staff and volunteers should receive training in applicable policies and procedures, have ready access to copies of policies and procedures and ensure they are enacted. Copies of policies and procedures are to be made available to the Church Council and the Congregational Community Services Committee as required;
- (k) represent FinUCAre in accordance with (i) the role description for the Coordinator, (ii) any formal delegation from the Board, and/ or (iii) authority given in a specific instance by the Chair or his or her nominee;
- (l) the contents of any published website, social media or media statement shall be authorised by the Chair or nominee on behalf of the Board;
- (m) the Coordinator shall formally report only to the Chair or nominee in accordance with the role description of the Coordinator; but will work with the Officers of the Board in accordance with the several responsibilities and any nominees of the Board that may be appointed for a specific purpose.

12.2 Consultants and Supervisory Oversight Officers

- (a) The Board may appoint a consultant or professional standards consultant or supervisory oversight consultant, committee or task group for a special assignment and in such case this person, committee or task group would report as the Board may determine, and work within the terms of reference given by the Board;
- (b) Professional or Supervisory oversight officers, such as financial counsellor supervisors may be appointed by FinUCAre and whether paid or unpaid shall be subject to the accountabilities, structures, processes, protocols, policies and procedures of FinUCAre that relate to such an appointment and shall work in accordance with a written position description and responsible to FinUCAre through the Coordinator; and
- (c) A Board member who is a volunteer professional or supervisory oversight officer must, in respect of this staff role only, will be appointed within the terms of sub-clause 12.2(b).

13 Friends of FinUCAre

13.1 Members of the Mandurah Uniting Church, members of other congregations, organisations, individuals, community members, volunteers or donors who support the work of FinUCAre may be recognised as Friends of FinUCAre.

13.2 The Board will cause a register of the Friends to be kept and will invite the Friends to the Annual Public Meeting and to other activities of FinUCAre as appropriate.

14 Visitor

The Moderator of the Uniting Church Synod of Western Australia is the Visitor to FinUCAre.

Without limiting the rights and authority of the Moderator under Regulation 3.6.3.2 or as Visitor, the Visitor has the right and authority to:

- (a) visit any activity of FinUCAre;
- (b) attend any meeting of the Board, call a meeting of the Board, and chair any meeting of the Board whether or not called as the Visitor;
- (c) examine the affairs of the Board and the manner in which FinUCAre is being conducted;
- (d) see that the laws, rules, regulations and by-laws of the Commonwealth of Australia, the State of Western Australia, the Church and the Synod are being duly observed and executed;
- (e) interpret the meaning of this Constitution and any other matter relating to FinUCAre on which this Constitution is silent; and
- (f) suspend the Board if, in the opinion of the Visitor, the interests of the Church and FinUCAre so require and appoint persons to carry out the functions of the Board until the Presbytery reinstates the Board or makes arrangements for the appointment of a new Board.

15 Reports

15.1 The Board will report to The Church Council of Mandurah Uniting Church by providing confidential copies of its minutes and reports through the respective chair/secretary of the Church Council, and on financial aspects, service delivery, policies and procedures from time to time and in whatever form and detail as may be requested, but always in accordance with appropriate standards of confidentiality and privacy in place within the Board and each church council for each and every such report. The Board will report to the Congregational

Community Services Committee as required but always with appropriate standards of confidentiality and privacy in place within the said Committee and the Board.

15.2 The Board will provide copies of its publications, policies and procedures, its financial reports and operational reports annually or at other times whenever requested by The Church Council of Mandurah Uniting Church or the Congregational Community Services Committee.

16 Annual Public Meeting

16.1 The Board will arrange an Annual Public Meeting, open to members of the congregation of the Uniting Church Mandurah, Friends of FinUCAre, volunteers, staff, donors, granting bodies, stakeholders and members of the community, to present an annual review and written report of its activities for the past year and its vision for the year ahead.

16.2 The Annual Public Meeting should be held each year within 5 months following the end of the financial year.

16.3 The proceedings should include presentations by the Chair of the Board, the Treasurer and the Coordinator on their particular responsibilities and in accordance with sub-clause 16.1 and any other presentations and announcements that may be advisable.

16.4 The Chair of the Board will announce the names of the continuing and newly appointed Board members, the names of the Officers of the Board elected at the Annual Board Meeting (sub-clause 5.4) and introduce the Coordinator, the Chair of Mandurah Uniting Church Council, or their nominees respectively.

17 Income and Property

17.1 All real or intangible assets and property of FinUCAre shall be vested in the Uniting Church in Australia Property Trust (WA), established pursuant to the Uniting Church in Australia Act 1976 (WA) and shall be dealt with in accordance with the provisions of that Act and the Regulations, By-Laws and Rules.

17.2 Any land and buildings used by FinUCAre are held by the Uniting Church in Australia Property Trust (WA) and the Board cannot deal in any way with the land or/or buildings without the approval of the Uniting Church in Australia Property Trust (WA).

17.3 All leases related to buildings used for the purposes of FinUCAre are to be held by the Uniting Church in Australia Property Trust (WA) and the Board cannot negotiate or renegotiate any lease without the approval of the Uniting Church in Australia Property Trust (WA).

18 Financial Affairs

18.1 The assets and income of FinUCAre shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly to any individual person except as reimbursement of out-of-pocket expenses incurred by a member of the Board in performing a duty as a member of the Board or as bona fide remuneration for services rendered or goods supplied in the ordinary and usual course of business to FinUCAre.

18.2 Full and proper accounts will be kept of all moneys received and expended by FinUCAre and the manner in which such receipts and expenditure took place, and of all assets and liabilities of FinUCAre, in accordance with Regulations 3.8.6 and 3.8.7.

- 18.3 The Financial Year of FinUCAre will end on the 30th day of June in each year or another date set by formal resolution of the Board, formally ratified in writing by both the Church Council of Mandurah Uniting Church, and notified in writing to the Congregational Community Services Committee, the ACNC and the ATO.
- 18.4 All receipts and expenditure will take place from bank accounts in the name of FinUCAre – Mandurah congregation, Uniting Church in Australia (or a shortened title may be FinUCAre – UCA) and operated on by two of the authorised signatories appointed by formal resolution of the Board from time to time. The bank account names can be held in a different name that is approved by the Church Council of Mandurah Uniting Church, but this name should incorporate the Uniting Church as a part of the title. The Board may authorise alternative electronic means for use with the bank accounts provided the auditor is satisfied that the said means provide adequate prudent safeguards, controls and accountabilities are in place, maintaining the principle that there be a minimum of two authorised signatories authorising all financial transactions.
- 18.5 A maximum of six authorised signatories will be appointed by formal resolution of the Board and at all times, a representative of the Mandurah Uniting Church Council will be an authorised signatory to the bank account.
- 18.6 Funds generated by FinUCAre will be used in accordance with the purposes and objects of FinUCAre as stated in this Constitution.
- 18.7 A copy of the Annual Financial Statements and the Budget shall be forwarded to The Church Council of Mandurah Uniting Church and the Congregational Community Services Committee.

19 Gift Fund

- 19.1 The Board will establish and oversee a separate gift fund account solely for the receipt of gifts and donations, or moneys received as a gift or donation. The Board will ensure that moneys in the gift fund are only used for the principal objects and purposes of FinUCAre.
- 19.2 If the gift fund is wound up or the endorsement of FinUCAre as a deductible gift fund recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it will be transferred to a fund, authority or institution to which tax deductible gifts can be made.

20 Custody of Books and Documents

- 20.1 The Secretary and Treasurer of the Board respectively shall have the responsibility of ensuring the minutes of all meetings and all books, documents and financial records of FinUCAre are kept in safe custody, and remain always the property of FinUCAre as an outreach of Mandurah Uniting Church, Uniting Church in Australia.
- 20.2 Any books and documents of FinUCAre may be inspected by the Chair of the Church Council of Mandurah Uniting Church or his or her nominee as an authorised person(s) while ensuring that the provisions of the Privacy Act 1988 relating to the protection of an individual's private personal information are followed.

21 Audit

- 21.1 The Board shall appoint an Auditor or Auditors each year, who shall be qualified or eligible in accordance with Regulation 3.8.7(d), the policies of the Presbytery for community service activities and

any law or regulation and the requirements of any grant giving body. The Auditor(s) shall examine the books at least once per year and shall certify in respect of the balance sheet, income and expenditure statement, and accompanying accounts and schedules and in accordance with any applicable law, regulation or accounting standard.

- 21.2 FinUCAre accounts should be presented for audit within sixty (60) days of the end of the financial year and the Audit completed within 4 months of the end of the financial year.
- 21.3 Copies of the Auditors Report and the audited financial reports shall be distributed to the Church Council of Mandurah Uniting Church, and the Congregational Community Services Committee within 5 months of the end of the financial year, and to regulatory and grant giving bodies as required.

22 Indemnity

FinUCAre, the members of the Board and any person acting under the express or implied authority of FinUCAre and who is not an independent contractor will be indemnified out of the property of the Uniting Church in Australia Property Trust (WA) against all liability for any matter or thing done or liability incurred except in the case of fraud, criminal act, gross negligence or wilful misconduct (Regulation 4:11.2, The Uniting Church in Australia 2012).

23 Dissolution

FinUCAre may be dissolved on the decision of the Presbytery or of a special meeting of the Mandurah Uniting Church Council with the consent of the Mandurah Uniting Church congregation. If, on the closure of FinUCAre, any assets remain after the satisfaction of all debts and liabilities and the costs, charges and expenses of the closure, these assets will be transferred by FinUCAre with the approval of the Presbytery to another Public Benevolent Institution with similar objects and approved by the Commissioner of Taxation for such purposes.

24 Amendments to this Constitution

- 24.1 This Constitution may be amended by a formal written resolution by the Mandurah Uniting Church Council, provided that any such amendment has the prior approval of the Presbytery which may exercise its authority through the Congregational Community Services Committee. The formal written resolution shall include a date of enactment for the constitution so amended in accordance with this clause.
- 24.2 The Secretary of the Church Council and the Secretary of the Board of FinUCAre shall ensure written advice is given to each of the ACNC, the ATO, the Congregational Community Services Committee, and the Mandurah Uniting Church Council within 28 days of the date of the said formal resolution in accordance with sub-clause 24.1 providing (i) a copy of the said formal resolution(s) and, (ii) written advice of the date of enactment and (iii) a copy of the amended Constitution.
- 24.3 The said amended Constitution document shall have the date of enactment inserted in the footnote on each page of the amended Constitution.