

UnitingCare Australia

Charter

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Introduction

1. UNITINGCARE AUSTRALIA is an internal governance structure of The Uniting Church in Australia ("Church") created by and responsible to the Assembly as an agency of the Assembly to be the national body for the UnitingCare Australia Network, (the network of UnitingCare community service agencies in Australia) in accordance with its Mandate.

Purpose of this document

2. This document is to be read with the Mandate as approved by the Assembly Standing Committee on 10 November 2018.
3. It is a governance document to:
 - a. promote better understanding of the structure of UNITINGCARE AUSTRALIA and its purpose; and
 - b. ensure good corporate governance of UNITINGCARE AUSTRALIA.

Purpose of UNITINGCARE AUSTRALIA

4. UNITINGCARE AUSTRALIA is the national policy, and national advocacy body for the Uniting Church's community services in Australia.
5. Its purpose is to give voice to the Uniting Church's commitment to social justice through advocacy and by strengthening community service provision.

Function/ Role of UNITINGCARE AUSTRALIA

6. In furtherance of its purpose, UNITINGCARE AUSTRALIA, in consultation with relevant Church Councils and its network agencies:
 - a. leads theological reflection on the Church's community services work;
 - b. contributes to strategic thinking and leadership about the mission of the Church in its community service work;
 - c. provides a vehicle for facilitating national co-ordination, networking, information and advice and development;
 - d. provides a vehicle for facilitating national policy and national advocacy in line with the mission of the Church;
 - e. supports reflection within the Church and across the networks about community service in line with its theological reflection;
 - f. fosters collaboration as appropriate with other churches and peak organisations in the community services sector; and
 - g. does all other things incidental or conducive to the attainment of these purposes.

Not for profit

7. UNITINGCARE AUSTRALIA is a not for profit entity. UNITINGCARE AUSTRALIA's income and property may only be applied towards promoting its charitable purpose set out in this document.

Power and authority

8. UNITINGCARE AUSTRALIA is not a separate legal entity but a part of the Assembly which has authorised the legal entity UCA Assembly Ltd to act in a trustee capacity.
9. The decision making power of UNITINGCARE AUSTRALIA is derived from the authority it is granted by the Assembly under its Mandate and decisions made by UNITINGCARE AUSTRALIA must be in furtherance of the purpose established under the Mandate. To the extent that decisions are required to be exercised through UCA Assembly Ltd, then formal written delegations will be approved by the board of UCA Assembly Ltd for this purpose.
10. Subject to this document, the Mandate and any delegations from UCA Assembly Ltd, UNITINGCARE AUSTRALIA may take any action and engage in any conduct that the Assembly through UCA Assembly Ltd may take or engage in, provided it is in furtherance of the purpose of UNITINGCARE AUSTRALIA (as outlined in the Mandate).
11. The Board is vested with the control and governance of the property and affairs of UNITINGCARE AUSTRALIA, subject to the specific delegations approved by the board of UCA Assembly Ltd.
12. The day to day operation of UNITINGCARE AUSTRALIA is delegated to the National Director under the guidance and oversight of the Board and as detailed in delegations approved by the Board.

Board

Board members

13. The Board of UNITINGCARE AUSTRALIA comprises:
 - a. the Chair appointed by the Assembly;
 - b. the National Director of UNITINGCARE AUSTRALIA appointed by Assembly Standing Committee (ASC);
 - c. the General Secretary of the Assembly;

- d. one board member appointed by Assembly Standing Committee on recommendation from each Synod of the Uniting Church using such process as each Synod may determine; and
- e. up to three board members, to be appointed by Assembly Standing Committee on recommendation by the Board upon such terms and conditions as the Board determines.

Other than the National Director, no other board member will be an employee of UnitingCare Australia.

Nominations Committee

14. UNITINGCARE AUSTRALIA must have a Nominations Committee appointed by the Board.
15. The role of the Nominations Committee is to act in an advisory capacity to the Board and in this context to assist the Board to identify the necessary skills, experience, knowledge and capacity suitable for the Board of UNITINGCARE AUSTRALIA and to assess potential individuals against suitable criteria to make recommendations to the relevant appointor.
16. In making recommendations for appointments to the Board, the appointing bodies (i.e. the Assembly or the Synods) must have regard to any recommendations by the Nominations Committee about the suitability of a candidate.
17. There must be 4 members of the Nominations Committee including at least two persons who are board members and the remainder who are drawn from the appointing bodies (responsible for board appointments under the UnitingCare Australia Board Charter).
18. The Nominations Committee must have a charter setting out the desirable skills knowledge and experience for a board member and must have regard to the need to include a wide range of experiences and reflect the diversity of the organisations in the Network.

Retirement of directors

19. The term of office for a board member is 3 years from the date of their appointment, after which time that person if qualified and eligible for appointment may be reappointed, provided that a person who has served as a board member in any capacity for a total of 9 consecutive years must stand down for at least 3 years before being eligible for reappointment.

Chair

20. The Assembly has the responsibility to appoint the Chair of the Board. Such appointment would ordinarily be in consultation with and on the recommendation of the Board.
21. The term of the office of the Chair is 3 years, and the Chair may be reappointed.
22. The Board must take into account any recommendation by the Nominations Committee in relation to the suitability of a person for appointment to the office of the Chair.
23. The role of the Chair is to lead the Board and be the representative of the Board.
24. The chair of the Board will preside at board meetings and facilitate the proper disposition of the business of meetings. In the absence of the Chair at any meeting, the Board may appoint one of its members to act as the chair of that meeting.

Resignation

25. A board member may resign from the Board by written notice delivered to the Chair. The resignation takes effect when the notice is received by the Chair or on a later date specified in the notice.

Removal

26. A board member appointed by a Synod may be removed by that Synod or the Assembly Standing Committee after consultation with the affected Synod.
27. A board member appointed by the Assembly Standing Committee may be removed from office by a resolution of the Assembly Standing Committee in consultation with the Board.
28. A person must be given notice of any proposal to remove them as a board member and the basis for that proposed action and provided with a reasonable opportunity to be heard in response to the proposal.

Vacating office

29. The office of a board member becomes vacant immediately upon that person:
 - a. becoming bankrupt;
 - b. becoming of unsound mind or a patient under laws relating to mental health or having their estate administered under laws about mental health;
 - c. being absent from three consecutive board meetings without leave of absence from the Board;
 - d. resigning as a board member;
 - e. becoming disqualified or prohibited from being a director under the Corporations Act or a responsible person of a charity under the ACNC Act;

- f. being convicted on indictment of an offence and the Board do not within one month after that conviction resolve to confirm the person's appointment as a board member;
- g. ceasing to be an employee of UNITINGCARE AUSTRALIA, if applicable.

Casual vacancy

30. The Board may appoint a qualified person to a casual vacancy on the Board if the number of board members are insufficient to form a quorum at a board meeting. The casual vacancy is permitted to be filled in this way until the relevant appointing body makes a further appointment.

Remuneration of board members

31. A board member may be remunerated for their service on the Board in an amount to be determined in accordance with the policy of the Assembly Standing Committee.
32. It is intended that remuneration will only apply to those board members who are not otherwise employed by the Church and whose appointment as a board member is necessarily part of their employed role.
33. A board member is entitled to be reimbursed for expenses incurred by the board member in performing the role of board member, as approved by board policy.

Declarations of interest and conflicts of interest

34. Each board member has a duty to exercise decision making power in the best interests of UNITINGCARE AUSTRALIA and has a duty to not to allow any personal or professional interest to influence or prejudice their decisions. Each board member has a duty not to take improper advantage of their position.
35. Each board member must fully disclose to UNITINGCARE AUSTRALIA any significant material personal or professional interest that may cause them any conflict of interest with the interests of UNITINGCARE AUSTRALIA.
36. The Board must have a robust conflict of interest policy about disclosure of material interests and the appropriate management of conflicts of interest as they arise.
37. No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any policy made under this 'Declarations of Interest and Conflicts of Interest' paragraph.
38. If a board member has an interest in a matter, then subject to any requirement in the policy made under this 'Declarations of Interest and Conflicts of Interest' paragraph:

- a. that board member may not be counted in the quorum when the Board considers the business affected by the interest;
 - b. that board member may not participate in and vote on matters that relate to the interest;
 - c. UNITINGCARE AUSTRALIA can proceed with any transaction that relates to the interest and the board member (if required) may sign any relevant document by or on behalf of UNITINGCARE AUSTRALIA.
39. A board member who is interested in any arrangement involving UNITINGCARE AUSTRALIA is not liable to account to UNITINGCARE AUSTRALIA for any profit realised under the arrangement merely because the board member holds office as a board member or because of the fiduciary obligations arising from that office, if the board member complies with the disclosure requirements applicable to the board member under this document about that interest.

Duties of Board Members

Fiduciary Duties

40. Each board member is expected to comply with the duties imposed on responsible entities by the ACNC Act and Regulations including Governance Standard 5 including the following duties:
- a. to act with fidelity and trust in UNITINGCARE AUSTRALIA matters;
 - b. to act honestly and with due care and diligence;
 - c. to make decisions in good faith and for a proper purpose in the best interests of UNITINGCARE AUSTRALIA;
 - d. to not make improper use of information or improper use of their office;
 - e. to not allow UNITINGCARE AUSTRALIA to trade whilst insolvent;
 - f. to avoid conflicts of interest between the interests of UNITINGCARE AUSTRALIA and their own personal or professional interests;
 - g. be properly informed about the affairs of UNITINGCARE AUSTRALIA and the subject matter for decision but the Board; and
 - h. to keep UNITINGCARE AUSTRALIA Board matters confidential.

Function and Power of Board

41. The Board is responsible for providing oversight for the business of UNITINGCARE AUSTRALIA and may exercise all powers and do all things that are within its power and

are not expressly required by the Assembly in this document or the Mandate, or any other delegation to be exercised by the Assembly, UCA Assembly Ltd or another body in furtherance of its Purpose under its Mandate and consistent with the directions and policies of the Assembly, its Committees.

42. The Board's function includes:
 - a. strategic leadership in accordance with the UCA mission;
 - b. monitoring the implementation of strategy and decisions of the Board;
 - c. oversight of the management of the finances and resources;
 - d. monitoring risk and compliance; and
 - e. oversight of performance.
43. The Board may make policies and other governance documents consistent with this document (and not inconsistent with any policies or directions of the Assembly Standing Committee or its committees) which in the opinion of the Board are necessary or desirable for the proper control, administration and management of UNITINGCARE AUSTRALIA's finances, affairs and property, and amend or rescind such policy.
44. The Board may:
 - a. appoint or employ any person as an agent or attorney for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;
 - b. authorise a board member, agent or attorney to delegate any of the powers, discretions and duties vested in the board member, agent or attorney; and
 - c. subject to the law, remove or dismiss any agent or attorney of UNITINGCARE AUSTRALIA at any time, subject to the provisions of clauses 25, 26 and 29 of this Charter.
 - d. delegate its decision-making power to other persons to maximise effective, efficient and quality decision making (noting that the Board remains accountable for such delegated decision).
45. A power conferred on a person to do a particular act or thing under this document includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
46. A power conferred under this document to do a particular act or thing:
 - a. may be exercised from time to time and subject to conditions; and

- b. may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
47. Where a power to appoint a person to an office or position is conferred under this document (except the power to appoint a director under rule 13) the power includes, unless the contrary intention appears, a power to:
 - a. appoint a person to act in the office or position until a person is appointed to the office or position;
 - b. remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and UNITINGCARE AUSTRALIA); and
 - c. appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
48. Where this document gives power to a person to delegate a function or power:
 - a. the delegation may be concurrent with, or (except in the case of a delegation by the Board) to the exclusion of, the performance or exercise of that function or power by the person;
 - b. the delegation may be either general or limited in any way provided in the terms of delegation;
 - c. the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
 - d. the delegation may include the power to delegate; and
 - e. where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

Proper books and records

49. The Board must ensure that UNITINGCARE AUSTRALIA has proper books and records to ensure that it complies with all relevant financial reporting, review and audit requirements of legislation applicable to it.
50. The Board must cooperate with the Assembly, its committees or delegates, in the appointment of a qualified and independent auditor to audit the annual financial reports of UNITINGCARE AUSTRALIA.

51. The Board must report to the Assembly and to UCA Assembly Ltd as determined by the Assembly Standing Committee from time to time, noting that copies of such reports are to be provided to AFARC.

Proceedings of Board Meetings

Meetings of the Board

52. The Board must meet together at least 4 times per year to attend to UNITINGCARE AUSTRALIA business.
53. The contemporaneous linking together by telephone or other electronic means of a sufficient number of board members to constitute a quorum, constitutes a meeting of the Board.
54. A board member taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
55. If, before or during the meeting, any technical difficulty occurs where one or more board members cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of board members remains present, continue with the meeting.

Calling meetings of board

56. A board member may ask the Chair to call a board meeting.
57. A secretary (or executive officer appointed for this purpose) must, if requested by the Chair, call a board meeting.
58. The Chair must call a board meeting if requested to do so by at least 3 board members.

Notice of meetings

59. Notice of a board meeting must be given to each person who is, at the time the notice is given a board member, except a person on an approved leave of absence.
60. A notice of a board meeting:
- a. must specify the time, date and place of the meeting;
 - b. need not state the nature of the business to be transacted at the meeting;
 - c. may, if necessary, be given immediately before the meeting, (but normally with at least 48 hours notice); and
 - d. may be given in person or by post or by telephone, or electronic means.

Quorum at meetings of the board

61. No business may be transacted at a board meeting unless a quorum of board members is present at the time the business is dealt with.
62. A simple majority of the board members at the time of the meeting constitutes a quorum, provided that at least one half of the Synod appointed members are present. (This is a reference to the members appointed under Clause 13(d) of this document.)
63. If there is a vacancy in the office of a board member, the Board may act, unless, there are insufficient board members to constitute a quorum, in which event they may act only in an emergency or to take such action to ensure there are sufficient board members to constitute a quorum.

Decisions of the board

64. The Board, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Board under this document or the Mandate.
65. Subject to any restrictions imposed on a board member under the rules or policy in relation to conflicts of interest, each board member present at a board meeting is entitled to one vote on the business to be decided at the meeting.
66. A decision of the Board is ordinarily made by consensus but where consensus is not possible then by a simple majority of the votes cast by the board members present and entitled to vote on the matter.
67. If the votes are equal on a proposed resolution, the chair of the meeting does not have a casting vote, and the motion will be taken to be lost.

Written resolutions

68. A resolution in writing of which notice has been given to all board members and which is signed or consented to by all board members entitled to vote on the resolution is as valid and effectual as if it had been passed at a board meeting and may consist of several documents in the same form, each signed or consented to by one or more of the board members given or transmitted to the Chair by electronic means.

Committees

69. The Board may establish a committee or committees to assist it with its function and may delegate its powers to a committee.

70. The Board may appoint and remove members of the committee and terminate a committee at any time.
71. The committee must exercise any powers delegated to it in accordance with any directions of the Board.
72. For each committee, the Board must have a charter setting out the function, role, composition, appointment process, authority, power and delegations to the committee.

Indemnity and Insurance

Indemnity

73. UNITINGCARE AUSTRALIA must facilitate the indemnification of each board member on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (Liabilities) incurred by the board members in their office on the Board for UNITINGCARE AUSTRALIA.

Scope of indemnity

74. The indemnity in rule 74:
 - a. does not operate in respect of any Liability of the board member to the extent that Liability is covered by insurance;
 - b. is enforceable without the board member having to first incur any expense or make any payment; and
 - c. is a continuing obligation and is enforceable by the board member even though the board member may have ceased to be a board member of UNITINGCARE AUSTRALIA.

Insurance

75. UNITINGCARE AUSTRALIA may, to the extent the law permits, facilitate the:
 - a. purchase and maintenance of insurance; or
 - b. payment of a premium for insurance,for each board member against any Liability incurred by the board member as a board member or auditor of UNITINGCARE AUSTRALIA or of a related body corporate including, but not limited to:
 - c. costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - d. a Liability arising from negligence or other conduct.

Leaders Forums

76. An annual Leaders Forum may be held at the time of one of the board meetings.
77. The Board shall determine to hold such other forums or other activities as appropriate to fulfil its mandate and to engage with the UnitingCare Australia Network. The holding of such forums is additional to its reporting requirements as previously provided in this Charter.

Reporting

78. The Board will report to the Assembly in relation to the fulfilment of its Mandate every 3 years and to Assembly Standing Committee as and when required by it.

Amendment of this Document

79. If the Board considers that there ought be any amendment to this document it must refer such amendment to the Assembly Standing Committee for approval, after seeking the advice of the Assembly Finance and Risk Committee.

Dissolution of UNITINGCARE AUSTRALIA

80. If the Assembly Standing Committee determines to dissolve UNITINGCARE AUSTRALIA, any surplus property held on behalf of UNITINGCARE AUSTRALIA must be given to another charitable fund, institution or authority determined by the Assembly Standing Committee.

Definitions

81. In this document, the following terms have the following meaning:

Term	Definition
ACNC Act (Cth)	means the Australian Charities and Not-for-Profit Commission Act 2012 (Cth).
ACNC Regulations	means the Australian Charities and Not-for-Profit Commission Regulations 2013 (Cth).
ACNC Legislation	means the ACNC Act and the ACNC Regulations.

Board	means the board of UnitingCare Australia appointed under this Charter
Business Day	means a day that is not a Saturday, Sunday or public holiday in the place where an act is to be performed, notice received or a payment is to be made.
ITAA	means the Income Tax Assessment Act 1997 (Cth).
Mandate	means the Mandate approved by the Assembly Standing Committee of the Uniting Church of Australia in relation to UNITINGCARE AUSTRALIA on 10 November 2018.
UCA	means the Uniting Church of Australia

Interpretation

82. In this document:

- a. a reference to a person holding or occupying a particular office or position is a reference;
- b. to any person who occupies or performs the duties of that office or position;
- c. unless the contrary intention appears:
 - i. a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
 - ii. a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;
 - iii. a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - iv. if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - v. a reference to a rule is a reference to a rule of this document;
 - vi. a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and

- vii. if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
and
- d. headings are for convenience only and do not affect interpretation.